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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)

**OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made pursuant to Rules 13.10B of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

**Vancouver** –China Gold International Resources Corp. Ltd. (TSX: CGG; HKEx: 2099) announces that, effective immediately, its board of directors (the “Board”) has accepted the changes in the Board composition and chief executive officer.

Please see the attached announcement for more details.

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

Hong Kong, 24 February 2014

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



## China Gold International Appoints New Chairman, CEO and Director.

VANCOUVER, February 24, 2014 - China Gold International Resources Corp. Ltd. (TSX: CGG; HKEx: 2099) (the "Company" or "China Gold International Resources") announces that, effective immediately, its board of directors (the "Board") has accepted the following changes in the Board composition and chief executive officer:

- 1) Mr. Zhaoxue Sun has resigned as chairman of the Board of Directors (the "Chairman") and executive Director of the Company.

Mr. Zhaoxue Sun served as an executive Director and Chairman of the Company since May 12, 2008 and has played a major role in the Company's success. Mr. Zhaoxue Sun has tendered his resignation in order to devote his time to his new position at another prominent Chinese state-owned enterprise.

The Company is grateful to Mr. Zhaoxue Sun for his dedicated leadership, services and for the valuable contributions he made during his tenure and wishes him great success in his future endeavours.

- 2) Mr. Xin Song, being an executive Director has been appointed as the Chairman with effect from February 24, 2014. In order to comply with code provision A.2.1 of the Corporate Governance Code as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") that states that the roles of Chairman and chief executive officer ("CEO") should be separate and should not be performed by the same individual, Mr. Song has resigned as the CEO of the Company.

Mr. Song joined the Company on October 9, 2009 as CEO and an executive Director and was responsible for the Company's strategic planning and business operations. In addition to his responsibilities to the Company, Mr. Song also serves as President of China National Gold Group Corporation ("China National Gold"), the Company's principal shareholder and the largest gold producer in China.

The Board extends its deep appreciation for Mr. Song's work as the Company's CEO over the years and welcomes him as the new Chairman of the Company.

Dr. Xin Song, commented, "It was my great honor to run China Gold International Resources as the CEO and I am looking forward to continue working with our board of directors and executive team in my new position. Last year was marked by many successes and challenges for our Company and the industry. Metal markets go through cyclical changes, but one thing that always remains constant at our Company is our continued focus on delivering top shareholder returns while prioritizing safety, environment and social responsibility. The Company spends significant time and financial resources for reclamation, greening and landscaping, road and bridge construction, environmental improvements and creating



educational programs. We employ local people and recruit minorities. We are involved in community activities and support charitable organizations. These are the values that I will continue to support in my new position and these are the values that we intend to bring to any community where we choose to operate in the future”.

- 3) Mr. Bing Liu, being a non-executive Director, has been re-designated as an executive Director and has been appointed as the CEO of the Company with effect from February 24, 2014.

Mr. Liu joined the Company on May 12, 2008 as a non-executive Director and was responsible for the supervision of finance related matters and the Company’s overall strategic planning. Mr. Liu also serves as Vice President and Chief Accountant of China National Gold.

The Board commented, “The depth of Mr. Liu's industry experience and his dedication to the Company make him the ideal person to lead our executive team. We are looking forward to working with him to grow our organization”.

Mr. Liu, commented, "I commence my new appointment with a positive and optimistic energy and the Company’s executive team is hopeful about organic growth on both of our profitable, operating mines and about potential merger and acquisition opportunities. Our passionate and driven team of more than 1,600 employees, combined with solid operational portfolio and disciplined approach to investments, will assure the growth of shareholder value in 2014 and beyond”.

- 4) Mr. Lianzhong Sun has been appointed as a non-executive Director with effect from February 24, 2014.

Mr. Sun also 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 has nearly 40 years of senior management and operational experience in the mining industry.

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

Analysts, investors, media and general public are encouraged to contact the Company with any questions.

## ***About China Gold International Resources***

China Gold International Resources Corp. Ltd. is based in Vancouver, BC, Canada and operates both profitable and growing mines, the CSH Gold Mine in Inner Mongolia, and the



# China Gold International Resources Corp. Ltd.

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Jiama Copper-Polymetallic Mine in Tibet Autonomous Region of the People's Republic of China. The Company's objective is to continue to build shareholder value by growing production at its current mining operations, expanding its resource base, and aggressively acquiring and developing new projects internationally. The Company is listed on the Toronto Stock Exchange (TSX: CGG) and the Main Board of The Stock Exchange of Hong Kong Limited (HKEx: 2099).

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## **Cautionary Note About Forward-Looking Statements**

*Certain information regarding China Gold International Resources contained herein may constitute forward-looking statements within the meaning of applicable securities laws. Forward-looking statements may include estimates, plans, expectations, opinions, forecasts, projections, guidance or other statements that are not statements of fact. Although China Gold International Resources believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. China Gold International Resources cautions that actual performance will be affected by a number of factors, most of which are beyond its control, and that future events and results may vary substantially from what China Gold International Resources currently foresees. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration results, continued availability of capital and financing and general economic, market or business conditions. The forward-looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and subject to change after that date.*