

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)

CHANGE OF USE OF PROCEEDS

Reference is made to the Prospectus of the Company. The directors of the Company wish to announce that the Company intends to change the use of proceeds from the Global Offering post the announcement of the Company dated 1 April 2012 regarding its resource expansion to support the anticipated production expansion of the Jiama mine now under study.

Reference is made to the prospectus of China Gold International Resources Corp. Ltd. (the “**Company**”) dated 17 November 2010 (the “**Prospectus**”) in relation to its global offering of 53,660,000 shares and listing on The Stock Exchange of Hong Kong Limited (the “**Global Offering**”).

As stated in the section headed “Future Plans and Use of Proceeds” of the Prospectus, the Company intended to use approximately 30% of the net proceeds from its Global Offering for potential acquisition of gold and non-ferrous mineral resources outside of China by focusing on mines at operating stages and advanced mining or exploration projects with high growth prospect (the “**30% Net Proceeds**”). As at the date of this announcement, the aforesaid 30% Net Proceeds (approximately HK\$631.6 million or US\$81.4 million) have not been used, except for HK\$155,199,000 (equivalent to US\$20,016,896) which has been used for the acquisition of a total of 70,545,000 shares of China Nonferrous Mining Corporation Limited (“**CNMC**”) (stock code: 1258), a copper producer based in Zambia focusing on mining, ore processing, leaching, smelting and sale of copper, in its initial global offering and listing on The Stock Exchange of Hong Kong Limited. Please refer to the Company’s announcement dated 28 June 2012 for details of the Company’s acquisition of CNMC shares.

The production expansion of the Jiama mine now under study is integral to the strategic development of the Company. In line with this development strategy, the Company wishes to enable the further production expansion now under study at the Jiama mine. Accordingly, the Company intends to use US\$50 million (equivalent to HK\$388 million) of the 30% Net Proceeds from its original intended use to increase the capitalization of the Company's subsidiary that owns the Jiama mine in anticipation of the expansion of production facilities at the Jiama mine.

The directors of the Company consider that the abovementioned change of use of proceeds from the Global Offering is in line with the Company's development strategy, advantageous to the Company in expanding its operations and in the interest of the Company and its shareholders as a whole.

By Order of the Board
China Gold International Resources Corp. Ltd.
Sun Zhaoxue
Chairman

Hong Kong, 9 July 2012

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

For the purpose of this announcement, translations of United States dollars into Hong Kong dollars are made for illustration purposes only at the exchange rate of US\$1.0 to HK\$7.7534 using the exchange rate as quoted on Bloomberg on July 9.