



PROPOSED REPLACEMENT OF THE ARTICLES OF THE COMPANY

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of China Gold International Resources Corp. Ltd. (the “**Company**”) proposed a replacement of the Articles (the “**Amended Articles**”) of the Company.

The Board believes that the Amended Articles will modernize the Company’s Articles and better align with recent legal and regulatory developments and market practices by the Toronto Stock Exchange (the “**TSX**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The proposed amendments to the Articles of the Company are subject to the approval by the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the annual general meeting scheduled for June 29, 2023, Vancouver Time of the Company (the “**Annual General Meeting**”). Prior to the shareholders’ approval, the existing Articles of the Company will continue to be in force.

The Amended Articles are substantially similar to the current Articles of the Company but reflect a number of regulatory developments, including, but not limited to the following:

- **Branch Registers** – the Company intends to include the expression of “the branch register of members in Hong Kong shall be open for inspection by members but the issuer may be permitted to close the register on terms equivalent to section 632 of the Companies Ordinance.” required in the Hong Kong Listing Rules into the Amended Articles.
- **Electronic Meetings** – the Company intends to confirm the ability to hold shareholder meetings entirely by means of telephonic, electronic or other communication facilities that permit all participants to speak and communicate during the meeting. This reflects a market approach away from in person only meetings and recognizes the Company’s international shareholder base on both the TSX and the Stock Exchange.
- **Nominations of Directors** – the Company intends to amend the timelines for nominations of directors to better conform to the Stock Exchange shareholder meeting requirements and to ensure that the information provided by nominated directors includes information required by the Hong Kong Listing Rules.
- **Removal of Directors** – the Company intends to amend the threshold for the resolution required for shareholders to remove a director before the expiration of his or her term of office. The Amended Articles will require an ordinary resolution to remove a director rather than a special resolution.

In view of the amendments proposed to be made to the Articles, the Board proposed that the Amended Articles be adopted to immediately replace the Articles in its entirety.



China Gold International Resources Corp. Ltd.

Suite 660, One Bentall Centre
505 Burrard Street
Vancouver, BC
Canada V7X 1M4

A circular containing, among other things, particulars in relation to the Amended Articles together with a notice convening the Annual General Meeting will be dispatched to the shareholders of the Company in due course.

About China Gold International Resources

China Gold International Resources is a gold and base metal mining company incorporated in BC, Canada and operates two mines, the CSH Gold Mine in Inner Mongolia, China and the Jiama Copper-Gold Polymetallic Mine in Tibet, China. The Company's objective is to build shareholder value through growing production at its current mining operations, expanding its resource base, and 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).

For further information on the Company, please refer to SEDAR's website at www.sedar.com, The Stock Exchange of Hong Kong Limited's website at www.hkex.com.hk, the Company's website at www.chinagoldintl.com, or call the Company at +1-604-609-0598 and email to info@chinagoldintl.com.

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.