

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)
One Bentall Centre
Suite 1030, 505 Burrard Street, Box 31
Vancouver, British Columbia, Canada V7X 1M5
Telephone: 604-609-0598 Fax: 604-688-0598

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 Friday, March 16, 2012 (i.e. Saturday, March 17, 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 February 14, 2012 accompanying this notice.

1. to consider and, if thought fit, approve as an ordinary resolution of the independent shareholders of the Company the 2012 Contract for Purchase and Sale of Dore, the transactions contemplated thereunder and the annual monetary caps contemplated thereunder for the three years ending December 31, 2012, 2013 and 2014 as more particularly described in the information circular accompanying this notice, and authorizing 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 2012 Contract for Purchase and Sale of Dore; and
2. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The board of directors has fixed February 14, 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 14th day of February, 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.