

*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)

**PARTIALLY EXEMPT CONNECTED TRANSACTION -  
LOAN AGREEMENT**

The Board hereby announces that, on April 14, 2015, Skyland Mining (the wholly-owned subsidiary of the Company) entered into the Loan Agreement with CNGHK, pursuant to which Skyland Mining as lender, agreed to provide the Loan in the principal amount up to US\$14 million for a term of one year, to CNGHK as borrower.

As certain of the applicable percentage ratios calculated in accordance with the Listing Rules for provision of the Loan under the Loan Agreement exceed 0.1% but all of which are less than 5%, the transaction contemplated under the 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.

**I. INTRODUCTION**

The Board hereby announces that, on April 14, 2015, Skyland Mining (the wholly-owned subsidiary of the Company) entered into the Loan Agreement with CNGHK, pursuant to which Skyland Mining as lender, agreed to provide the Loan in the principal amount up to US\$14 million for a term of one year, to CNGHK as borrower.

**II. LOAN AGREEMENT**

Date: April 14, 2015

Parties: (1) Skyland Mining; and  
(2) CNGHK

The principal terms of the Loan Agreement are set out as follows:

### **1. Amount of the Loan**

The aggregate principal amount of the Loan to be provided by Skyland Mining to CNGHK shall be up to US\$14 million. The Loan shall be released to CNGHK in one single or time to time tranche on or after April 14, 2015.

### **2. Term**

The term of the Loan shall be one year, calculated since its withdrawal date. Skyland Mining shall have the right to demand full payment by CNGHK, at any time, at its sole discretion.

The Loan Agreement shall terminate on April 14, 2016 if the Loan was not withdrawn by CNGHK.

### **3. Interest rate**

The Interest shall accrue on the principal amount of the Loan at the rate of 5% from day to day and shall be calculated on the basis of the actual number of days elapsed on a 360-day year basis. The Interest rate is subject to changes at the discretion of Skyland Mining

### **4. Repayment of the loan**

CNGHK shall repay the principal of the Loan at maturity, being one (1) year from its withdrawal date. CNGHK is entitled to repay a part of or the entire loan under this agreement in advance, but should notify the Company three (3) days before the repayment in such event.

### **5. Guarantee and Security**

The Loan Agreement does not contemplate any guarantee or security to be given by CNGHK.

## **III. GENERAL**

The Company approved the Loan Agreement and the transaction contemplated thereunder in the Board resolution dated March 2, 2015.

Mr. Xin Song, Mr. Bing Liu, Mr. Lianzhong Sun and Mr. Liangyou Jiang had abstained from voting in respect of the resolution approving the 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.

#### **IV. REASONS AND BENEFITS FOR THE PROVISION OF LOAN**

The Loan constitutes a financial assistance provided by Skyland Mining to CNGHK, the substantial shareholder, which holds approximately 39.3% of the issued share capital of the Company, and the amount of the Loan was determined based on CNGHK's estimated funding needs for project development and general working capital. The terms of the Loan Agreement, including the Interest rate charged on CNGHK, were agreed by the parties after arm's length negotiations having taken into account the prevailing market rates and market practices.

In light of the above, the Directors (including independent non-executive Directors) consider that the terms of the Loan Agreement are on normal commercial terms, are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

The Board is of the view that given the surplus capital in Skyland Mining, the provision of the Loan by Skyland Mining to CNGHK would allow Skyland Mining better utilizes its surplus cash. Given that CNGHK is the wholly-owned subsidiary of CNG, a state owned company in the PRC, the Board considers that the credit risk for provision of the Loan to is relatively low, and the corresponding interest income at 5% will be much more than the income generating from banks at 1%. As CNGHK is an associate of the Company, the Board also believes that the provision of the Loan may have synergy effect to the Group in the future.

#### **V. 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. Therefore, CNGHK is an associate of and therefore a connected person of the Company under the Listing Rules. Accordingly, the 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 Loan Agreement exceed 0.1% but all of which are less than 5%, the transaction contemplated under the 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.

#### **VI. INFORMATION OF THE PARTIES**

##### **Skyland Mining and the Company**

Skyland Mining is principally engaged in the business of investment holding.

The Company is a gold and base metal mining company based in Vancouver, Canada. Its principal properties are the CSH Mine located in Inner Mongolia, China and the Jiama Copper-Gold Polymetallic Mine, located in the Tibet Autonomous Region, China. The Company

commenced gold production at the CSH Mine in July 2007 and commenced commercial production on 1 July 2008. The Company acquired 100% ownership of Jiama Copper-Gold Polymetallic Mine which hosts a large scale copper-gold polymetallic deposit consisting of copper, molybdenum, gold, silver, lead and zinc on 1 December 2010. The mine commenced commercial production in September 2010.

## **CNGHK**

CNGHK, the wholly owned subsidiary of CNG, is incorporated on March 20, 2008 in Hong Kong under Hong Kong laws. CNGHK is principally engaged in the business of investment holding, and has been the vehicle in a series of CNG's mergers and acquisitions.

## **VII. DEFINITIONS**

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

“associate”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“CNG”	China National Gold Group Corporation, a state owned company registered in Beijing, PRC which is controlled by State-owned Assets Supervision and Administration Commission of the State Council of the PRC, which directly owns the entire share capital of CNGHK
“CNGHK”	China National Gold Group Hong Kong Limited (中國黃金集團香港有限公司), a company incorporated under the laws of Hong Kong, and substantial shareholder of the Company holding approximately 39.3% of the issued share capital of the Company
“CSH Mine”	the Chang Shan Hao Gold Mine located in Inner Mongolia, PRC
“Company”	China Gold International Resources Corp. Ltd., a company incorporated under the laws of British Columbia, Canada with limited liability
“connected person”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Loan”	the loan of an aggregate principal amount up to US\$14 million to be provided by Skyland Mining as lender to CNGHK as borrower
“Loan Agreement”	the loan agreement entered into between the Company and CNGHK on April 14, 2015
“Group”	the Company and its subsidiaries
“Interest”	The interest accrued to the Loans at the rate of 5%.

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Shareholder(s)”	holder(s) of the shares in the Company
“Skyland Mining”	Skyland Mining (BVI) Limited, a company incorporated under the laws of British Virgin Islands with limited liability, and a wholly-owned subsidiary of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“%”	percent

By order of the Board

**China Gold International Resources Corp. Ltd.**

**Mr. Song, Xin**

**Chairman**

Hong Kong, April 14, 2015

*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.*