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(Hong Kong Stock code: 2099)  
(Toronto Stock code: CGG)

**Issue of US\$500,000,000 3.25% Guaranteed Bonds due 2020  
by Skyland Mining (BVI) Limited irrevocably and  
unconditionally guaranteed by China Gold International Resources Corp. Ltd.**

The Board is pleased to announce that on 27 June 2017, the Company, the Issuer and the Joint Lead Managers entered into the Subscription Agreement. Pursuant to, and subject to certain conditions in, the Subscription Agreement, the Issuer has agreed to issue to the Joint Lead Managers, and the Joint Lead Managers have agreed, severally and not jointly, to subscribe for the Bonds in an aggregate principal amount of US\$500,000,000 (equivalent to approximately HK\$3.88 billion) at an issue price of 99.663%. The Bonds will be unconditionally and irrevocably guaranteed by the Company.

None of the Bonds will be offered to the public in Hong Kong other than to “professional investors” as defined in Chapter 37 of Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and in the Securities and Futures Ordinance (Cap. 571) of Hong Kong.

**Closing of the Subscription Agreement is subject to the satisfaction and/or waiver of the conditions precedent therein. Please refer to the section headed “Subscription Agreement” below for further information.**

**As the Subscription Agreement may or may not complete, shareholders of the Company and prospective investors are advised to exercise caution when dealing in the securities of the Company.**

Application will be made to the SEHK for the listing of, and permission to deal in, the Bonds by way of debt issues to Professional Investors only and such permission is expected to become effective on or about 7 July 2017. The Bonds and the Guarantee have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except in certain transactions exempt from, or not subject to, the registration requirements of the Securities Act.

## **INTRODUCTION**

The Board is pleased to announce that on 27 June 2017, the Company, the Issuer and the Joint Lead Managers entered into the Subscription Agreement. Pursuant to, and subject to certain conditions in, the Subscription Agreement, the Issuer has agreed to issue to the Joint Lead Managers, and the Joint Lead Managers have agreed, severally and not jointly, to subscribe for the Bonds in an aggregate principal amount of US\$500,000,000 (equivalent to approximately HK\$3.88 billion) at an issue price of 99.663%. The Bonds will be unconditionally and irrevocably guaranteed by the Company.

China International Capital Corporation Hong Kong Securities Limited and Citigroup Global Markets Limited are the joint global coordinators, and CCB International Capital Limited, China International Capital Corporation Hong Kong Securities Limited, Citigroup Global Markets Limited, Industrial Bank Co., Ltd. Hong Kong Branch and Standard Chartered Bank are the joint bookrunners and joint lead managers in respect of the offer and sale of the Bonds.

The Offering Circular to be distributed to prospective investors of the Bonds will contain certain financial and other information relating to the Company.

## **SUBSCRIPTION AGREEMENT**

Parties:	Issuer:	Skyland Mining (BVI) Limited
	Company:	China Gold International Resources Corp. Ltd.

Joint Lead Managers: China International Capital Corporation Hong Kong Securities Limited, Citigroup Global Markets Limited, CCB International Capital Limited, Industrial Bank Co., Ltd. Hong Kong Branch and Standard Chartered Bank

Subscription: The Joint Lead Managers have conditionally agreed, severally and not jointly, to subscribe for the Bonds in an aggregate principal amount of US\$500,000,000 (equivalent to approximately HK\$3.88 billion).

The Bonds and the Guarantee have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except in certain transactions exempt from, or not subject to, the registration requirements of the Securities Act. The Bonds are being offered and sold outside the United States in compliance with Regulation S under the Securities Act. None of the Bonds will be offered to the public in Hong Kong other than to “professional investors” as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and in the Securities and Futures Ordinance (Cap. 571) of Hong Kong.

Conditions precedent: The obligations of the Joint Lead Managers under the Subscription Agreement are conditional upon, among other things, the execution and delivery on or before the Closing Date of certain transaction documents by the respective parties and the Company procuring certain legal opinions, auditors’ comfort letters, compliance certificates and other relevant documents to be delivered to the Joint Lead Managers.

All the conditions may be waived in whole or in part at the discretion of the Joint Lead Managers.

Closing: Subject to all the conditions of the Subscription Agreement being fulfilled or waived by the Joint Lead Managers and the Subscription Agreement not being terminated, including pursuant to force majeure, closing of the issue of the Bonds is expected to take place on the Closing Date.

Stabilisation: Stabilisation, if any, will be undertaken in accordance with applicable laws and rules.

**As the Subscription Agreement may or may not complete, shareholders of the Company and prospective investors are advised to exercise caution when dealing in the securities of the Company.**

## PRINCIPAL TERMS OF THE BONDS

The principal terms of the Bonds are summarised as follows:

Issuer:	Skyland Mining (BVI) Limited
Company:	China Gold International Resources Corp. Ltd.
Bonds Offered:	US\$500,000,000 3.25% Guaranteed Bonds due 2020 to be issued by the Issuer and irrevocably and unconditionally guaranteed by the Company.
Guarantee:	Payment of all sums from time to time payable in respect of the Bonds is irrevocably and unconditionally guaranteed by the Company.
Issue Price:	99.663%.
Maturity Date:	6 July 2020.
Interest:	The Bonds will bear interest from and including the Issue Date at the rate of 3.25% per annum, payable semi-annually in arrear on and in each year.
Issue Date:	6 July 2017
Ranking:	The Guarantee will constitute a direct, unsecured and unsubordinated obligation of the Company which will at all times rank at least pari passu with all other present and future unsecured and unsubordinated obligations of the Company, save for such exceptions as may be provided by applicable laws and the negative pledge set out in the Terms and Conditions.
Events of Default:	The Bonds contain certain events of default, including a cross default provision in respect of the Issuer and the Company.
Covenants:	The Issuer and the Company have agreed to certain covenants, including a negative pledge against the creation or having outstanding, any mortgage, charge, lien, pledge or other security interest upon the whole or any part of its present or future undertaking, assets or revenues by the Company and its Subsidiaries (as defined in the Terms and Conditions) (subject to certain exceptions as set out in the Terms and Conditions).

Tax Redemption:	The Bonds may be redeemed at the option of the Issuer in whole, but not in part, at their principal amount, and accrued and unpaid interest, at any time in the event of certain changes affecting taxes of the British Virgin Islands, Canada or the PRC.
Change of Control:	The Bonds may be redeemed within 30 days following the occurrence of a Change of Control (as defined in the Terms and Conditions), at the option of the bondholders, at 101% of the principal amount thereof, plus accrued and unpaid interest.
Governing Law:	English Law.
Listing:	Application will be made to the SEHK for the listing of, and permission to deal in, the Bonds by way of debt issues to professional investors only and such permission is expected to become effective on or about 7 July 2017.

## **REASON FOR THIS TRANSACTION**

The net proceeds of the offering of the Bonds, after deducting underwriting commissions and other expenses payable by the Issuer and the Company, are estimated to be approximately US\$496.8 million (equivalent to approximately HK\$3.86 billion). The net proceeds will be used for repaying existing indebtedness and working capital and general corporate purpose.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following capitalized terms shall have the following meanings:

“Board”	The board of Directors.
“Bonds”	US\$500,000,000 3.25% Guaranteed Bonds due 2020 to be issued by the Issuer and irrevocably and unconditionally guaranteed by the Company.
“Closing Date”	6 July 2017 or such later date, not being later than 10 days after 6 July 2017, as the Issuer and the Joint Lead Managers may agree.
“Company”	China Gold International Resources Corp. Ltd., a limited liability company incorporated under the laws of British Columbia, Canada with its Shares listed on both the Hong Kong Stock Exchange and the Toronto Stock Exchange
“Director(s)”	The director(s) of the Company.

“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong.
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China.
“Issuer”	Skyland Mining (BVI) Limited, a British Virgin Islands business company incorporated with limited liability in the British Virgin Islands under the Business Companies Act (as amended), and a wholly-owned subsidiary of the Company
“Joint Lead Managers”	China International Capital Corporation Hong Kong Securities Limited, Citigroup Global Markets Limited, CCB International Capital Limited, Industrial Bank Co., Ltd. Hong Kong Branch and Standard Chartered Bank
“Offering Circular”	The offering circular dated 27 June 2017 issued by the Issuer in connection with the issue of the Bonds.
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan area.
“Securities Act”	United States Securities Act of 1933, as amended.
“SEHK”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	The subscription agreement dated 27 June 2017 between the Company, the Issuer and the Joint Lead Managers relating to the subscription and offering of the Bonds.
“Terms and Conditions”	The terms and conditions of the Bonds.
“US\$”	United States dollars, the lawful currency of the United States.

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

Hong Kong, 28 June 2017

In this announcement, all translations from US\$ into HK\$ have been made at the rate of US\$1.00 to HK\$7.77.

*As of the date of this announcement, the executive directors of the Company are Xin Song, Bing Liu and Liangyou Jiang, the non-executive directors of the Company are Lianzhong Sun and Xiangdong Jiang and the independent non-executive directors of the Company are Ian He, Yunfei Chen, Gregory Hall and John King Burns.*