

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

Annual General Meeting of Shareholders

June 18, 2012

Report of Voting Results

(Section 11.3 of National Instrument 51-102)

In respect of the Annual General Meeting of shareholders of China Gold International Resources Corp. Ltd. (the "Company") held on June 18, 2012 (the "Meeting"), the following sets forth a brief description of each matter which was voted upon at the Meeting and the outcome of the vote:

Number of Directors – The shareholders voted to set the number of directors of the Company at nine (9). The resolution was passed by a majority of the votes cast by ballot.

Details of the vote are as follows:

Total votes in favor: 188,037,901 (99.89%)
Total votes against: 201,336 (0.11%)
Total: 188,239,237

Election of Directors – The shareholders voted to elect as director the nine nominees set forth below, to hold office for the ensuing year or until their successors are elected or appointed. The resolution was passed by a majority of the votes cast by ballot.

Details of the vote are as follows:

Zhaoxue Sun:
Total votes in favor: 145,895,738 (94.20%)
Total votes withheld: 8,984,009 (5.80%)
Total: 154,879,747

Xin Song:
Total votes in favor: 145,897,588 (94.20%)
Total votes withheld: 8,982,159 (5.80%)
Total: 154,879,747

Bing Liu:
Total votes in favor: 133,256,729 (86.04%)
Total votes withheld: 21,623,018 (13.96%)
Total: 154,879,747

Zhanming Wu:
Total votes in favor: 145,894,207 (94.20%)
Total votes withheld: 8,985,540 (5.80%)
Total: 154,879,747

Ian He:
Total votes in favor: 140,131,662 (90.48%)
Total votes withheld: 14,748,085 (9.52%)
Total: 154,879,747

Yunfei Chen:
Total votes in favor: 154,855,782 (99.98%)
Total votes withheld: 23,965 (0.02%)
Total: 154,879,747

Gregory Hall:
Total votes in favor: 145,949,048 (94.23%)
Total votes withheld: 8,930,699 (5.77%)
Total: 154,879,747

John King Burns:
Total votes in favor: 154,844,947 (99.98%)
Total votes withheld: 34,800 (0.02%)
Total: 154,879,747

Xiangdong Jiang:
Total votes in favor: 133,253,429 (86.04%)
Total votes withheld: 21,626,318 (13.96%)
Total: 154,879,747

Appointment of Auditors – The shareholders voted to appoint Deloitte Touche Tohmatsu as auditors for the Company to hold office until the close of the next annual general meeting of shareholders or until their successors are appointed, at a remuneration to be fixed by the board of directors. The resolution was passed by a majority of the votes cast by ballot.

Details of the vote are as follows:

Total votes in favor:	181,980,400 (99.89%)
<u>Total votes withheld:</u>	<u>199,654 (0.11%)</u>
Total:	182,180,054

Hong Kong Stock Exchange Share Issue Mandate – The shareholders voted on an ordinary resolution to approve a proposal to grant to the board of directors a general mandate to allot, issue and otherwise deal with unissued shares not exceeding 20% of the issued share capital of the Company, as detailed in the Company's information circular dated April 30, 2012. The resolution was passed by a majority of the votes cast by ballot.

Details of the vote are as follows:

Total votes in favor:	187,860,837 (99.89%)
<u>Total votes against:</u>	<u>213,001 (0.11%)</u>
Total:	188,073,838

Hong Kong Stock Exchange Share Repurchase Mandate – The shareholders voted on an ordinary resolution to approve a proposal to grant to the board of directors a general mandate to repurchase shares not exceeding 10% of the issued share capital of the Company, as detailed in the Company's information circular dated April 30, 2012. The resolution was passed by a majority of the votes cast by ballot.

Details of the vote are as follows:

Total votes in favor:	157,806,012 (86.62%)
<u>Total votes against:</u>	<u>24,374,042 (13.38%)</u>
Total:	182,180,054

Hong Kong Stock Exchange Extension of Share Issue Mandate – The shareholders voted on an ordinary resolution to approve a proposal to extend the share issue mandate by the addition of any shares repurchased by the Company, as detailed in the Company's information circular dated April 30, 2012. The resolution was passed by a majority of the votes cast by ballot.

Details of the vote are as follows:

Total votes in favor:	181,905,136 (99.85%)
<u>Total votes against:</u>	<u>274,918 (0.15%)</u>
Total:	182,180,054

Dated at Vancouver, British Columbia this 19th day of June, 2012.

**CHINA GOLD INTERNATIONAL
RESOURCES CORP. LTD.**

By: “Jerry Xie”
Jerry Xie
Executive Vice President and Corporate Secretary