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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)

(1) RESIGNATION OF EXECUTIVE DIRECTOR AND CHAIRMAN

**(2) RESIGNATION OF CHIEF EXECUTIVE OFFICER AND
APPOINTMENT OF CHAIRMAN**

**(3) RE-DESIGNATION OF DIRECTOR AND APPOINTMENT OF
CHIEF EXECUTIVE OFFICER**

(4) APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board announces the following changes with effect from 24 February 2014:

- (1) Mr. Zhaoxue Sun has resigned as an executive Director and Chairman of the Company;
- (2) Mr. Xin Song, being an executive Director has been appointed as the Chairman of the Company and has resigned as the chief executive officer of the Company;
- (3) Mr. Bing Liu, being a non-executive Director, has been re-designated as an executive Director and has been appointed as the chief executive officer of the Company; and
- (4) Mr. Lianzhong Sun has been appointed as a non-executive Director.

RESIGNATION OF EXECUTIVE DIRECTOR AND CHAIRMAN

The board of directors (the “Board”) of China Gold International Resources Corp. Ltd. (the “Company”) hereby announces that Mr. Zhaoxue Sun has resigned as an executive director (“Director”) and chairman (“Chairman”) of the Company with effect from 24 February 2014 due to the need to devote his time and attention to the new state-owned enterprise position to which he has recently been appointed.

Mr. Zhaoxue Sun confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that needs to be brought to the attention of the shareholders of the Company in respect of his resignation.

The Board would like to express its gratitude to Mr. Zhaoxue Sun and to thank him for his whole-hearted service to the Company and his valuable contribution over the years and wish him every success in the future.

RESIGNATION OF CHIEF EXECUTIVE OFFICER AND APPOINTMENT OF CHAIRMAN

Following the resignation of Mr. Zhaoxue Sun, the Board is also pleased to announce that Mr. Xin Song (“Mr. Song”), an executive Director, has been appointed as the Chairman of the Company with effect from 24 February 2014. In order to comply with Code Provision A.2.1 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual, Mr. Song has resigned as chief executive officer (“CEO”) of the Company with effect from 24 February 2014.

Mr. Song, aged 51, joined the Company on October 9, 2009 as CEO and an executive Director and is responsible for the Company’s strategic planning and business operations. Mr. Song serves as President of China National Gold Group Corporation (“China National Gold”), the Company’s principal shareholder and the largest gold producer in China, since December 2013. From 2003 to December 2013, Mr. Song serves as Vice President of China National Gold, where he is responsible for resources development, geological exploration and international operations. Mr. Song serves as chairman of the board of Skyland Mining Limited, since December 2007 and serves as chairman of the board of Tibet Jia Ertong Mining Development Co., Ltd., since April 2008, which subsidiaries hold the Company’s Jiama Mine. Mr. Song serves as a director of Zhongjin Gold Corporation, a public company listed on the Shanghai Stock Exchange, since March 2007, for which he served as chairman of the board from September 2003 to March 2007. Mr. Song serves as a director of China National Gold Group Hong Kong Limited, since March 2008 and serves as a director of China Gold Hong Kong Holding Corp. Limited, since August 2011. He serves as a director of Mundoro Mining Inc., a private British Columbia based junior natural resource company, since October 2011.

Mr. Song holds a Ph.D. doctorate degree in resources economics and management from the University of Science and Technology Beijing, China, a master’s degree in business administration from the China Europe International Business School, a master’s degree in mining engineering from the University of Science and Technology in Beijing and a bachelor’s degree in mineral processing engineering from the Central-South Institute of Mining and Metallurgy.

As at the date of this announcement, Mr. Song does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Song will be subject to the rotational retirement and re-election requirements pursuant to the articles of association of the Company. Mr. Song is not entitled to any emolument.

Save as disclosed above, Mr. Song has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the date of his appointment and does not hold any other position with the Company or its subsidiaries. As at the date of this announcement, other than those disclosed above, Mr. Song does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company.

Other than those disclosed above, there are no other matters concerning Mr. Song's appointment as Chairman and resignation as CEO that needs to be brought to the attention of the shareholders of the Company nor there are any information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules").

The Board would like to extend its warmest welcome to Mr. Song who has taken up his new role as the Chairman of the Company.

RE-DESIGNATION OF DIRECTOR AND APPOINTMENT OF CHIEF EXECUTIVE OFFICER

Following the resignation of Mr. Song as CEO, the Board is also pleased to announce that Mr. Bing Liu ("Mr. Liu"), has been re-designated as an executive Director and has been appointed the CEO of the Company with effect from 24 February 2014. The biographical details of Mr. Liu are as follows:

Mr. Liu, aged 51, joined the Company on 12 May 2008 as a non-executive Director and is responsible for the supervision of finance related matters and the Company's overall strategic planning. Mr. Liu serves as Vice President and Chief Accountant of China National Gold, the Company's principal shareholder and the largest gold producer in China, since November 1999 and serves as a director of China National Gold Group Hong Kong Limited, since March 2008 and serves as a director of China Gold Hong Kong Holding Corp. Limited, since August 2011. Mr. Liu has extensive experience in mine financing, construction and development and serves as a director of Zhongjin Gold Corporation, a public company listed on the Shanghai Stock Exchange, since March 2007. Mr. Liu serves as a director of Mundoro Mining Inc., a private British Columbia based junior natural resource company, since October 2011. Prior to joining China National Gold, Mr. Liu served as Senior Secretary of the China National Economy and Trade Commission from April 1992 to October 1997 and March 1998 to November 1999 and as Senior Secretary of the China Textile General Association from October 1997 to March 1998. He also served as a Senior Accountant of China Automobile Industry Corporation from July 1987 to April 1992.

Mr. Liu holds a master's degree in currency and banking from the Department of Business Administration, Asia International Open University in Macau and holds a bachelor's degree in finance from the Department of Finance and Trade Economics, Chinese Academy of Social Science.

As at the date of this announcement, Mr. Liu does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Liu will be subject to the rotational retirement and re-election requirements pursuant to the articles of association of the Company. Mr. Liu is not entitled to any emolument.

Save as disclosed above, Mr. Liu has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the date of his appointment and does not hold any other position with the Company or its subsidiaries. As at the date of this announcement, other than those disclosed above, Mr. Liu does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company.

Other than those disclosed above, there are no other matters concerning Mr. Liu's re-designation as executive Director and appointment as CEO that need to be brought to the attention of the shareholders of the Company nor there are any information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is also pleased to announce the appointment of Mr. Lianzhong Sun ("Mr. Sun") as a non-executive Director with effect from 24 February 2014 to fill the vacancy for the position of non-executive Director following Mr. Liu's re-designation as executive Director and in order to comply with the Rules of Listing Rules.

Mr. Sun, aged 56, Mr. Sun serves as Vice President of China National Gold, the Company's principal shareholder and the largest gold producer in China, since 2011, where he is mainly responsible for resources development. Mr. Sun serves as chairman of the board of Tibet Huatailong Mining Development Co., Ltd., from June 2010 to February 2012, which holds the Company's Jiama Mine. Mr. Sun serves as a director of China National Gold Group Hong Kong Limited since February 2014. From March 2005 to January 2009, Mr. Sun serves as Vice President of Zhongjin Gold Corporation, a public company listed on the Shanghai Stock Exchange. He serves as chairman of the board of Kichi-chaarat Company, a mining company based in The Kyrgyz Republic, since February 2012. From December 2000 to July 2011, Mr. Sun serves as Chairman of the Board of other four mining enterprises which are subsidiaries of China National Gold. Mr. Sun has nearly 40 years of experience in the mining industry.

In addition to senior management experience, Mr. Sun also has rich management experience in on-site operation of mining enterprises. From March 1993 to December 2000, Mr. Sun serves as head and general manager of three mining enterprises, through which he got first-hand deep insight of the operation and management of mine-site production and he has become an expert in cost-control and management enhancement thereof. Since 2005, Mr. Sun has been responsible for resource development of China National Gold. He has made great achievement in resources development and mergers and acquisitions which inevitably contributed to the remarkable resource expansion in recent years of China National Gold.

Mr. Sun graduated from Shenyang Gold Institute and majored in Mining Engineering.

As at the date of this announcement, Mr. Sun does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong).

Mr. Sun will hold office until the next following annual general meeting of the Company at which he will be eligible for re-election. Thereafter, he will be subject to the rotational retirement and re-election requirements pursuant to the articles of association of the Company. Mr. Sun is not entitled to any emolument.

As at the date of this announcement, save as disclosed herein, Mr. Sun (i) has no other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not currently, nor did he in the past three years, hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iii) does not hold any other positions within the Company and its subsidiaries.

Other than those disclosed above, there are no other matters concerning Mr. Sun's appointment that need to be brought to the attention of the shareholders of the Company nor there are any information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to express its warmest welcome to Mr. Sun on his appointment.

By order of the Board
China Gold International Resources Corp. Ltd.
Jerry Xie
Company Secretary

Hong Kong, 24 February, 2014

As at the date of this announcement, the Board of Directors of the Company comprises of Mr. Xin Song, Mr. Zhanming Wu, Mr. Xiangdong Jiang and Mr. Bing Liu as executive directors, Mr. Lianzhong Sun as non-executive Director, and Mr. Gregory Hall, Mr. Ian He, Mr. John King Burns and Mr. Yunfei Chen as independent non-executive Directors.