

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

POLL RESULTS OF THE ANNUAL AND SPECIAL MEETING HELD ON 18 JUNE 2014, VANCOUVER TIME

Reference is made to the information circular (the “**Circular**”) and the notice (the “**Notice**”) of annual and general meeting (the “**Meeting**”) of shareholders of China Gold International Resources Corp. Ltd. (the “**Company**”) both dated 14 May 2014. Unless otherwise indicated, capitalized terms used herein have the same meanings as defined in the Circular.

The Board is pleased to announce that at the Meeting held at 8:00 am on 18 June 2014, Vancouver time the following resolutions (the “**Resolutions**”) set out in the Notice were duly passed by way of poll. Details of the poll results of the Resolutions are as follows:

No.	Ordinary Resolutions		Number of votes and approximate percentage of total votes cast		
			For	Against	Total
1	To set the number of directors of the Company at nine (9);		For	Against	Total
			207,565,186 99.26%	1,542,273 0.74%	209,107,459 100%
2.	To elect as directors:		For	Against	Total
	(i)	Xin SONG;	191,565,657 93.02%	14,379,322 6.98%	205,944,979 100%
	(ii)	Bing LIU;	192,043,260 93.25%	13,901,719 6.75%	205,944,979 100%
	(iii)	Lianzhong SUN;	191,562,057 93.02%	14,382,922 6.98%	205,944,979 100%
	(iv)	Zhanming WU;	191,599,226 93.03%	14,345,753 6.97%	205,944,979 100%
	(v)	Ying Bing Ian HE;	170,794,858 82.93%	35,150,121 17.07%	205,944,979 100%
	(vi)	Yunfei CHEN;	176,550,527 85.73%	29,394,452 14.27%	205,944,979 100%
	(vii)	Gregory Clifton HALL;	165,075,489	40,869,490	205,944,979

			80.16%	19.84%	100%
	(viii)	John King BURNS; and	176,544,477 85.72%	29,400,502 14.28%	205,944,979 100%
	(ix)	Xiangdong JIANG;	191,595,926 93.03%	14,349,053 6.97%	205,944,979 100%
3.	To appoint Deloitte Touche Tohmatsu as the auditors of the Company and authorize the board of directors to fix their remuneration;		For	Against	Total
			209,084,861 99.99%	22,600 0.01%	209,107,461 100%
4.	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;		For	Against	Total
			161,731,276 78.53%	44,213,703 21.47%	205,944,979 100%
5.	To grant to the board of directors a general mandate to repurchase shares not exceeding 10% of the issued share capital of the Company;		For	Against	Total
			205,905,629 99.98%	39,350 0.02%	205,944,979 100%
6.	To extend the share allotment mandate by the addition thereto of the shares repurchased by the Company;		For	Against	Total
			162,192,972 78.76%	43,752,007 21.24%	205,944,979 100%
7.	To approve the 2015 Contract For Purchase and Sale of Dore and the transactions contemplated thereunder;		For	Against	Total
			51,555,749 99.92%	40,500 0.08%	51,596,249 100%
8.	To approve the proposed annual caps for the three years ending December 31, 2015, 2016 and 2017 contemplated under the 2015 Contract For Purchase and Sale of Dore;		For	Against	Total
			51,555,999 99.92%	40,250 0.08%	51,596,249 100%
9.	To approve the 2015 Contract for Purchase and Sale of Copper Concentrate and the transactions contemplated thereunder;		For	Against	Total
			51,558,649 99.93%	37,600 0.07%	51,596,249 100%
10.	To approve the proposed annual monetary caps contemplated under the 2015 Contract for Purchase and Sale of Copper Concentrate for the year ending December 31, 2015;		For	Against	Total
			51,561,799 99.93%	34,450 0.07%	51,596,249 100%
11.	To approve the Jima Phase II Hornfels Strip Mining Agreement and the transactions contemplated thereunder;		For	Against	Total
			51,555,549 99.92%	40,700 8%	51,596,249 100%

12.	To approve the proposed annual monetary caps contemplated under the Contract for Jiama Phase II Hornfels Strip Mining Agreement for the period from July 1, 2014 through December 31, 2016; and	For	Against	Total
		51,555,149 99.92%	41,100 0.08%	51,596,249 100%
13.	To authorize any one director of the Company to do such further acts and things and to execute or cause to be executed, and to deliver or cause to be delivered, such other documents and instruments, and to take all such steps which in the opinion of such director of the Company do or cause to be done all such other acts and things, necessary or desirable to implement and/or carry out and/or give effect to the terms of the foregoing Resolutions numbered 7 to 13.	For	Against	Total
		51,519,833 99.85%	76,416 0.15%	51,596,249 100%

As at 2 May 2013 Vancouver time, which is the record date for determination of the Shareholders who are entitled to attend and vote at the Meeting, there were a total of 396,413,753 Shares, which represented the total number of Shares entitling the holders of which to attend and vote for or against the Resolutions. There were no Shares entitling the Shareholders to attend and abstain from voting in favour pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). There were no Shareholders that are required under the Listing Rules to abstain from voting except as disclosed in the Circular, China National Gold and its associates, being connected persons of the Company who are collectively interested in approximately 39.3% of the Company’s total number of issued shares, have abstained from voting at the Meeting in respect of the Resolutions numbered 7 to 13 above.

As more than 50% of votes (including proxies) were casted in favour of each of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

The Company’s principal share registrar, CST Trust Company, was appointed as the scrutineer at the Meeting for the purpose of vote-taking.

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

Hong Kong, 20 June 2014

As of the date of this announcement, the executive Directors of the Company are Mr. Song, Xin, Mr. Liu, Bing Mr. Wu, Zhanming and Mr. Jiang, Xiangdong, the nonexecutive Director of the Company is Mr. Lianzhong Sun and the independent non-executive Directors of the

Company are Mr. He, Ying Bin Ian, Mr. Chen, Yunfei, Mr. Hall, Gregory Clifton and Mr. Burns, John King.