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If you are in any doubt about any aspect of this information circular, or as to the action to be taken, you should consult a licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of **CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**, you should at once hand this information circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTION

NOTICE AND INFORMATION CIRCULAR

RELATING TO THE

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

TO BE HELD ON DECEMBER 20, 2012 IN VANCOUVER, BRITISH COLUMBIA, CANADA

Independent financial adviser to the Independent Board Committee

and the Independent Shareholders



TC Capital
天財資本

TC Capital Asia Limited

November 20, 2012

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.
(a company incorporated under the laws of British Columbia, Canada with limited liability)
(HKEx Stock Code: 2099)
(TSX Symbol: CGG)
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Suite 1030, 505 Burrard Street, Box 31
Vancouver, British Columbia, Canada V7X 1M5
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NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "Meeting") of the shareholders of China Gold International Resources Corp. Ltd. (the "Company") (TSX: CGG) (HKEx: 2099) will be held in the President's Room of the Terminal City Club located at 837 West Hastings Street, Vancouver, British Columbia, Canada V6C 1B6 on Thursday, December 20, 2012 (i.e. Friday, December 21, 2012 Hong Kong time) commencing at 11:00 am Vancouver time, for the following purposes. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the information circular of the Company dated November 20, 2012 accompanying this notice.

1. to consider and, if thought fit, approve as an ordinary resolution of the independent shareholders of the Company the CSH Agreements and the transactions contemplated thereunder as more particularly described in the information circular accompanying this notice;
2. to consider and, if thought fit, approve as an ordinary resolution of the independent shareholders of the Company the Jiama Agreements and the transactions contemplated thereunder as more particularly described in the information circular accompanying this notice;
3. to consider and, if thought fit, approve as an ordinary resolution of the independent shareholders of the Company the annual monetary caps contemplated under the Jiama Framework Agreement for the three years ending December 31, 2012, 2013 and 2014;
4. to authorize the Directors of the Company to do such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the CSH Agreements and the Jiama Agreements; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The board of directors has fixed November 20, 2012 as the record date for determining the shareholders entitled to receive notice of and to vote at the Meeting and at any adjournments thereof.

An information circular and a form of proxy accompany this notice. The information circular provides additional information relating to the matters to be dealt with at the Meeting.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares are voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the information circular.

Please advise the Company of any change in your address.

DATED at Vancouver, British Columbia, Canada this 20th day of November, 2012.

**BY ORDER OF THE BOARD OF DIRECTORS
OF CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**

“Jerry Xie”

Jerry Xie
Executive Vice President and Corporate Secretary

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

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DEFINITIONS

In this information circular, unless the context otherwise requires, the following expressions have the following meanings:

“affiliate”	means, with respect to any Person, any other Person that directly or indirectly controls, is controlled by or is under common control with, such first Person. For the purposes of this definition, “control” (including, with correlative meanings, the terms “controlling”, “controlled by” and “under common control with”), as applied to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of that Person, whether through the ownership of voting securities, by contract or otherwise and for the purposes of this definition “Person” means any individual, corporation, limited or general partnership, limited liability company, limited liability partnership, trust, association, joint venture, governmental entity and other entity and group;
“associate”	has the meaning ascribed thereto under the Hong Kong Listing Rules;
“Board”	the board of Directors;
“Cdn”	Canadian dollars, the lawful currency of Canada;
“Changchun Institute”	Changchun Gold Design Institute* (長春黃金設計院), based in Changchun of Jilin Province, is the only national-level institute specialized in research that focuses on the gold industry in the PRC. It is wholly-owned by China National Gold;
“China National Gold”	China National Gold Group Corporation* (中國黃金集團公司), the ultimate controlling shareholder of the Company currently holding approximately 39.3% of the issued share capital of the Company through China National Gold Hong Kong Limited (中國黃金集團香港有限公司), its wholly-owned subsidiary;
“China Gold Construction”	China National Gold Group Corporation Construction Co. Ltd. *(中國黃金集團建設有限公司), a limited liability company incorporated in the PRC in March 2011 which is wholly-owned by China National Gold;
“Company”	China Gold International Resources Corp. Ltd. (中國黃金國際資源有限公司), a limited liability company incorporated under the laws of British Columbia, Canada with shares listed on both the Hong Kong Stock Exchange and the Toronto Stock Exchange;
“connected person(s)”	has the same meaning ascribed thereto under the Hong Kong Listing Rules;
“control”	has the same meaning ascribed thereto under the Hong Kong Listing Rules;

DEFINITIONS

“CSH Agreements”	the EPC Agreement and the Construction Supervision Agreement (as defined herein);
“CSH Mine”	Chang Shan Hao mine (長山壕金礦), a gold mine located in Wulate Zhong Qi (烏拉特中旗) in Inner Mongolia Autonomous Region of the PRC, in which our Group holds a 96.5% interest through Pacific PGM (Barbados) Inc., its wholly-owned subsidiary incorporated in Barbados;
“CTMG”	China Tenth Metallurgy Group Limited Corporation* (中十冶集團有限公司), a limited liability company established in 1948 in Xi’an, Shanxi Province of the PRC. It is owned as to 63% by China Gold Construction;
“Directors”	the directors of the Company;
“EGM” or “the Meeting”	the extraordinary general meeting of the Company to be held on Thursday, December 20, 2012 at 11:00 am in Vancouver, British Columbia, Canada (i.e. Friday, December 21, 2012 Hong Kong time), to consider and, if thought fit, approve, among other things, the CSH Agreements, the Jiama Agreements and the transactions contemplated thereunder (including the annual monetary caps contemplated under the Jiama Framework Agreement for the three years ending December 31, 2012, 2013 and 2014);
“Group”	the Company and its subsidiaries;
“Henan Zhongyuan”	Henan Zhongyuan Gold Machinery Plant* (河南中原黃金機械廠), a wholly-owned subsidiary of China National Gold, established in Sanmenxia, Henan Province;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Huatailong”	Tibet Huatailong Mining Development Co., Ltd.* (西藏華泰龍礦業開發有限公司), a limited liability company incorporated in the PRC which owns and operates the Jiama Mine, in which the Company holds a 100% interest through Skyland Mining Limited and Tibet Jia Ertong Mining Development Co., Ltd. (西藏嘉爾通礦業開發有限公司), its wholly-owned subsidiaries;
“Independent Board Committee”	an independent committee of the Board comprising all of the independent non-executive Directors of the Company;
“Independent Shareholders”	the shareholders of the Company other than China National Gold and any of its associates;

DEFINITIONS

“Inner Mongolia Pacific”	Inner Mongolia Pacific Mining Co. Limited (內蒙古太平礦業有限公司), a cooperative joint venture company incorporated in the PRC which owns and operates the CSH Mine and in which the Company holds a 96.5% interest through Pacific PGM (Barbados) Inc., its wholly-owned subsidiary incorporated in Barbados;
“Jiama Agreements”	the Jiama Framework Agreement, the Section IV Expansion Agreement, the Northern District Development Agreement, the Niumatang Agreement I, the Niumatang Agreement II and the Flotation Machines Purchase Agreement (as defined herein);
“Jiama Mine”	Jiama Copper-Gold Polymetallic Mine (甲瑪銅多金屬礦) located in Tibet, China. Jiama hosts a large scale copper-gold polymetallic deposit consisting of copper, gold, molybdenum, silver, lead and zinc. It is owned and operated by the Group through its indirect wholly-owned subsidiary Huatailong;
“Latest Practicable Date”	November 20, 2012, being the latest practicable date before printing of this information circular for ascertaining information contained herein;
“PRC”	the People’s Republic of China, excluding, for the purpose of this announcement only, Hong Kong, Macau Special Administrative Region, and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong);
“Shareholder(s)”	holder(s) of share(s) of the Company;
“Toronto Stock Exchange”	The Toronto Stock Exchange of Toronto, Canada; and
“%”	percent.

** For identification purposes only*

LETTER FROM THE BOARD



CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

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

(HKEx Stock Code: 2099)

(TSX Symbol: CGG)

Registered office/ Headquarters:

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Executive Directors	Non-executive Director	Independent non-executive Directors
Zhaoxue Sun Xin Song Zhanming Wu Xiangdong Jiang	Bing Liu	Ian He Yunfei Chen Gregory Hall John King Burns

Dear Shareholders,

INTRODUCTION

The Board refers to the announcement of the Company dated November 6, 2012 in relation to the CSH Agreements, the Jiama Agreements and the relevant annual monetary caps for transactions under the Jiama Framework Agreement for the years ending December 31, 2012, 2013 and 2014.

The purpose of this information circular is to provide you with more information and request your approval of the resolutions set out in the notice of the Meeting.

THE CSH AGREEMENTS

Inner Mongolia Pacific, a co-operative joint venture company controlled by the Company, has entered into an engineering, procurement and construction agreement (the “**EPC Agreement**”) with China Gold Construction on November 6, 2012 pursuant to which China Gold Construction will provide general engineering, procurement and construction services at the CSH Mine in order to expand the ore processing capacity at the CSH Mine.

Inner Mongolia Pacific has also entered into a construction supervision agreement (the “**Construction Supervision Agreement**”) with Changchun Institute on November 6, 2012 pursuant to which Changchun Institute will provide mining supervision services and technical support to Inner Mongolia Pacific at the CSH Mine in order to supplement the operations under the EPC Agreement.

Key terms of the CSH Agreements are summarized below.

LETTER FROM THE BOARD

The EPC Agreement

Date: November 6, 2012

Parties: (a) Inner Mongolia Pacific; and
(b) China Gold Construction

Subject Matter: China Gold Construction shall provide general engineering, procurement, construction and equipment installation services to Inner Mongolia Pacific at the CSH Mine in order to expand the ore processing capacity at the CSH Mine.

Term: Subject to the approval of the Independent Shareholders at the EGM, the project shall be completed by August 31, 2013.

Service Fee: The total service fee payable by Inner Mongolia Pacific is RMB774,838,000.

Scope of Construction and Engineering Work: China Gold Construction shall appoint engineers and construct mining and ore processing facilities and utilities at the CSH Mine.

Payment: (i) *Payment for construction and installation work*

Fees for construction and installation work are payable in monthly installments in accordance with the work schedule prepared by China Gold Construction as the project progresses.

Each monthly installment shall be payable to China Gold Construction within 14 days after the work (as specified on the work schedule) has been confirmed by the supervising engineer and Inner Mongolia Pacific.

Once 95% of the total service fee has been paid, Inner Mongolia Pacific will cease to make progress installment payments. The remaining 5% will be withheld by Inner Mongolia Pacific as a quality assurance bond and will be payable upon expiry of the quality assurance period.

(ii) *Payment for equipment procurement*

Fees for equipment procured for the project shall be payable in monthly installments in accordance with the contract with each supplier.

(iii) *Payment for other work and services*

Fees for other work and services shall be payable in monthly installments on the basis of the average amount incurred per month.

LETTER FROM THE BOARD

The Construction Supervision Agreement

Date:	November 6, 2012
Parties:	(a) Inner Mongolia Pacific; and (b) Changchun Institute
Subject Matter:	Changchun Institute shall provide construction supervision and technical support services to Inner Mongolia Pacific at the CSH Mine.
Term:	Subject to the approval of the Independent Shareholders at the EGM, the project shall be completed by August 31, 2013.
Service Fee:	A total service fee of RMB3,600,000 is payable by Inner Mongolia Pacific.
Payment:	The service fee is payable by Inner Mongolia Pacific in monthly installments in accordance with the monthly workload report produced by Changchun Institute. Each monthly installment shall be payable to Changchun Institute within 14 days after the workload report has been submitted to Inner Mongolia Pacific.

REASONS FOR AND BENEFITS OF THE CSH AGREEMENTS

China National Gold is the largest gold production enterprise in the PRC and is engaged in survey design, resources development, production, sale and construction in relation to minerals such as gold, silver, copper and molybdenum. China Gold Construction possesses expertise in mining projects involving refractory minerals, high altitude and extreme cold weather. The CSH Mine is situated in a region with harsh environmental conditions and China Gold Construction possesses both the experience and technological expertise to organize the manpower and resources required for completing mining projects in harsh environments, and therefore productivity is assured.

Changchun Institute has the qualifications and extensive experience in providing construction supervision services for gold mines. It is a national-level research institute in the gold mining industry in the PRC.

The Directors are of the view that the CSH Agreements will effectively expand the ore processing capacity at the CSH Mine.

The terms of the CSH Agreements, including their pricing terms, were agreed upon through an open market tendering process (and subsequently upon arm's-length negotiations regarding the implementation details) between the Company and each of China Gold Construction and Changchun Institute.

The Directors (including all independent non-executive Directors) are of the view that the CSH Agreements were entered into in the ordinary and usual course of business of the Group and conducted on normal commercial terms, and that the CSH Agreements are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

THE JIAMA AGREEMENTS

The Company has entered into a development framework agreement (the “**Jiama Framework Agreement**”) with China National Gold on November 6, 2012 pursuant to which China National Gold will provide mining development services to the Company at the Jiama Mine in order to implement the Phase II development plan for the Jiama Mine as set out in the prefeasibility study report produced by Minarco-MineConsult (the “**Prefeasibility Study**”). Please refer to the announcement of the Company dated October 25, 2012 for more details on the Prefeasibility Study.

On November 6, 2012, Huatailong has entered into the following agreements with CTMG:

- (i) a mining engineering and construction agreement with respect to Section IV of the mine shaft at Jiama Mine (the “**Section IV Expansion Agreement**”);
- (ii) a mining engineering and construction agreement with respect to Northern District of the Jiama Mine (the “**Northern District Development Agreement**”);
- (iii) an open pit mining and stripping services agreement with respect to the Niumatang area of the Jiama Mine (the “**Niumatang Agreement I**”); and
- (iv) an underground mining services agreement with respect to the Niumatang area of the Jiama Mine (the “**Niumatang Agreement II**”);

pursuant to which CTMG will provide mining engineering, construction, stripping and excavation services at the Jiama Mine.

Huatailong has also entered into an equipment purchase agreement (the “**Flotation Machines Purchase Agreement**”) with Henan Zhongyuan on November 6, 2012 pursuant to which Henan Zhongyuan will supply and install 26 sets of ore flotation equipment for Huatailong at the Jiama Mine.

Key terms of the Jiama Agreements are summarized below.

The Jiama Framework Agreement

Date:	November 6, 2012
Parties:	(a) the Company; and (b) China National Gold
Subject Matter:	China National Gold shall provide mining development services to the Company at the Jiama Mine in order to implement the Phase II development plan as set out in the Prefeasibility Study.
Term:	Subject to the approval of the Independent Shareholders at the EGM, effective until December 31, 2014.
Services to be Provided:	The mining development services encompass the following: <ul style="list-style-type: none">(i) hornfels stripping and related work;(ii) construction and engineering project supervision;(iii) overall mine development and construction, including processing plant, tailings and other support services;(iv) mining research and design; and(v) auxiliary equipment.

LETTER FROM THE BOARD

Selection of Service Provider: The service provider for each category of service will be determined by China National Gold through an open market tendering process.

Proposed annual caps and basis of determination for annual caps under the Jiama Framework Agreement

The annual cap amounts for the transactions under the Jiama Framework Agreement and the basis of determination for such annual cap amounts are set out as follows:

	Annual cap for the year ending December 31,			Basis for the annual caps
	2012	2013	2014	
	(in thousands)	(in thousands)	(in thousands)	
Aggregate amount payable by the Company to China National Gold for mining development services at Jiama Mine	RMB630,000	RMB960,000	RMB290,000	Based on (i) the expected contractual fees payable for the mining development services at the Jiama Mine; (ii) the work schedule for mining development services under the Jiama Framework Agreement and the procurement schedule for equipment; and (iii) the environmental, geological and socioeconomic conditions in the Tibet Autonomous region.

The Section IV Expansion Agreement

Date: November 6, 2012

Parties: (a) Huatailong; and
(b) CTMG

Subject Matter: CTMG shall provide engineering and construction services to construct the shaft at section IV of the Phase II development site of the Jiama Mine.

The total advancement is 3,940 meters, the total excavation workload is 42,344 cubic meters, and the total tunneling support workload is 717 cubic meters.

Term: Subject to the approval of the Independent Shareholders at the EGM, the project shall commence in late 2012.

Service Fee: In consideration for the engineering and construction services, Huatailong shall pay to CTMG service fee of RMB27,618,320.

The service fee is payable in installments in accordance with the work schedule as the project progresses.

Each installment shall be payable to CTMG within 14 days after the work (as specified on the work schedule) has been confirmed by the supervising engineer and Huaitailong.

LETTER FROM THE BOARD

Once 80% of the total service fee has been paid, Huatailong will cease to make progress installment payments. The remaining 20% of the total service fee is payable in the following manner:

- (i) 15% is payable upon completion of the project (subject to deduction of any water and electricity bill and penalty payable) and signing of a quality assurance agreement between Huatailong and CTMG; and
- (ii) 5% will be withheld by Huatailong as a quality assurance bond and is payable 24 months after completion of the project.

The Northern District Development Agreement

Date: November 6, 2012

Parties: (a) Huatailong; and
(b) CTMG

Subject Matter: CTMG shall provide engineering and construction services to construct an auxiliary slope at the Northern District of the Jiama Mine.

The total excavation workload is 125,218 cubic meters, and the total tunneling support workload is 3,279 cubic meters.

Term: Subject to the approval of the Independent Shareholders at the EGM, the project shall commence in late 2012.

Service Fee: In consideration for the engineering and construction services, Huatailong shall pay to CTMG a service fee of RMB70,054,000.

The service fee is payable in installments in accordance with the work schedule as the project progresses.

Each installment shall be payable to CTMG within 14 days after the work (as specified on the work schedule) has been confirmed by the supervising engineer and Huatailong.

Once 80% of the total service fee has been paid, Huatailong will cease to make progress installment payments. The remaining 20% of the total service fee is payable in the following manner:

- (i) 15% is payable upon completion of the project (subject to deduction of any water and electricity bill and penalty payable) and entry into a quality assurance agreement between Huatailong and CTMG; and
- (ii) 5% will be withheld by Huatailong as a quality assurance bond and is payable 24 months after completion of the project.

LETTER FROM THE BOARD

The Niumatang Agreement I

- Date: November 6, 2012
- Parties: (a) Huatailong; and
(b) CTMG
- Subject Matter: CTMG shall provide open pit mining and stripping services at Niumatang area of the Jiama Mine.
- CTMG shall provide service in accordance with the design and monthly production schedule produced by Huatailong.
- The monthly production schedule may vary in accordance with Huatailong's demand for ore.
- Term: Subject to the approval of the Independent Shareholders at the EGM, the project shall commence in late 2012 and the agreement is effective until December 31, 2013.
- Service Fee: The total service fee payable under the Niumatang Agreement I is RMB56,000,000. The total service fee is charged in accordance with the following scale:
- (i) ore production - RMB49.33 for per cubic meter; and
 - (ii) stripping – RMB39.78 per cubic meter.
- The service fee is payable (after withholding of a quality assurance bond, audit reserve fund and other fees) in monthly installments after the production volume of a particular month is confirmed by Huatailong.

The Niumatang Agreement II

- Date: November 6, 2012
- Parties: (a) Huatailong; and
(b) CTMG
- Subject Matter: CTMG shall provide underground mining services at the 4490 auxiliary slope of Niumatang area of the Jiama Mine.
- CTMG is responsible for underground mining, construction of mine shaft transportation, equipment installation and other supporting services.
- Term: Subject to the approval of the Independent Shareholders at the EGM, the project shall commence in late 2012 and the agreement is effective until December 31, 2013.
- Service Fee: The total service fee payable under the Niumatang Agreement II is RMB43,000,000. The total service fee is charged on the basis of RMB95 per tonne of excavated ore.

LETTER FROM THE BOARD

The service fee is payable (after withholding of a quality assurance bond, audit reserve fund and other fees) in monthly installments after the production volume of a particular month is confirmed by Huatailong.

Flotation Machines Purchase Agreement

- Date: November 6, 2012
- Parties: (a) Huatailong; and
(b) Henan Zhongyuan
- Subject Matter: Henan Zhongyuan shall manufacture, deliver and install 26 sets of flotation equipment for Huatailong for mining production at the Jiama Mine.
- The equipment consists of 10 sets of KYF II-40 model flotation machines and 16 sets of KYF II-50 model flotation machines (collectively the “**Flotation Machines**”).
- Term: The Flotation Machines shall be delivered to the Jiama Mine by December 31, 2013.
- Purchase Price: Huatailong shall pay Henan Zhongyuan the sum of RMB11,200,000 as purchase price, in the manner set out below:
- (i) Payment of RMB3,360,000 (being 30% of the purchase price) upon execution of the Flotation Machines Purchase Agreement;
 - (ii) Payment of RMB4,480,000 (being 40% of the purchase price) upon delivery of the Flotation Machines;
 - (iii) Payment of RMB2,240,000 (being 20% of the purchase price) upon installation of the Flotation Machines and satisfactory completion of trial operations;
 - (iv) RMB1,120,000 (being 10% of the purchase price) will be withheld by Huatailong as a quality assurance bond and is payable upon the earlier of:
 - (a) the expiration of the warranty period; or
 - (b) 18 months after the Flotation Machines have been delivered to the Jiama Mine.
- Quality Warranty: The Flotation Machines are subject to a quality warranty period for 12 months following their installation and completion of trial operations.
- During the warranty period, if a flotation machine is found to be of poor quality or faulty or fails to reach the required productivity or other requirements set out in the Flotation Machines Purchase Agreement, Henan Zhongyuan shall repair or replace the faulty machine. All expenses incurred shall be borne by Henan Zhongyuan.

LETTER FROM THE BOARD

REASONS FOR AND BENEFITS OF THE JIAMA AGREEMENTS

China National Gold is the largest gold production enterprise in the PRC and is engaged in survey design, resources development, production, sale and construction in relation to minerals such as gold, silver, copper and molybdenum. Huatailong can leverage China National Gold's expertise in mining design, its centralized procurement system and its technological capabilities to maximize productivity at the Jiama Mine.

The Jiama Mine is located in the Tibet Autonomous Region where the mining conditions are harsh. China National Gold is able to arrange an experienced workforce and suitable equipment to complete projects at high altitude and in extreme weather and it has the capability to provide equipment maintenance services required at the Jiama Mine.

The workforce of CTMG possesses extensive experience and the technological capabilities necessary to complete projects in harsh environments and at high altitude. Henan Zhongyuan specializes in the development and manufacturing of gold mining and refinery equipment. It is capable of designing and manufacturing complete sets of flotation equipment in accordance with the requirements of Huatailong.

The Directors are of the view that the Jiama Agreements will effectively implement the Phase II development plan for the Jiama Mine as set out in the Prefeasibility Study.

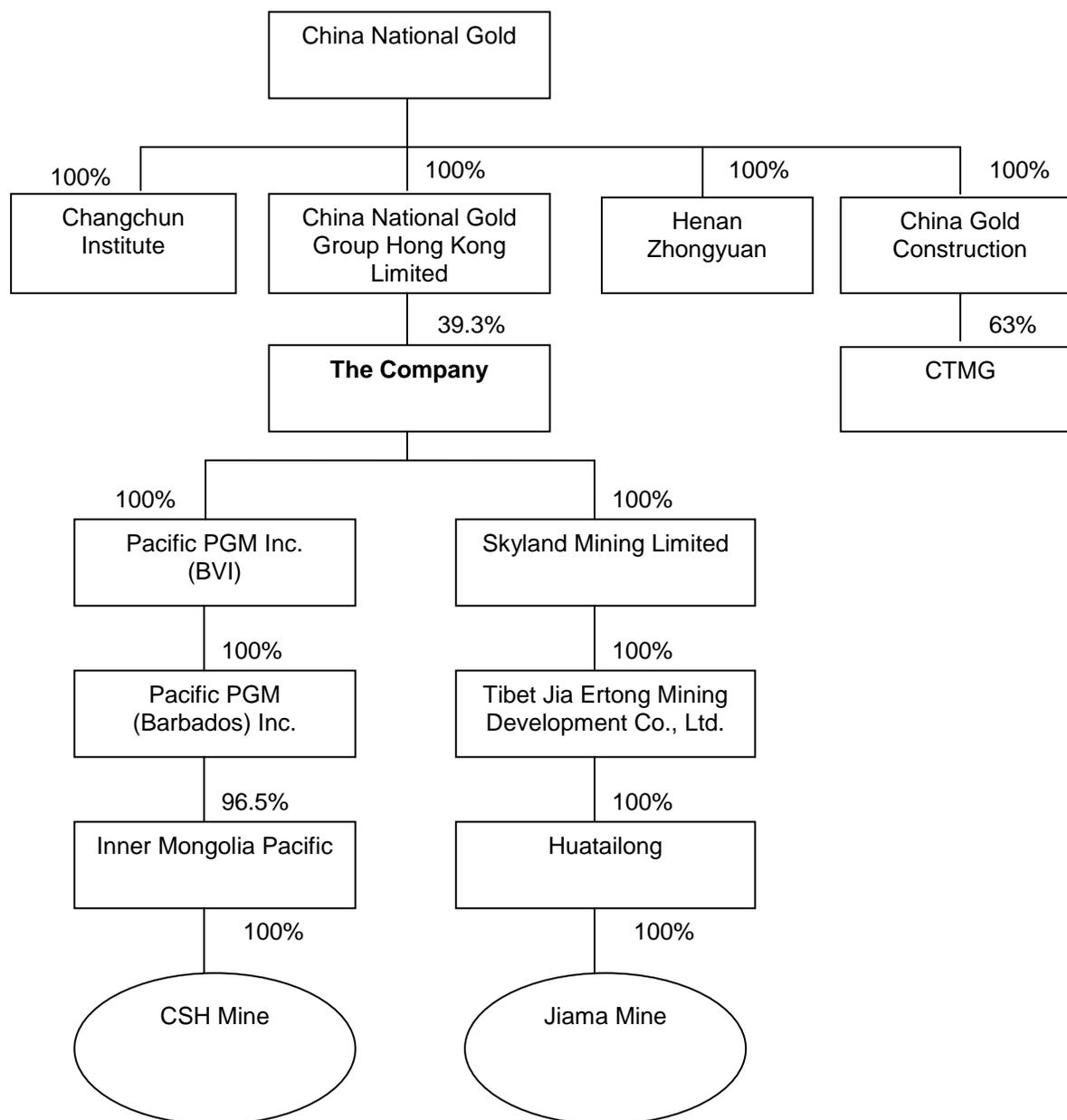
The terms, including the pricing terms, of the Jiama Agreements were agreed, and in respect of the Jiama Framework Agreement, will be agreed, through an open market tendering process (and subsequently upon arm's-length negotiations regarding the implementation details) between the Company, and each of China National Gold, CTMG and Henan Zhongyuan.

The Directors (including all independent non-executive Directors) are of the view that the Jiama Agreements were entered into in the ordinary and usual course of business of the Group and conducted on normal commercial terms, and that the Jiama Agreements are fair and reasonable and in the interests of the Company and its Shareholders as a whole, and that the annual monetary caps for the transactions contemplated under the Jiama Framework Agreement for the three years ending December 31, 2012, 2013 and 2014 are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

HONG KONG LISTING RULES IMPLICATIONS

The following diagram sets out the current shareholding relationship among China National Gold, the Company, China Gold Construction, CTMG, Changchun Institute, Henan Zhongyuan, Inner Mongolia Pacific and Huatailong:



LETTER FROM THE BOARD

As shown above, (i) Inner Mongolia Pacific is controlled by the Company; (ii) Huatailong is an indirect wholly-owned subsidiary of the Company; and (iii) the Company, China Gold Construction, Changchun Institute, CTMG and Henan Zhongyuan are ultimately controlled by China National Gold.

As such, China National Gold, China Gold Construction, Changchun Institute, CTMG and Henan Zhongyuan are connected persons of the Company pursuant to Chapter 14A of the Hong Kong Listing Rules. Therefore, the transactions contemplated under the CSH Agreements and the Jiama Agreements constitute connected transactions (and in the case of the Jiama Framework Agreement, a non-exempt continuing connected transaction) for the Company as defined under Rules 14A.13 and 14A.14 of the Hong Kong Listing Rules.

The transactions contemplated under the CSH Agreements and the Jiama Agreements are aggregated pursuant to Rule 14A.25 of the Hong Kong Listing Rules on the basis that (a) China Gold Construction, CTMG, Changchun Institute and Henan Zhongyuan are all ultimately controlled by China National Gold; and (b) the CSH Agreements and the Jiama Agreements are all entered into in order to implement the Company's development plan and expand ore production at the CSH Mine and the Jiama Mine.

As one or more of the relevant percentage ratios (as defined under Rule 14.07 of the Hong Kong Listing Rules), when calculated on aggregated basis, for the CSH Agreements and the Jiama Agreements exceed 5%, the transactions contemplated under the CSH Agreements and the Jiama Agreements constitute connected transactions (and in the case of the Jiama Framework Agreement, a non-exempt continuing connected transaction) and are subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

Each of Mr. Sun Zhaoxue, Mr. Song Xin, Mr. Liu Bing and Mr. Wu Zhanming are considered to have a conflict of interest in the transactions under the CSH Agreements and the Jiama Agreements due to their senior management positions in China National Gold. They abstained from voting on the resolutions in relation to the CSH Agreements and the Jiama Agreements proposed to the Board.

FURTHER INFORMATION ON THE PARTIES

China National Gold is the only enterprise directly supervised by the State Council of the PRC that focuses on the exploration, mining, processing, smelting, refining and sales of gold. It also operates other nonferrous mineral assets related businesses. The predecessor of China National Gold was China National Gold Corporation, which was established in 1979 and headquartered in Beijing. China National Gold was the largest gold producer in China in 2011 by gold output, according to the China Gold Association. It is also the only enterprise in the gold industry in China that explores, produces and processes gold with a grade of Au99999.

The Company is a gold and base metal mining company based in Vancouver, Canada. Its principal properties are the CSH Mine located in Inner Mongolia, China and the Jiama Mine, located in the Tibet Autonomous Region, China. The Company commenced gold production at the CSH Mine in July 2007 and commenced commercial production on July 1, 2008. The Company acquired 100% ownership of the Jiama Mine which hosts a large scale copper-gold polymetallic deposit consisting of copper, molybdenum, gold, silver, lead and zinc on December 1, 2010. The mine commenced commercial production in September 2010.

China Gold Construction was established in March 2011 as a wholly-owned subsidiary of China National Gold upon the amalgamation of the design, research and development, equipment manufacturing, logistics and trading, construction and installation enterprises under China National Gold. China Gold Construction mainly specializes in engineering survey and design, management of construction projects, research and development and manufacturing of mining and dressing equipment and other supporting facilities.

LETTER FROM THE BOARD

CTMG is a large-scale construction services corporation established by the State-owned Assets Supervision and Administration Commission of the State Council of the PRC in 1948. In October 2011, China Gold Construction acquired 63% of the equity interest in CTMG. The primary businesses of CTMG are construction, real estate development and mine resources development. Its total asset value is more than RMB1 billion. The registered capital of CTMG is RMB300 million.

Huatailong owns and operates the Jiama Mine. Since its establishment on January 11, 2007, it has been primarily engaged in exploration and mining activities. It is ultimately controlled by the Company.

Inner Mongolia Pacific is a co-operative joint venture company controlled by the Company whose major asset is the CSH Mine. Since its establishment in April 2002, it has been primarily engaged in exploration and mining activities. The Company has been in control of 96.5% of the equity interest of Inner Mongolia Pacific through its wholly-owned subsidiary Pacific PGM (Barbados) Inc., since April 2005.

Changchun Institute, based in Changchun of Jilin Province, is a national-level research institute in the gold mining industry in the PRC.

Henan Zhongyuan is a wholly-owned subsidiary of China National Gold established in 1970. It is the only subsidiary enterprise of China National Gold that specializes in manufacturing of gold mining and refinery equipment.

RECOMMENDATION

Based on its views set out above, the Board recommends that the Independent Shareholders vote in favour of the resolutions concerning the CSH Agreements, the Jiama Agreements and the relevant annual monetary caps for the transactions contemplated under the Jiama Framework Agreement for the three years ending December 31, 2012, 2013 and 2014.

Furthermore, your attention is drawn to the letter from the Independent Board Committee to the Independent Shareholders set out on page 17 of this information circular. The Independent Board Committee, having taken into account the advice of TC Capital Asia Limited, considers that (i) the transactions under the CSH Agreements and the Jiama Agreements will be entered into in the ordinary course of business of the Group; (ii) the terms of the CSH Agreements and the Jiama Agreements are normal commercial terms and are fair and reasonable and in the interests of the Company and its Shareholders as a whole; and (iii) the annual monetary caps for the transactions contemplated under the Jiama Framework Agreement for the three years ending December 31, 2012, 2013 and 2014 are fair and reasonable and in the interests of the Company and its Shareholders as a whole. Accordingly, the Independent Board Committee recommends that the Independent Shareholders vote in favour of the resolutions concerning the same to be proposed at the Meeting.

THE MEETING

The Meeting will be held on Thursday, December 20, 2012 at 11:00 am Vancouver time (i.e. Friday, December 21, 2012 Hong Kong time) in the President's Room of the Terminal City Club located at 837 West Hastings Street, Vancouver, British Columbia, Canada V6C 1B6.

At the Meeting, ordinary resolutions will be proposed to, among other things, approve the CSH Agreements, the Jiama Agreements, the transactions contemplated thereunder and the annual monetary caps for the transactions contemplated under the Jiama Framework Agreement for the three years ending December 31, 2012, 2013 and 2014. Voting on such ordinary resolutions at the Meeting will be conducted by way of poll in accordance with the requirements of the Hong Kong Listing Rules.

As at the Latest Practicable Date, China National Gold was interested in and entitled to exercise control over approximately 39.3% of the total number of the issued shares of the Company. As such, China

LETTER FROM THE BOARD

National Gold and its associates will abstain from voting with regards to the ordinary resolutions to be proposed at the Meeting in connection with the CSH Agreements, the Jiama Agreements and the annual monetary caps for the transactions contemplated under the Jiama Framework Agreement for the three years ending December 31, 2012, 2013 and 2014.

FURTHER INFORMATION

Your attention is also drawn to the additional information set out on pages 24 to 34 of this information circular.

Yours faithfully,

**FOR AND ON BEHALF OF THE BOARD
OF CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**

“Zhaoxue Sun”

Zhaoxue Sun
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

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

(HKEx Stock Code: 2099)

(TSX Symbol: CGG)

November 20, 2012

Dear Independent Shareholders,

We refer to the information circular dated November 20, 2012, of which this letter forms part. Unless the context requires otherwise, terms and expressions defined in the information circular shall have the same meanings in this letter.

We have been appointed to advise the Independent Shareholders on whether the terms of the CSH Agreements and the Jiama Agreements (including the proposed annual monetary caps for transactions contemplated under the Jiama Framework Agreement) are on normal commercial terms, in the ordinary course of business of the Group, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

We wish to draw your attention to the letter of advice issued by TC Capital Asia Limited, which is set out on pages 18 to 23 of the information circular.

Having considered the advice given by TC Capital Asia Limited, we are of the opinion that (i) the transactions under the CSH Agreements and Jiama Agreements are entered into in the ordinary course of business of the Group; (ii) the terms of the CSH Agreements and the Jiama Agreements are normal commercial terms and are fair and reasonable and in the interests of the Company and its Shareholders as a whole; and (iii) the annual monetary caps for the transactions contemplated under the Jiama Framework Agreement for the three years ending December 31, 2012, 2013 and 2014 are fair and reasonable and in the interests of the Company and its Shareholders as a whole. Accordingly, we recommend that the Independent Shareholders vote in favour of the ordinary resolutions concerning the same to be proposed at the Meeting.

Yours faithfully,

**FOR AND ON BEHALF OF THE INDEPENDENT BOARD COMMITTEE
OF CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**

Ian He

Yunfei Chen

Gregory Hall

John King Burns

Independent Non-executive Directors

LETTER FROM TC CAPITAL ASIA LIMITED

The following is the full text of the letter of advice to the Independent Board Committee and the Independent Shareholders from TC Capital Asia Limited dated November 20, 2012 prepared for incorporation in this information circular.



TC Capital Asia Limited
天財資本亞洲有限公司

November 20, 2012

*The Independent Board Committee and the Independent Shareholders
China Gold International Resources Corp. Ltd. (the "Company")*

Dear Sirs,

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTION

INTRODUCTION

We refer to our appointment as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the CSH Agreements and the Jiama Agreements, which constitute connected transactions (and in the case of the Jiama Framework Agreement, a non-exempt continuing connected transaction) of the Company. Details of the CSH Agreements and the Jiama Agreements are set out in the information circular of the Company dated November 20, 2012 issued to the Shareholders, of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the information circular, unless otherwise specified.

Mr. Ian He, Mr. Yunfei Chen, Mr. Gregory Hall and Mr. John King Burns, the independent non-executive Directors, have been appointed as the members of the Independent Board Committee to advise the Independent Shareholders as to whether (i) the CSH Agreements and the Jiama Agreements, together with the annual caps under the Jiama Framework Agreement, are in the ordinary and usual course of business of the Group, on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole; and (ii) to vote in favour of or against the resolutions to be proposed at the EGM for approving the CSH Agreements, the Jiama Agreements and the transactions contemplated thereunder, and the annual caps under the Jiama Framework Agreement. As the independent financial adviser, our role is to give an independent opinion to the Independent Board Committee and the Independent Shareholders in this regard.

By virtue of China National Gold being the controlling shareholder of the Company, China National Gold and its associates are connected persons of the Company under the Hong Kong Listing Rules. The transactions contemplated under the CSH Agreements and the Jiama Agreements constitute connected transactions (and in the case of the Jiama Framework Agreement, a non-exempt continuing connected transaction) of the Company under Chapter 14A of the Hong Kong Listing Rules. As one or more of the applicable percentage ratios as defined under Rule 14.07 of the Hong Kong Listing Rules when calculated on an aggregated basis, for the CSH Agreements and the Jiama Agreements exceed 5%, the transactions contemplated under the CSH Agreements and the Jiama Agreements constitute connected transactions (and in the case of the Jiama Framework Agreement, a non-exempt continuing connected transaction) that

LETTER FROM TC CAPITAL ASIA LIMITED

are subject to, *inter alia*, the Independent Shareholders' approval, reporting, annual review and announcement requirements under Chapter 14A of the Hong Kong Listing Rules.

In putting forth our recommendation, we have considered, amongst other things, (i) the CSH Agreements and the Jiama Agreements; (ii) the 2011 annual report and 2012 interim report of the Company; (iii) the Prefeasibility Study (iv) the prospectus of the Company dated November 17, 2010 (the "Prospectus"); and (v) other information as set out in the information circular. We have also relied on information, opinions and facts supplied and represented by the Company, the Directors and management of the Company.

We have assumed that all such information, opinions, facts and representations contained or referred to in the information circular, for which the Company is fully responsible, were true and accurate in all respects as at the date hereof and may be relied upon. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided for us by the Company, and the Company has confirmed that no material facts have been withheld or omitted from the information provided and referred to in the information circular, which would make any statement therein misleading.

We consider that we have reviewed sufficient information currently available to reach an informed view and to justify our reliance on the accuracy of the information contained in the information circular so as to provide a reasonable basis for our recommendation.

PRINCIPAL FACTORS AND REASONS CONSIDERED IN RELATION TO THE CSH AGREEMENTS AND THE JIAMA AGREEMENTS

In arriving at our recommendation, we have taken into consideration the following principal factors and reasons:

I. Background of and reasons for the connected transactions

On November 6, 2012, Inner Mongolia Pacific, a co-operative joint venture company controlled by the Company, entered into the EPC Agreement with China Gold Construction, pursuant to which China Gold Construction will provide overall engineering, procurement and construction services at the CSH Mine in order to expand the ore processing capacity at CSH Mine. Inner Mongolia Pacific has also entered into the Construction Supervision Agreement with Changchun Institute on the same date whereby Changchun Institute will provide mining supervision and technical support to Inner Mongolia Pacific at the CSH Mine.

Similarly, on November 6, 2012, the Company entered into the Jiama Framework Agreement with China National Gold pursuant to which China National Gold will provide mining development and construction services to the Company at the Jiama Mine in order to implement the Phase II development plan for the Jiama Mine as indicated in the Prefeasibility Study.

Huatailong, an indirectly wholly-owned subsidiary of the Company, entered into the Section IV Expansion Agreement, the Northern District Development Agreement, the Niumatang Agreement I and the Niumatang Agreement II with CTMG on November 6, 2012 pursuant to which CTMG will provide mining engineering, construction, stripping and excavation services at the Jiama Mine. Huatailong has also entered into the Flotation Machines Purchase Agreement with Henan Zhongyuan on the same date whereby Henan Zhongyuan will supply and install 26 sets of flotation equipment for Huatailong at the Jiama Mine.

China National Gold is the largest gold production enterprise in the PRC. Its business covers survey design, resources development, production, sale and construction in relation to minerals such as gold, silver, copper and molybdenum. China Gold Construction possesses expertise in mining projects involving refractory minerals, high altitude and extreme cold weather. The CSH Mine is situated in a region with harsh environmental conditions and China Gold Construction possesses the experience and technological expertise to organize the manpower and resources required for completing mining projects in harsh environments and therefore productivity is assured.

LETTER FROM TC CAPITAL ASIA LIMITED

Changchun Institute is a national-level research institute in the gold mining industry in the PRC and has the qualifications and extensive experience in providing construction supervision services for gold mines.

The Jiama Mine is located in the Tibet Autonomous Region where the mining conditions are harsh. China National Gold is able to arrange an experienced workforce and suitable equipment to complete projects at high altitude and in extreme weather and it has the capability to provide equipment maintenance services required at the Jiama Mine.

The workforce of CTMG possesses extensive experience and the technological capabilities necessary to complete projects in harsh environments and at high altitude. Henan Zhongyuan specializes in the development and manufacturing of gold mining and refinery equipment. It is capable of designing and manufacturing complete sets of flotation equipment in accordance with the requirements of Huatailong.

The terms of the CSH Agreements and the Jiama Agreements have been agreed upon based on open market tendering process and arm's-length negotiations between the Company and each of China Gold Construction, Changchun Institute, CTMG and Henan Zhongyuan. In respect of the Jiama Framework Agreement, the Company will enter into the respective agreements if China National Gold successfully bids for it through the open market tendering process.

Having considered the principal businesses of each of the Group and China National Gold and the reasons for and benefits of the CSH Agreements and the Jiama Agreements as set out above, we are of the view that the entering into of the CSH Agreements and the Jiama Agreements falls within the ordinary and usual course of business of the Group and is in the interests of the Company and its Shareholders as a whole.

II. Principal terms of the CSH Agreements and the Jiama Agreements

We have reviewed the principal terms the CSH Agreements and the Jiama Agreements, details of which are listed out in the Letter from the Board.

Under the payment terms of the CSH Agreements and the Jiama Agreements, we noted that construction and installation work is paid monthly after work done has been verified by the Group. The final payments are always withheld until the expiry of a quality assurance period. We are of the opinion that this practice is in line with the construction industry, whereby payments are made in accordance with progress billings with a surety amount paid only after no defects can be confirmed after a certain period of time.

For non-construction related payment terms, the Group is also liable to pay only after the services have been rendered and a report submitted for billing claims. Certain terms of the Jiama Agreements also include clauses that deduct water and electricity consumed to protect the Group from suffering losses due to non-payment for water and electricity bills.

As such, we are of the opinion that the terms of the CSH Agreements and the Jiama Agreements are on normal commercial terms, are fair and reasonable, and in the interests of the Company and Shareholders as a whole.

III. Annual caps of the Jiama Framework Agreement

Under the Jiama Framework Agreement, the Company will engage China National Gold to implement the Phase II development plan of the Jiama Mine as indicated under the Prefeasibility Study. The mine development services will include hornfels stripping and related work, construction and engineering project supervision, overall mine development and construction including processing plant, tailings and other support services, mining research and design and auxiliary equipment.

The Company has determined that based on the amount of work required to be done at the Jiama Mine and the schedule of the development, they would require annual caps in the amount of RMB630 million,

LETTER FROM TC CAPITAL ASIA LIMITED

RMB960 million and RMB290 million for the 3 years ending December 31 2012, 2013 and 2014, respectively.

In determining the reasonableness of the annual caps under the Jiama Framework Agreement, we have obtained details of the proposed development of the Jiama Mine together with the cost of different scope of works allocated over the 3 years. Based on the sum of project costs for all scope of works for each year, the Company has added a buffer ranging from approximately 25% to 27%. The buffer, according to the Company, is to ensure there is sufficient amounts to accommodate for accelerated developments, delays, cost overruns, variation orders, inflationary pressure on raw material prices and labour costs.

As the basis of the annual caps was determined based on the scope of works presented in the Prefeasibility Study, with prices adjusted for the local supply costs of raw materials in accordance with the Company's understanding and experience, we are of the opinion that this basis is fair and reasonable. Furthermore, based on the Company's open tendering process of works within the Jiama Framework Agreement, these prices will be fair and reasonable and in the interests of the Company and its Shareholders as a whole.

In terms of the buffer, we have considered the inflation rate of China from 1994 until 2012, which has averaged around 4.26%. By deducting the inflation element from the buffer, one can assume that the Company would require a buffer of around 20% for accelerated developments, delays, cost overruns and variation orders. Under normal project developments, stage payments are typically allocated between 10% to 20 % per stage. Therefore should a stage be delayed or accelerated, the stage allocated for the current year maybe delayed to the next year or the stage allocated for the next year maybe accelerated to the current year. As a result, we are of the opinion that allocating a buffer of 20% for accelerated developments, delays, cost overruns and variation orders is fair and reasonable.

Base on our analysis above, we are of the opinion that the annual caps under the Jiama Framework Agreement for the 3 years ending December 31 2012, 2013 and 2014, when taken as a whole, are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

IV. Bidding and tendering of mining and exploration work

As disclosed in the Prospectus, it is the industry practice to outsource all of the mining and exploration work (such as drilling) and most of the Company's mine construction work to reputable contractors such as China Railway 19 Bureau Group Co., Ltd. and China Metallurgical Chenggong Construction Co., Ltd. The Company believes that these outsourcing arrangements, if managed properly, can lower operational costs and reduce capital expenditures for equipment and machinery.

The Company has also reaffirmed that they select contractors through a tendering process taking into accounting the contractors' skills and experience, as stated in the Prospectus. Contractors must possess the requisite qualifications for undertaking the work for which they are commissioned, while the Company retains control over project design, production planning, on-site work monitoring and quality inspection.

We have requested and obtained the latest guidelines on the bidding process for construction projects from the Company (the "Bidding Guidelines"). The Bidding Guidelines have been prepared in accordance with The Tendering and Bidding Law of the PRC (《中華人民共和國招標投標法》>>) (the "Bidding Law"), which serves to protect national and public interests as well as the legitimate rights and interests of the parties involved in tendering and bidding activities, to improve economic benefits and to ensure the quality of projects. The Company has confirmed to us that they will apply the Bidding Guidelines to the tenders of their construction projects valued at RMB2 million and above, and for extremely large construction projects, they would appoint a professional bidding company to manage the whole bidding process. The bidding process under the Bidding Guidelines is as follows:

- (i) The party offering the tender, after meeting the requisite requirements for construction tenders, will study and finalize the bidding method;

LETTER FROM TC CAPITAL ASIA LIMITED

- (ii) The party offering the tender will submit an application to the investment department of the Group, together with the bidding documents;
- (iii) Upon receiving the application, the investment department of the Group will scrutinize each submitted application together with the bidding documents and file the application;
- (iv) The party offering the tender will after publishing the notice of tender or sending out the invitation to tender, revise the bidding documents according to the response from the bidders;
- (v) After reviewing the pre-qualifications or post-qualifications, and inspection of the potential bidders, the party offering the tender will draft an inspection report;
- (vi) If a floor bid price is necessary, the party offering the tender will organize or commission a party to prepare such floor price;
- (vii) The party offering the tender will form the bid evaluation committee by selecting experts from a pool of qualified experts from the database of either the professional bidding company or the Company. These experts, who are nationally sanctioned senior engineers or of higher qualification, should be able to meet the requirements of the Bidding Law and possess at least 8 years professional experience. As the databases may contain experts including employees from China National Gold or its subsidiaries, the usage of these employees who are experts would be limited to 1 for a 5-member bid evaluation committee and 2 for a 7-member bid evaluation committee;
- (viii) A bid evaluation meeting will be conducted by the bid evaluation committee which is established in accordance with the law. For projects with a total value exceeding RMB5 million, the bids should be opened by the Group holding company or a party entrusted to do so. For other bids, the party offering the tender is authorized by the Group holding company to establish the committee. (If a project receives less than 3 tenders or when the bid evaluation committee rejects all the bids, the project will be required to be re-tendered);
- (ix) The bid evaluation committee will evaluate the bids in accordance with the Bidding Law and The Bidding Implementation Rules (《招投標實施細則》), and will prepare a bid evaluation report to determine the winning candidate. Under the bid evaluation report, bids are evaluated based on their pricing, construction design or plans, and quality and past performance of the bidder, with an evaluation weighting of 60%, 30% and 10%, respectively;
- (x) The bid evaluation committee will report to the party offering the tender the progress of the bid evaluation and will report the winning bid to the party offering the tender. Upon studying the winning candidate, the party offering the tender will confirm the winning bidder (or if authorized by the party offering the tender, the bid evaluation committee will appoint the winning bidder directly);
- (xi) The party offering the tender will notify the winning bidder in writing and will notify the unsuccessful bidders in writing; and
- (xii) The construction contract will be signed between the relevant construction department of the Company with the winning bidder. If the winning bidder does not enter into the construction contract at the agreed time and location without having a valid reason, the winning bidder will be automatically disqualified.

We have reviewed some of the bidding documents provided by the Company and noted that bidding, evaluation and approval procedures of the contracts under the CSH Agreements and the Jiama Agreements are conducted in a manner in accordance with the Bidding Guidelines.

In view of the bidding and tender process of the Group, which requires all bids and tenders to adhere to strict rules and procedures, which are then scrutinized by professionals and experts in the field, we are of the opinion that the bidding and tendering process provides a reasonable basis for evaluating the suitability of the bidders and tenderers and the price of the bids for the respective works or construction works. Therefore, resulting appointments and pricing are fair and reasonable, and in the interests of the Company and its Shareholders as a whole.

V. Other reasons and benefits of the CSH Agreements and the Jiama Agreements

LETTER FROM TC CAPITAL ASIA LIMITED

Expertise of China National Gold and its subsidiaries

The history of China National Gold dates back to 1979 when its predecessor, China Gold General Corporation was established. Over the years, China National Gold has remained the key player in the Chinese gold industry and has accumulated vast experience in geological prospecting, mine exploitation, mineral processing and smelting, product refining, marketing, scientific research, engineering design and construction. As disclosed in the Prospectus, the Company only uses reputable contractors including China National Gold which has a well established reputation. Other subsidiaries of China National Gold, such as Changchun Institute and China Gold Construction also have well established reputations in the industry.

Changchun Institute based in Jilin province, which started in 1958, has a large team of professors, senior engineers and engineers, who are highly qualified in the area of consulting, supervising, costing, appraisal, safety, construction, mining and mineral processing. China Gold Construction, on the other hand, specializes in design, development, equipment manufacturing, logistics, installation and construction at mines. This includes operating at mines where conditions are harsh such as high latitudes, high altitude and cold weather.

Opportunity to gain and learn from China National Gold and its subsidiaries

Aside from providing improvement to the mines of the Group, the employees of the Group can also learn from China National Gold and its subsidiaries. By working with the various teams from China National Gold and its subsidiaries, the employees of the Group have opportunities to be exposed to their expertise and experience, hence upgrading the Group's performance, efficiency and quality.

Familiarity with the operations of the Group

China National Gold and its subsidiaries, having cooperated with the Group on numerous occasions is familiar with the Group's requirements, needs and operational styles. As such, they are able to respond quickly and in a cost efficient manner to any demands or changes that the Group makes. Compared to a new working partner, who would require time and effort to familiarize itself with the operations of the Group, China National Gold is a more efficient partner for the Group to work with.

RECOMMENDATION

Having considered the principal factors and reasons above, in particular (i) the CSH Agreements and the Jiama Agreements were/will be entered into after a competitive bidding process whereby all bidders (including independent third parties) have been fairly considered; (ii) the terms of the CSH Agreements and the Jiama Agreements are drafted in accordance with standard commercial terms; (iii) the annual caps for the transactions contemplated under the Jiama Framework Agreement for the three years ending December 31, 2012, 2013 and 2014 were determined based on the Prefeasibility Study with a reasonable buffer; and (iv) the Group would benefit by working with China National Gold and its subsidiaries; we are of the view that the terms of the CSH Agreements and the Jiama Agreements are on normal commercial terms, are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend that the Independent Board Committee advise the Independent Shareholders to vote in favour of the CSH Agreements, the Jiama Agreements and the transactions contemplated thereunder and the annual caps under the Jiama Framework Agreement at the EGM.

Yours faithfully,
For and on behalf of
TC Capital Asia Limited
Edward Wu
Managing Director

GENERAL INFORMATION

THIS INFORMATION CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any aspect of this information circular, or as to the action to be taken, you should consult a licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of **CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**, you should at once hand this information circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

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

(HKEx Stock Code: 2099)

(TSX Symbol: CGG)

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Telephone: 604-609-0598 Fax: 604-688-0598

Principal Place of Business in Hong Kong:

8/F., Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong

Executive Directors	Non-executive Director	Independent non-executive Directors
Zhaoxue Sun Xin Song Zhanming Wu Xiangdong Jiang	Bing Liu	Ian He Yunfei Chen Gregory Hall John King Burns

INFORMATION CIRCULAR

This information circular is furnished in connection with the solicitation of proxies by the management of China Gold International Resources Corp. Ltd. (the "Company") (TSX: CGG) (HKEx: 2099) for use at the extraordinary general meeting (the "Meeting") of its shareholders to be held at 11:00 am Vancouver time on Thursday, December 20, 2012 (i.e. Friday, December 21, 2012 Hong Kong time) in the President's Room of the Terminal City Club located at 837 West Hastings Street, Vancouver, British Columbia, Canada V6C 1B6, and at any adjournments thereof, for the purposes set forth in the notice that accompanies this information circular. Unless otherwise stated, this information circular contains information as at November 20, 2012.

GENERAL INFORMATION

SOLICITATION OF PROXIES

The solicitation of proxies by management will be primarily by mail, but proxies may be solicited by Directors, officers and employees of the Company personally, by telephone, or by means of electronic communication. All costs of this solicitation will be borne by the Company.

APPOINTMENT OF PROXYHOLDERS

A shareholder entitled to vote at the Meeting may, by means of proxy, appoint a proxyholder or one or more alternate proxyholders, who need not be shareholders, to attend and act at the Meeting for the shareholder and on the shareholder's behalf.

The individuals named in the accompanying form of proxy are Directors or officers of the Company. **A shareholder may appoint, as proxyholder or alternate proxyholder, a person or persons other than any of the persons designated in the accompanying form of proxy, and may do so either by inserting the name or names of such persons in the blank space provided in the accompanying form of proxy or by completing another suitable form of proxy.**

An appointment of a proxyholder or alternate proxyholders will not be valid unless a form of proxy making the appointment, signed by the shareholder or by an attorney of the shareholder authorized in writing, is deposited with CIBC Mellon Trust Company, by facsimile to 416-368-2502 or 1-866-781-3111, by mail to P.O. Box 721, Agincourt, Ontario, Canada M1S 0A1 or by hand to 320 Bay Street, Banking Hall Level, Toronto, Ontario, Canada M5H 4A6 and received by CIBC Mellon Trust Company not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or any adjournment thereof at which the proxy is to be used.

REVOCAION OF PROXIES

A shareholder who has given a proxy may revoke it:

- (a) by depositing an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing:
 - (i) with CIBC Mellon Trust Company, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or any adjournment thereof, at which the proxy is to be used;
 - (ii) at the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; or
 - (iii) with the chairman of the Meeting on the day of the Meeting or any adjournment thereof; or
- (b) in any other manner provided by law.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

VOTING OF PROXIES AND EXERCISE OF DISCRETION

The nominees named in the accompanying form of proxy will vote or withhold from voting the shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. If the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. The form of proxy will confer discretionary authority on the nominees named therein with respect to:

GENERAL INFORMATION

- (a) each matter or group of matters identified therein for which a choice is not specified;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the form of proxy, the nominees named in the accompanying form of proxy will vote shares represented by the proxy in favour of such matter.

As of the date of this information circular, the management of the Company is not aware of any amendment, variation or other matter that may come before the Meeting, but if any amendment, variation or other matter properly comes before the Meeting, each nominee named in the accompanying form of proxy intends to vote on such business in accordance with their best judgment.

VOTING BY NON-REGISTERED SHAREHOLDERS

Only registered shareholders of the Company or the persons they appoint as their proxies are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders (“Non-Registered Shareholders”) because the shares they own are not registered in their own names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an “Intermediary”) that the Non-Registered Shareholder deals with in respect of the shares of the Company (Intermediaries include, among others, banks, trust companies, securities dealers, securities brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs, TFSAs and similar plans); or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or HKSCC Nominees Limited) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Company will have distributed copies of the notice, information circular, and form of proxy (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either be given:

- (a) a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “voting instruction form”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar code and other information, wherever applicable. In order for the form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company; or
- (b) a form of proxy which has already been signed by the Intermediary (typically by a facsimile with a stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the form of proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of

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proxy and deposit it with the Company c/o CIBC Mellon Trust Company, 320 Bay Street, Banking Hall Level, Toronto, Ontario, Canada M5H 4A6.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the common shares of the Company they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the form of proxy and insert the Non-Registered Shareholder or such other person's name in the blank space provided. In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.

A Non-Registered Shareholder may revoke a proxy or voting instruction form given to an Intermediary by contacting the Intermediary through which the Non-Registered Shareholder's common shares of the Company are held and following the instructions of the Intermediary respecting the revocation of proxies. In order to ensure that an Intermediary acts upon a revocation of a proxy or voting instruction form, the written notice should be received by the Intermediary well in advance of the Meeting.

VOTES NECESSARY TO PASS RESOLUTIONS

Pursuant to the Articles of the Company, a quorum for the transaction of business at any meeting of shareholders is at least two persons who are, or who represent by proxy, shareholders who, in the aggregate hold at least 5% of the issued shares entitled to be voted at the meeting.

Under the *Business Corporations Act* (British Columbia), the Company's governing corporate law statute, a simple majority of the votes cast at the Meeting is required to pass all ordinary resolutions.

At the Meeting, the Independent Shareholders of the Company consisting of the Shareholders of the Company other than China National Gold and any of its associates, will be asked to consider and, if thought fit, pass ordinary resolutions to, among other things, approve the CSH Agreements, the Jiama Agreements, the transactions contemplated thereunder and the annual monetary caps for transactions contemplated under the Jiama Framework Agreement for the three years ending December 31, 2012, 2013 and 2014. Voting on such ordinary resolutions at the Meeting will be conducted by way of a poll in accordance with the requirements of the Hong Kong Listing Rules.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company has an authorized share capital consisting of an unlimited number of common shares without par value. As of November 20, 2012, the Company had outstanding 396,318,753 fully paid and non-assessable common shares without par value, each carrying the right to one vote.

A holder of record of one or more common shares on the securities register of the Company at the close of business on November 20, 2012 who either attends the Meeting personally or deposits a proxy in the manner and subject to the provisions described above will be entitled to vote or to have such common shares voted at the Meeting.

To the knowledge of the Company's Directors and senior officers, China National Gold, through its wholly owned subsidiary, China National Gold Group Hong Kong Limited, owns 155,794,830 common shares, representing approximately 39.3% of the outstanding voting shares of the Company. To the knowledge of the Company's Directors and senior officers, no other person or company beneficially owns, or controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights of the Company.

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DISCLOSURE OF INTERESTS

Other than as disclosed below, as at the Latest Practicable Date, none of the Directors or chief executive of the Company has any interest or short position in the shares, convertible securities, warrants, options or derivatives, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Hong Kong Stock Exchange:

<u>Shares</u>					
Name	Position	Company	Number of Shares held	Nature of interest	Approximate percentage of interest in the Company
Ian He	Director	China Gold International Resources Corp. Ltd.	120,000	Personal	0.0303%
Xiangdong Jiang	Director and Vice President of Production	China Gold International Resources Corp. Ltd.	13,500	Personal	0.0034%
<u>Stock Options</u>					
Name	Position	Company	Number of Stock Options to Purchase Shares		
Ian He	Director	China Gold International Resources Corp. Ltd.	140,000		
Yunfei Chen	Director	China Gold International Resources Corp. Ltd.	100,000		
Gregory Hall	Director	China Gold International Resources Corp. Ltd.	100,000		
John King Burns	Director	China Gold International Resources Corp. Ltd.	100,000		
Xiangdong Jiang	Director and Vice President of Production	China Gold International Resources Corp. Ltd.	80,000		

Other than as disclosed below, the Directors and chief executive of the Company are not aware of any other person who, as at the Latest Practicable Date, had an interest or short position in the shares, convertible securities, warrants, options or derivatives of the Company, the underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who will be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

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Name	Nature of interest	Number of Shares held	Approximate percentage of outstanding Shares
China National Gold Group Corporation ⁽¹⁾	Indirect	155,794,830	39.3%

Note:

1. China National Gold Group Corporation holds its shares of the Company indirectly through its wholly owned subsidiary China National Gold Group Hong Kong Limited.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Zhaoxue Sun, Xin Song, Bing Liu and Zhanming Wu are considered to have a conflict of interest in the transactions under the CSH Agreements and the Jiama Agreements due to their senior management positions in China National Gold. Other than as disclosed herein, no other person who has been a director or officer of the Company at any time since the commencement of the Company's last financial year, or any affiliate or associate "as that term is defined in the *Securities Act* (British Columbia)" of any of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed elsewhere in this information circular, no informed person of the Company and no affiliate or associate "as that term is defined in the *Securities Act* (British Columbia)" of any of these persons has any material interest, direct or indirect, in any transaction since the commencement of the Company's last financial year or in any proposed transaction which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

An "informed person" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by an underwriter as such in the course of a distribution; and
- (d) the Company if it has acquired any of its securities, for so long as it holds any of its securities.

COMPETING INTERESTS

The Directors hold the following directorships and management roles in other gold or other mineral mining companies that may compete with the Company's business:

Mr. Zhaoxue Sun serves as President of China National Gold since October 2006 and serves as a director and Chairman of China National Gold Group Hong Kong Limited, since February 2008. Mr. Sun serves as a director and Chairman of Zhongjin Gold Corporation, a public company listed on the Shanghai Stock Exchange, since March 2007.

Mr. Xin Song serves as Vice President of China National Gold since 2003, where he is responsible for resources development and international operations. Mr. Song serves as a director of Zhongjin Gold

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Corporation, a public company listed on the Shanghai Stock Exchange, since March 2007, for which he served as Chairman of the Board from September 2003 to March 2007. Mr. Song serves as a director of China National Gold Group Hong Kong Limited, since March 2008 and serves as a director of China Gold Hong Kong Holding Corp. Limited, since August 2011. He serves as a director of Mundoro Mining Inc., a private British Columbia based junior natural resource company, since October 2011.

Mr. Bing Liu serves as Vice President and Chief Accountant of China National Gold since November 1999 and serves as a director of China National Gold Group Hong Kong Limited, since March 2008 and serves as a director of China Gold Hong Kong Holding Corp. Limited, since August 2011. Mr. Liu serves as a director of Zhongjin Gold Corporation, a public company listed on the Shanghai Stock Exchange, since March 2007. Mr. Liu serves as a director of Mundoro Mining Inc., a private British Columbia based junior natural resource company, since October 2011.

Mr. Zhanming Wu serves as head of the Overseas Operation Department of China National Gold since September 2007. Mr. Wu serves as President of China National Gold Group Hong Kong Limited, since March 2008 and as a director of China Gold Hong Kong Holding Corp. Limited, since August 2011. Mr. Wu serves as a director of Mundoro Mining Inc., a private British Columbia based junior natural resource company, since October 2011.

Mr. Ian He serves as President and a director of Tri-River Ventures Inc., a public company listed on the TSX Venture Exchange since October 2006, as a director of Julian Resources Inc., a public company listed on the TSX Venture Exchange, since October 2006, as a director of Zhongrun Resources Investment Corporation (formerly, Shandong Zhongrun Investment Holding Group Co. Ltd.), a public company listed on the Shenzhen Stock Exchange, since December 2010 and as Chairman of Huaxing Machinery Corp., a public company listed on the TSX Venture Exchange, since January 2011.

Mr. Yunfei Chen serves as a director of Sino Mining Investment Limited, a private company.

Mr. Gregory Hall serves as a director of Colossus Minerals Inc., a public company listed on the Toronto Stock Exchange, since March 2008, as a director of Laurentian Goldfields Ltd., a public company listed on the TSX Venture Exchange since May 2008 and as a director of Montero Mining and Exploration Limited, a public company listed on the TSX Venture Exchange, since January 2010. Mr. Hall serves as a director of four private companies including Oryx Mining and Exploration Limited, Golden Phoenix Resources Ltd., Golden Phoenix International Pty. Ltd. and Zeus Uranium Limited. From 2000 to 2006 Mr. Hall served as Chief Geologist of the Placer Dome Group.

Mr. John King Burns is currently the managing director of NuCoal Energy Corp. a private Saskatoon based energy company. Mr. Burns serves as Chairman of Simba Energy Inc., a public company listed on the TSX Venture Exchange, since September 2009, as a director of Corazon Gold Corp., a public company listed on the TSX Venture Exchange, since January 2011 and as Chairman of Dolly Varden Silver Corporation, a public company listed on the TSX Venture Exchange, since March 2011. Mr. Burns serves as senior advisor for Potomac Energy and Strategic Resources Fund, since September 2010. Mr. Burns serves as a director of Hunter Energy LLC, a private oil and gas exploration company in Centennial, Colorado, since February 2001.

As at the Latest Practicable Date, other than the directorships and management roles of the Directors in other gold and other mineral mining companies as stated above, none of the Directors or their associates was considered by the Company to have interests in businesses which compete with, or might compete with, either directly or indirectly, the businesses of the Group, other than those businesses where such Directors had been appointed to represent the interests of the Company and/or other members of the Group.

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DIRECTORS' INTEREST IN THE GROUP'S ASSETS

As at the Latest Practicable Date, none of the Directors had any interests, either directly or indirectly, in any assets which had been, since December 31, 2011 (being the date to which the latest published audited financial statements of the Company were made up), acquired or disposed of or leased to any member of the Group, or were proposed to be acquired or disposed of or leased to any member of the Group.

OTHER ARRANGEMENTS INVOLVING DIRECTORS

As at the Latest Practicable Date (and other than as previously disclosed), there was no contract or arrangement subsisting at the date of this information circular in which any of the Directors was materially interested and which was significant in relation to the business of the Group.

MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since December 31, 2011 (being the date to which the latest published audited financial statements of the Group were made up).

LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and, so far as the Directors were aware, no litigation or claim of material importance was pending or threatened by or against any member of the Group.

SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into or proposed to enter into any service contract with the Company or any of its subsidiaries (excluding contracts expiring or determinable by the employer within one year without payment of compensation, other than statutory compensation).

MANAGEMENT CONTRACTS

The management functions of the Company and its subsidiaries are not performed by a person or persons other than the Directors or executive officers of the Company.

EXPERT

The following is the qualification of the expert who has given its opinion or advice which is contained in this information circular:

<u>Name</u>	<u>Qualification</u>
TC Capital Asia Limited	Independent financial adviser and a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulatory activities under the SFO.

As at the Latest Practicable Date, TC Capital Asia Limited had no shareholding in any member of the Group and did not have any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, TC Capital Asia Limited had no direct or indirect interest in any assets which had been, since December 31, 2011 (the date to which the latest published audited financial

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statements of the Company were made up), acquired, disposed of by, or leased to any member of the Group, or were proposed to be acquired, disposed of by, or leased to any member of the Group.

TC Capital Asia Limited has given and has not withdrawn its written consent to the issue of this information circular with the inclusion of its letter and the reference to its name included herein in the form and context in which it appears.

MATTERS TO BE ACTED UPON

On November 6, 2012, Inner Mongolia Pacific entered into the CSH Agreements with China Gold Construction for the purpose of expanding the ore processing capacity at the CSH Mine.

On November 6, 2012, the Company and Huatailong entered into the Jiama Agreements with China National Gold, CTMG and Henan Zhongyuan, as the case may be, in order to implement the Phase II development plan for the Jiama Mine as set out in the Prefeasibility Study.

The transactions under the CSH Agreements and the Jiama Agreements constitute connected transactions (and in the case of the Jiama Framework Agreement, a non-exempt continuing connected transaction) of the Company which, based on the applicable percentage ratios, are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

China National Gold indirectly holds 39.3% of the outstanding voting shares of the Company and Zhaoxue Sun, Xin Song, Bing Liu and Zhanming Wu are considered to have a conflict of interest in the transactions under the CSH Agreements and the Jiama Agreements due to their senior management positions in China National Gold.

A letter from the Independent Board Committee established to advise the Independent Shareholders on the transactions under the CSH Agreements and the Jiama Agreements is set out on page 17 of this information circular. The Independent Board Committee, having taken into account the advice of TC Capital Asia Limited, considers that (i) the transactions under the CSH Agreements and Jiama Agreements will be entered into in the ordinary course of business of the Group; (ii) the terms of the CSH Agreements and the Jiama Agreements are normal commercial terms and are fair and reasonable and in the interests of the Company and its Shareholders as a whole; and (iii) the annual monetary caps for the transactions contemplated under the Jiama Framework Agreement for the three years ending December 31, 2012, 2013 and 2014 are fair and reasonable and in the interests of the Company and its Shareholders as a whole. Accordingly, the Independent Board Committee recommends that the Independent Shareholders vote in favour of the resolutions to be proposed at the Meeting.

At the Meeting, the Independent Shareholders of the Company will be asked to consider and, if thought fit, pass the following:

RESOLVED, as an ordinary resolution that:

1. the CSH Agreements and the transactions contemplated thereunder as more particularly described in this information circular are hereby approved;
2. the Jiama Agreements and the transactions contemplated thereunder as more particularly described in this information circular are hereby approved;
3. the annual monetary caps contemplated under the Jiama Framework Agreement for the three years ending December 31, 2012, 2013 and 2014 as more particularly described in this information circular are hereby approved; and

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4. any one Director of the Company is hereby authorized to do such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the CSH Agreements and the Jiama Agreements.

OTHER BUSINESS

Management of the Company is not aware of any matter to come before the Meeting other than the matters referred to in the notice of Meeting.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours up to and including December 20, 2012 at the office of Morrison & Foerster at 33/F, Edinburgh Tower, The Landmark, 15 Queen's Road Central, Hong Kong and at the office of China Gold International Resources Corp. Ltd., One Bentall Centre, Suite 1030, 505 Burrard Street, Box 31, Vancouver, British Columbia, Canada V7X 1M5:

1. the articles of the Company;
2. the letter from the Independent Board Committee, the text of which is set out on page 17 of this information circular;
3. the letter from TC Capital Asia Limited, the text of which is set out on pages 18 to 23 of this information circular;
4. the written consent of TC Capital Asia Limited;
5. the CSH Agreements;
6. the Jiama Agreements; and
7. the announcement of the Company dated November 6, 2012 in respect of the connected transactions and continuing connected transaction under the CSH Agreements and the Jiama Agreements.

ADDITIONAL INFORMATION

Additional information about the Company is located on SEDAR at www.sedar.com. Shareholders may contact the Company to request copies of the Company's financial statements and management's discussion and analysis or any of the documents listed above by writing to the Company's Executive Vice President and Corporate Secretary, Mr. Jerry Xie at China Gold International Resources Corp. Ltd., One Bentall Centre, Suite 1030, 505 Burrard Street, Box 31, Vancouver, British Columbia, Canada V7X 1M5. Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for its most recently completed financial year and its most recently completed quarterly periods which are filed on SEDAR.

TRANSFER AGENT AND REGISTRAR

The Company's principal transfer agent and share registrar is CIBC Mellon Trust Company of Suite 1600, 1066 West Hastings Street, Vancouver, British Columbia, Canada V6E 3X1 and the Company's transfer agent and share registrar in Hong Kong is Computershare Hong Kong Investor Services Limited, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

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AUDITORS

The auditor of the Company is Deloitte Touche Tohmatsu of Hong Kong. Deloitte Touche Tohmatsu were first appointed as auditors of the Company on April 1, 2010.

DIRECTORS' APPROVAL

The contents of this information circular and its distribution to shareholders have been approved by the board of Directors of the Company.

RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

DATED at Vancouver, British Columbia, this 20th day of November, 2012.

**BY ORDER OF THE BOARD OF DIRECTORS
OF CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**

“Jerry Xie”

Jerry Xie
Executive Vice President and Corporate Secretary