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CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

中國黃金國際資源有限公司

(a company incorporated under the laws of British Columbia, Canada with limited liability)

(Hong Kong Stock code: 2099)

(Toronto Stock code: CGG)

PROPOSED REPLACEMENT OF THE ARTICLES OF THE COMPANY

Reference is made to the circular (the “**Circular**”) and the notice of the annual general meeting (the “**Notice**”) of China Gold International Resources Corp. Ltd. (the “**Company**”) dated 24 May 2016, which sets out, among other things, the special resolution numbered 8 in relation to the proposed replacement of the Articles of the Company. Unless otherwise indicated, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the Notice.

The proposed amendments to the Articles of the Company are subject to the approval by the Shareholders at the AGM. Prior to the Shareholders’ approval, the existing Articles of Association will continue to be in force.

The Board believes that the New Articles will modernize the Company’s Articles and better align with recent legal and regulatory developments and market practice by Toronto Stock Exchange and Hong Kong Stock Exchange listed companies.

The New Articles are substantially similar to the current Articles but reflect a number of regulatory developments, including the following:

Definitions – the Company intends to add certain defined terms to the New Articles to incorporate terminology used in the Hong Kong Listing Rules into the New Articles.

Share Certificates – the Company intends to expressly permit electronic share registration in the New Articles, which is becoming more prevalent with Toronto Stock Exchange and Hong Kong Stock Exchange listed companies.

Share Transfers – the Company intends to update and clarify the procedures for transfers of shares of the Company, including adding references to the maintenance of branch securities registers in recognition of the fact that the Company maintains a separate share register in Hong Kong to comply with the Hong Kong Listing Rules.

Shareholder Meetings – the Company intends to clarify procedures relating to meetings of Shareholders. In particular, the New Articles will expressly contemplate that Shareholder meetings may be held within or outside of British Columbia, as may be determined by the Board. The New Articles will also clarify procedures to select a chair for meetings of Shareholders.

Advance Notice Provisions – the Company intends to include certain “Advance Notice” provisions within the New Articles that will require nominations for election of Directors at meetings of Shareholders to be delivered (together with supporting documentation) sufficiently in advance of the meeting to enable the Company to reflect such nominations in its information circular for the meeting. This will (i) allow the Company to facilitate an orderly and efficient annual general meeting or, where the need arises, special meeting process; (ii) ensure that all Shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allow Shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation.

Indemnification – the Company intends to update the mandatory indemnification provisions of the New Articles to align with the *Business Corporations Act* (British Columbia) (the “BCBCA”).

Shareholder Communications Provisions – the Company intends to update the manner in which corporate communications and disclosure documents may be delivered to Shareholders. In particular, the Company intends to take advantage of electronic delivery in accordance with applicable securities laws and stock exchange rules to enable more timely and cost-effective delivery of corporate communications to Shareholders. The New Articles will also more particularly address the requirement to deliver financial statements and financial reporting to Shareholders in accordance with applicable securities laws and stock exchange rules.

Name Changes – the BCBCA permits a company to amend its Notice of Articles to change the name of a company by a resolution of the Directors if authorized to do so under the Articles. The Company’s proposed New Articles will contain this provision so as to be consistent with customary practice for BCBCA incorporated companies.

General Amendments – the New Articles will also include certain “housekeeping” amendments that are intended to clarify and simplify the provisions of the Articles so as to be more easily understood by Shareholders. These “housekeeping” amendments will also remove certain provisions currently included in the Articles that do not apply to the Company because it is a publicly listed company.

In view of the substantial number of amendments proposed to be made to the Articles, the Board proposed that the New Articles, consolidating all of the proposed amendments, be adopted to immediately replace the Articles in its entirety.

By order of the Board
China Gold International Resources Corp. Ltd.
Mr. Song, Xin
Chairman

Hong Kong, June 8, 2016

As of the date of this announcement, the executive Directors are Xin Song, Bing Liu, Liangyou Jiang and Xiangdong Jiang, the non-executive Director is Lianzhong Sun and the independent non-executive Directors are Ian He, Yunfei Chen, Gregory Hall and John King Burns.