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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)

**ANNOUNCEMENT IN RELATION TO  
EXTENSION OF [PARTIALLY EXEMPT CONNECTED TRANSACTION]  
SUPPLEMENTAL LOAN AGREEMENT TO EXTEND TERM**

The Board hereby announces that, on 12 April 2016, Skyland Mining (the wholly-owned subsidiary of the Company) entered into a Supplemental Loan Agreement with CNGHK pursuant to which the Lender and the Borrower have agreed to extend the term of the Loan Agreement.

As certain of the applicable percentage ratios calculated in accordance with the Listing Rules for provision of the Loan under the Supplemental Loan Agreement exceed 0.1% but all of which are less than 5%, the transaction contemplated under the Supplemental Loan Agreement is subject to the reporting and announcement requirements but is except from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

**1. INTRODUCTION**

Reference is made to the announcement of China Gold International Resources Corp. Ltd. (the "**Company**") dated 14 April 2015 (the "**Announcement**") in relation to, amongst other things, the Company's wholly-owned subsidiary, Skyland Mining, entering into a Loan Agreement with CNGHK. Unless otherwise defined herein, capitalised terms used herein shall bear the same meanings as defined in the Announcement.

**2. SUPPLEMENTAL LOAN AGREEMENT**

The Lender and the Borrower have entered into a supplemental loan agreement (the "**Supplemental Loan Agreement**"), pursuant to which the maturity of the Loan has been extended to 13 April 2017.

Subject to the changes under the Supplemental Loan Agreement, all other terms and conditions of the Loan Agreement remain the same.

**3. GENERAL**

The Board considers that the Supplemental Loan Agreement is on normal commercial terms and in the interests of the Company and its shareholders as a whole.

The Company approved the Supplemental Loan Agreement and the transactions contemplated thereunder in the Board resolution dated 4 April 2016. Mr. Xin Song, Mr. Bing Liu, Mr. Lianzhong Sun and Mr. Liangyou Jiang had abstained from voting in respect of the resolution approving the Supplemental Loan Agreement in view of their respective position in CNG. Save as disclosed above, none of the Directors had a material interest in such transaction and abstained from voting.

#### **4. THE LISTING RULES IMPLICATIONS**

CNGHK is a substantial shareholder of the Company directly holding approximately 39.3% of the issued share capital of the Company. CNGHK is the wholly-owned subsidiary of CNG, a state owned company in the PRC; therefore, CNGHK is an associate of and therefore a connected person of the Company under the Listing Rules. Accordingly, the Supplemental Loan Agreement and the transaction contemplated thereunder constitute connected transaction of the Company under Chapter 14A of the Listing Rules.

As certain of the applicable percentage ratios calculated in accordance with the Listing Rules for provision of the Loan under the Supplemental Loan Agreement exceed 0.1% but all of which are less than 5%, the transaction contemplated under the Supplemental Loan Agreement is subject to the reporting and announcement requirements but is exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

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

Hong Kong, 12 April 2016

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