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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)

### POLL RESULTS OF THE ANNUAL AND SPECIAL MEETING HELD ON 30 JUNE 2015, 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 29 May 2015. 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 9:00 am on 30 June 2015, 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               |
|     |  |                       | 231,011,734<br>99.98%  | 55,223<br>0.02%     | 231,066,957<br>100% |
| 2.  | To elect as directors:                                     |                       | For  | Against             | Total               |
|     | (i)  | Xin SONG;             | 207,780,172<br>95.77%  | 9,169,920<br>4.23%  | 216,950,092<br>100% |
|     | (ii)   | Bing LIU;             | 209,673,830<br>96.55%  | 7,276,262<br>3.35%  | 216,950,092<br>100% |
|     | (iii)  | Lianzhong SUN;        | 207,771,061<br>95.77%  | 9,179,031<br>4.23%  | 216,950,092<br>100% |
|     | (iv)   | Liangyou JIANG;       | 209,766,454<br>96.69%  | 7,183,638<br>3.31%  | 216,950,092<br>100% |
|     | (v)  | Ying Bing Ian HE;     | 195,720,749<br>90.21%  | 21,229,343<br>9.79% | 216,950,092<br>100% |
|     | (vi)   | Yunfei CHEN;          | 215,994,560<br>99.56%  | 955,532<br>0.44%    | 216,950,092<br>100% |
|     | (vii)  | Gregory Clifton HALL; | 206,635,998<br>95.25%  | 10,314,094<br>4.75% | 216,950,092<br>100% |

|     |  |                       |                       |                      |                     |
|-----|--|-----------------------|-----------------------|----------------------|---------------------|
|     | (viii)   | John King BURNS; and  | 215,995,460<br>99.56% | 954,632<br>0.44%     | 216,950,092<br>100% |
|     | (ix)   | Xiangdong JIANG;      | 193,961,719<br>89.40% | 22,988,373<br>10.60% | 216,950,092<br>100% |
| 3.  | To appoint Deloitte Touche Tohmatsu as the auditors of the Company and authorize the board of directors to fix their remuneration;   | <b>For</b>            |                       | <b>Against</b>       | <b>Total</b>        |
|     |  | 231,026,451<br>99.99% |                       | 15,323<br>0.01%      | 231,041,774<br>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; | <b>For</b>            |                       | <b>Against</b>       | <b>Total</b>        |
|     |  | 191,496,959<br>88.28% |                       | 25,427,949<br>11.72% | 216,924,908<br>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;                                    | <b>For</b>            |                       | <b>Against</b>       | <b>Total</b>        |
|     |  | 216,889,571<br>99.98% |                       | 35,337<br>0.02%      | 216,924,908<br>100% |
| 6.  | To extend the share allotment mandate by the addition thereto of the shares repurchased by the Company;  | <b>For</b>            |                       | <b>Against</b>       | <b>Total</b>        |
|     |  | 191,517,637<br>88.29% |                       | 25,407,271<br>11.71% | 216,924,908<br>100% |
| 7.  | To approve the revision to the Product and Service Framework Agreement and the transactions contemplated thereunder;   | <b>For</b>            |                       | <b>Against</b>       | <b>Total</b>        |
|     |  | 62,530,825<br>99.93%  |                       | 45,353<br>0.07%      | 62,576,178<br>100%  |
| 8.  | To approve the revised proposed annual cap for the year ending December 31, 2015, contemplated under the Product and Service Framework Agreement;                          | <b>For</b>            |                       | <b>Against</b>       | <b>Total</b>        |
|     |  | 62,537,626<br>99.94%  |                       | 38,552<br>0.06%      | 62,576,178<br>100%  |
| 9.  | To approve the proposed annual caps for the two years ending December 31, 2016 and 2017 contemplated under the Product and Service Framework Agreement;                    | <b>For</b>            |                       | <b>Against</b>       | <b>Total</b>        |
|     |  | 62,552,937<br>99.96%  |                       | 23,241<br>0.04%      | 62,576,178<br>100%  |
| 10. | To approve the Financial Services Agreement and the transactions contemplated thereunder;  | <b>For</b>            |                       | <b>Against</b>       | <b>Total</b>        |
|     |  | 37,168,009<br>59.40%  |                       | 25,408,169<br>40.60% | 62,576,178<br>100%  |
| 11. | To approve the proposed daily monetary caps contemplated under the Financial Services Agreement for the three years ending December 31, 2015, 2016 and 2017;               | <b>For</b>            |                       | <b>Against</b>       | <b>Total</b>        |
|     |  | 37,173,075<br>59.40%  |                       | 25,403,103<br>40.60% | 62,576,178<br>100%  |

| 12. | 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 11. | <b>For</b>           | <b>Against</b>       | <b>Total</b>       |
|-----|---|----------------------|----------------------|--------------------|
|     |   | 44,094,721<br>70.47% | 18,480,257<br>29.53% | 62,574,978<br>100% |

As at 1 May 2015 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 11 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, 1 July 2015

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