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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)

**CONTINUING CONNECTED TRANSACTION AND MAJOR TRANSACTION
RECORD DATE OF THE EXTRAORDINARY GENERAL
MEETING TO BE HELD ON
DECEMBER 21, 2026, VANCOUVER TIME/DECEMBER 22, 2026,
HONG KONG TIME**

CONTINUING CONNECTED TRANSACTION AND MAJOR TRANSACTION

On October 16, 2026, the Company and China Gold Finance entered into the Second Supplemental Financial Services Agreement, pursuant to which both parties agreed to, among other things, (i) revise the pricing term of the Deposit Service and the Lending Services; (ii) extend the expiry date of the 2024 Financial Services Agreement to December 31, 2029; and (iii) include additional representations and warranties from China Gold Finance. Save for the foregoing amendments, other terms and conditions under the 2024 Financial Services Agreement remain unchanged.

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

As (i) China Gold Finance is 60% directly owned by China National Gold and 40% directly owned by Zhongjin Gold, which is a non-wholly-owned subsidiary of China National Gold; and (ii) China National Gold directly and wholly owns CNGG HK, which directly holds approximately 40.01% of the outstanding shares of the Company, China Gold Finance is a connected person to the Company and therefore the transactions contemplated under the Second Supplemental Financial Services Agreement constitute continuing connected transactions under Chapter 14A of the Hong Kong Listing Rules.

As the Lending Services (i) constitute financial assistance to be received by the Group from a connected person; (ii) will be provided on normal commercial terms or better (in particular, the interest rate payable by the Group to China Gold Finance for the Lending Services shall not be higher than the lending rates offered by the Major PRC Commercial Banks); and (iii) will not be secured by the assets of the Group (in particular, in the event that the Company or its PRC subsidiaries is unable to repay the loan under the Lending Services, China Gold Finance will not be permitted to offset such outstanding loans against any deposits of the Company or its PRC subsidiaries placed in China Gold Finance under the Deposit Service), the Lending Services are therefore fully exempt pursuant to Rule 14A.90 of the Hong Kong Listing Rules.

As the highest applicable percentage ratio pursuant to the Hong Kong Listing Rules in respect of the Settlement Services and the Other Financial Services does not exceed 0.1%, the Settlement Services and the Other Financial Services are exempt from the approval of Independent Shareholders pursuant to Rule 14A.76(1)(a) of the Hong Kong Listing Rules.

As the highest applicable percentage ratio pursuant to the Hong Kong Listing Rules in respect of the Deposit Service is higher than 25%, the Deposit Service constitutes a major transaction and is subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Hong Kong Listing Rules.

As the highest applicable percentage ratio pursuant to the Hong Kong Listing Rules in respect of the Deposit Service is higher than 5%, the Deposit Service is subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

IMPLICATIONS UNDER APPLICABLE CANADIAN SECURITIES LAWS

As the Company is listed on the TSX, the Company is subject to MI 61-101 which, among other things, regulates related party transactions. Pursuant to MI 61-101, related party transactions are subject to formal valuation and minority shareholder approval requirements unless an exemption is available.

The Continuing Connected Transactions are related party transactions for the Company for purposes of MI 61-101 by virtue of the relationship between the Company and China Gold Finance.

The Second Supplemental Financial Services Agreement is exempt from the formal valuation requirements of MI 61-101 as the Second Supplemental Financial Services Agreement involves deposits or lending services that are not subject to a formal valuation under MI 61-101. The Second Supplemental Financial Services Agreement is subject to the minority shareholder approval requirements of MI 61-101, which are to be satisfied by the approval of the Independent Shareholders.

The proposed maximum annual transaction amounts during the term of the Second Supplemental Financial Services Agreement are exempted from the approval of the Independent Shareholders in accordance with MI 61-101.

CONVENING OF THE EGM & RECORD DATE

The Company hereby announces that the Board has approved to convene an extraordinary general meeting of the shareholders on December 21, 2026, Vancouver time (December 22, 2026, Hong Kong time) in Vancouver, British Columbia, Canada for shareholders to consider, and if thought fit, approve, among other things, the Second Supplemental Financial Services Agreement.

The Board has also decided to fix the record date for the determination of the shareholders who are entitled to receive the notice of, and to attend and vote at, the Meeting or any adjournment thereof, on November 9, 2026. Shareholders whose names appear on the register of shareholders of the Company at the close of business on the Record Date will be entitled to attend the Meeting and cast votes, subject to the applicable abstention requirements under the Hong Kong Listing Rules.

DESPATCH OF INFORMATION CIRCULAR

An information circular containing, among other things, (i) further details of the Second Supplemental Financial Services Agreement, (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from Rainbow Capital (HK) Limited to the Independent Board Committee and the Independent Shareholders; (iv) a notice of the Meeting, and (v) other information required under the Hong Kong Listing Rules, will be dispatched to the Shareholders on or around November 19, 2026, as more time is needed to finalise the content of the information circular.

THE CONTINUING CONNECTED TRANSACTION

The Second Supplemental Financial Services Agreement and the Deposit Service

On October 16, 2026, the Company and China Gold Finance entered into the Second Supplemental Financial Services Agreement, pursuant to which both parties agreed to, among other things, (i) revise the pricing term of the Deposit Service and the Lending Services; (ii) extend the expiry date of the 2024 Financial Services Agreement to December 31, 2029; and (iii) include additional representations and warranties from China Gold Finance. Save for the foregoing amendments, other terms and conditions under the 2024 Financial Services Agreement remain unchanged.

A. Background and reasons for entering into the Second Supplemental Financial Services Agreement and the Deposit Service

On May 8, 2024, the Company and China Gold Finance entered into the 2024 Financial Services Agreement, pursuant to which, China Gold Finance agreed to provide the Company and its PRC subsidiaries a range of financial services including (a) deposit service (the “**Deposit Service**”); (b) lending services (including loans, bill acceptance, bill discount, entrustment loans, guarantee etc.) (the “**Lending Services**”); (c) settlement services (the “**Settlement Services**”) and (d) other financial services including financial and financing advisory, credit certification and related consultation and agency services and other services approved by the CBIRC (the “**Other Financial Services**”) effective from the date of its approval by the Independent Shareholders until December 31, 2026.

On June 6, 2024, the Company and China Gold Finance entered into the First Supplemental Financial Services Agreement, pursuant to which, the parties agreed to vary the terms of the 2024 Financial Services Agreement. Please refer to the information circular of the Company dated June 6, 2024 for the relevant details of the 2024 Financial Services Agreement and the First Financial Services Supplemental Agreement.

The reasons and benefits of entering into the Second Supplemental Financial Services Agreement mainly include:

- (i) the revision of the pricing reference of the Deposit Service and the Lending Services to reflect the availability of market data;
- (ii) the offering to the Group of a readily available licensed financial service provider:
 - As detailed in the section headed “Parties Involved – China Gold Finance” below, China Gold Finance is a licensed non-bank financial institution regulated by the NFRA;
 - China Gold Finance is familiar with the Group’s business operations and funding requirements, which enables it to provide efficient, flexible and tailored financial services to the Group;
 - In respect of the Deposit Service, it offers the Group an opportunity to generate interest income at rates no less favourable than those offered by the Major PRC Commercial Banks, thereby enhancing the return on the Group’s temporarily idle cash balances while maintaining liquidity and security of funds. In addition, the undertakings provided by China Gold Finance and China National Gold (as detailed in the section headed “Internal Control” below) provide additional safeguards for the protection of the Group’s deposits;

- In respect of the Lending Services, given the capital-intensive nature of the Group's mining operations and the ongoing need for both project and working capital financing, China Gold Finance provides the Group with an additional and flexible source of funding. As the interest rates charged by China Gold Finance will not be higher than those offered to the Group by the Major PRC Commercial Banks for comparable loans, the Group may benefit from reduced financing costs and greater flexibility in meeting its funding needs;
- In respect of the Settlement Services and the Other Financial Services (including financial and financing advisory services, credit certification and related consultancy and agency services), China Gold Finance facilitates centralised treasury management, fund pooling and efficient allocation of financial resources within the Group. Through its settlement platform and cash management system, it enables more efficient fund transfers and liquidity management among the Group's PRC subsidiaries, while the relevant service fees are either waived or more favourable than those charged by commercial banks, thereby reducing the Group's overall financial services costs; and
- Furthermore, the entering into of the Second Supplemental Financial Services Agreement provides the Group with an additional financial services channel and enhances the Group's bargaining position when negotiating with external financial institutions. This may enable the Group to obtain more competitive terms and more favourable pricing for financial services, thereby further reducing its overall financing and financial services costs.

B. Key terms of the Second Supplemental Financial Services Agreement

Date: October 16, 2026

Parties: (a) the Company; and
(b) China Gold Finance

Subject Matter: Both parties agreed to (i) revise the pricing term of the Deposit Service and the Lending Services; (ii) extend the expiry date of the 2024 Financial Services Agreement to 31 December 2029 and (iii) include additional representations and warranties by China Gold Finance (for details, please refer to the section headed "Internal Control" below). Save for the foregoing amendments, other terms and conditions under the 2024 Financial Services Agreement remain unchanged.

Pursuant to the 2024 Financial Services Agreement, China Gold Finance agreed to provide the Company and its PRC subsidiaries a range of financial services including (a) the Deposit Service; (b) the Lending Services; (c) the Settlement Services and (d) the Other Financial Services.

Term: Commence on January 1, 2027 and shall continue up to and including December 31, 2029.

Pricing Basis:

- (a) The Deposit Service – the deposit rate payable by China Gold Finance to the Group shall not be lower than that promulgated by the Major PRC Commercial Banks for comparable deposit term and type (benchmarked against the highest of such promulgated rates on the date of deposit);
- (b) The Lending Services – the interest rate charged by China Gold Finance to the Group shall be determined with reference to the loan prime rate for the corresponding tenor published by the National Interbank Funding Center and shall not be higher than that charged by the Major PRC Commercial Banks from the Group for comparable loan services of the same term and type;
- (c) The Settlement Services – the fee, if being charged by China Gold Finance, shall not be higher than that charged by the Major PRC Commercial Banks;
- (d) The Other Financial Services – the fee shall, if applicable, comply with the regulations set by the PBC, the CBIRC or other applicable regulatory authorities and shall not be higher than that charged by the Major PRC Commercial Banks.

C. The 2027-2029 Deposit Caps and the proposed maximum annual transaction amounts of the Lending Services, the Settlement Services and the Other Financial Services for the three years ending December 31, 2029

The 2027-2029 Deposit Caps of RMB7,500 million are principally determined by the cash position of the Group as at June 30, 2026 and the potential higher level of cash position of the Group during the term of the Second Supplemental Financial Services Agreement, principally driven by the expected continued profitability of the Group over the same period.

According to the interim report of the Company for the six months ended June 30, 2026, the aggregate amount of the cash and cash equivalents and term deposits of the Group was approximately USD990 million (equivalent to approximately RMB6,634 million) as at June 30, 2026. The 2027-2029 Deposit Caps of RMB7,500 million exceed that aggregate amount by approximately RMB866 million (equivalent to approximately USD129 million), representing approximately 113.1% of the aggregate amount of the cash and cash equivalents and term deposits of the Group as at June 30, 2026.

According to the annual report of the Company for the year ended December 31, 2025 and the interim report of the Company for the six months ended June 30, 2026, the Group recorded net profit of approximately USD472 million for the year ended December 31, 2025 and approximately USD512 million for the six months ended June 30, 2026, both of which, on an annualised basis, are substantially higher than the incremental buffer of approximately USD129 million over cash and cash equivalents and term deposits of the Group as at June 30, 2026 represented by the 2027-2029 Deposit Caps. As such, the Board (excluding the Independent Board Committee who will form its view after considering the advice of the Independent Financial Adviser) considers the 2027-2029 Deposit Caps of RMB7,500 million to be fair and reasonable and in the interests of the Company and its Shareholders as a whole.

During the term of the 2024 Financial Services Agreement and up to the date of this announcement, the highest daily deposit balance (including accumulative deposit interest) of the Group under the Deposit Service was approximately RMB3,000 million.

The proposed maximum daily balance of the Lending Services (including accumulative loan interest) for each of the three years ending December 31, 2029 is RMB7,500 million.

The proposed maximum annual aggregate transaction amount of the Settlement Services and the Other Financial Services for each of the three years ending December 31, 2029 is RMB8.7 million.

PARTIES INVOLVED

The Company

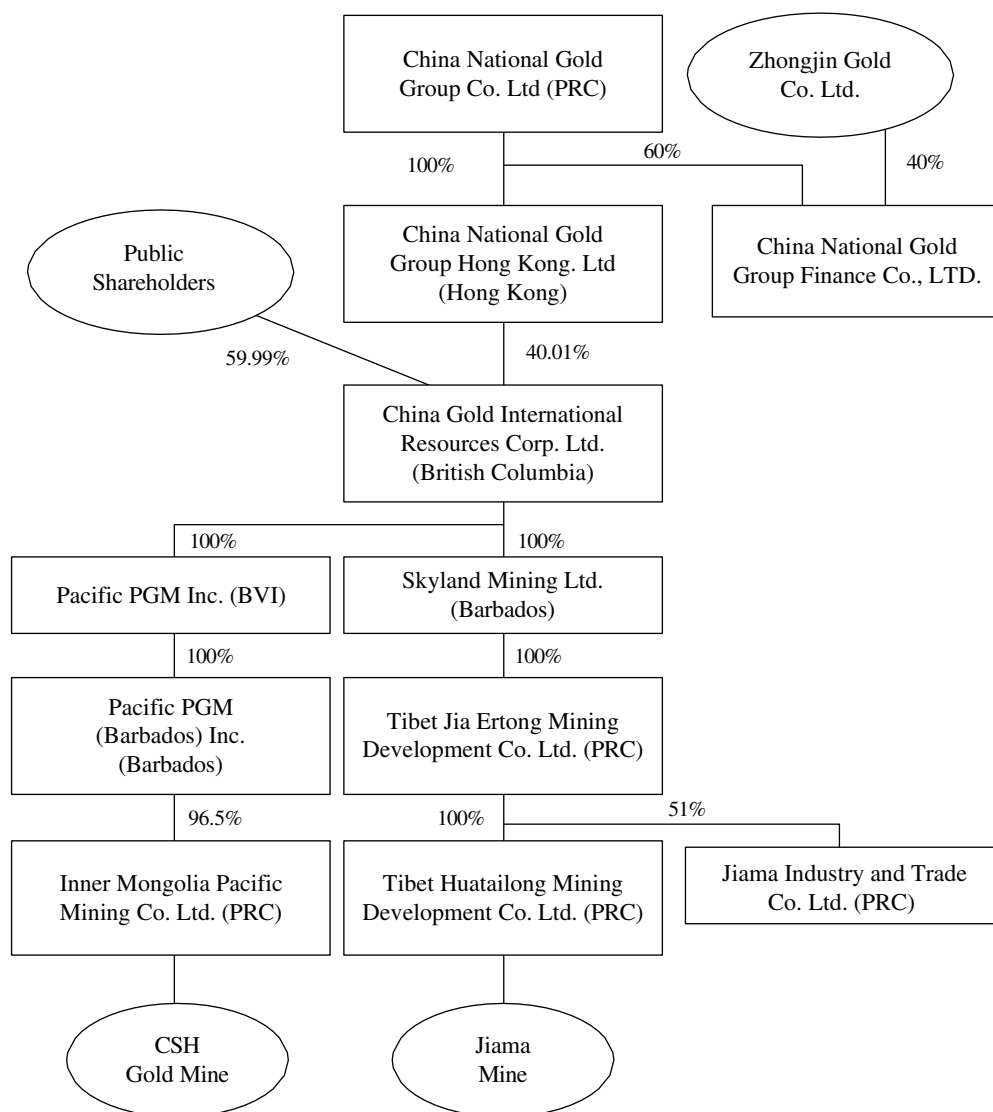
The Company is a gold and base metal mining company incorporated in British Columbia, Canada. The Group is principally engaged in operation, acquisition, development and exploration of gold and base metal properties. The Group's principal mines under operation are the CSH Mine and the Jiama Mine.

China Gold Finance

China Gold Finance is approved by the CBIRC to conduct businesses including: (i) the provision of financial and financing consultation services, credit evaluation and related consultation and agency business to the members of China National Gold (the “**Member Companies**”); (ii) the provision of

assistance to the Member Companies in the collection and payment of transaction funds; (iii) the provision of approved insurance agency services; (iv) the provision of guarantees to the Member Companies; (v) the handling of entrusted loans among the Member Companies; (vi) the handling of bill acceptance and discount for the Member Companies; (vii) the handling of internal transfer settlements among the Member Companies and formulation of corresponding settlement and liquidation plans; (viii) the absorption of deposits from the Member Companies; (ix) the provision of loans and financing leases to the Member Companies; (x) the engagement in interbank borrowing and lending; (xi) the investment in fixed income securities; (xii) the underwriting of corporate bonds of the Member Companies; (xiii) the operation of cross-border fund centralisation business; and (xiv) the provision of spot foreign exchange services.

The following chart illustrates the relationship between the Company and China Gold Finance.



China National Gold is the only Chinese central State-owned enterprise in the gold industry of China. It is a complete vertically integrated gold and other nonferrous minerals industry group covering exploration, mining, screening, smelting, refining, sales, research and development, as well as engineering design and construction. It also extends its business to radiation processing, financial services, media etc.

INTERNAL CONTROL

In respect of the 2024 Financial Services Agreement, the Group will adopt the following internal control measures to safeguard the interests of the Shareholders:

- (i) before the Group and China Gold Finance enter into financial services transactions, the Group will obtain the pricing terms of at least three Major PRC Commercial Banks in relation to the similar services with the same term and compare the same with the pricing terms provided by China Gold Finance and determine whether to accept the pricing terms provided by China Gold Finance;
- (ii) the finance department of the Group will review and approve the relevant financial services provided by China Gold Finance to ensure that it is carried out in accordance with the provisions of the 2024 Financial Services Agreement, that the main terms are consistent with normal commercial terms, and that the interest rates or fees are implemented in accordance with the pricing policy set out in the 2024 Financial Services Agreement;
- (iii) the finance department of the Group will monitor the Company's transaction amounts with China Gold Finance to ensure that they do not exceed the relevant annual caps;
- (iv) maintain comprehensive internal records and approval procedures in respect of all transactions conducted;
- (v) subject the transactions to periodic review by the senior management of the Group; and
- (vi) subject the transactions to annual review by the INEDs and the Company's auditors pursuant to Rules 14A.55 and 14A.56 of the Hong Kong Listing Rules.

In addition, in respect of the security and protection of the deposits placed by the Group with China Gold Finance, China Gold Finance has represented and undertaken to the Group that:

- (i) China Gold Finance undertakes that, upon the occurrence of any of the following circumstances, it shall notify the Group in writing within two working days and take measures to prevent the occurrence or expansion of losses:

- (a) occurrence of a run on deposits, inability to repay large matured debts, large overdue loans or large guaranteed advances, serious information system failures, robbery or fraud, or directors or senior management personnel being involved in serious violations of discipline, criminal cases, or other major events;
 - (b) occurrence of major institutional changes, equity transactions, or operational risks that affect or may affect China Gold Finance's normal operations;
 - (c) securities investment business suffering huge losses, with the amount of loss reaching 50% of its registered capital;
 - (d) China Gold Finance's shareholders failing to repay their liabilities to it for more than six months past due;
 - (e) any of China Gold Finance's asset-liability ratio indicators failing to comply with the Measures or other regulations of regulatory authorities;
 - (f) China Gold Finance being subject to administrative penalties, ordered rectifications, or other major circumstances by regulatory authorities such as the PBC or the NFRA;
 - (g) other matters that may pose major safety risks to the deposit of the Group;
- (ii) to provide the Group with annual audit reports issued by accounting firms qualified for securities and futures-related businesses, and to provide accounting statements or financial reports as required by the Group;
 - (iii) to provide the Group with an ongoing risk assessment report on a semi-annual basis to assess the business and financial risks of China Gold Finance, to ensure that (a) its capital adequacy ratio shall not be less than 10.5% (net capital/(credit risk-weighted assets + market risk-weighted assets + operational risk-weighted assets)); (b) its fixed assets ratio shall not exceed 20% (self-owned fixed assets/net capital); (c) its investment ratio shall not exceed 70% (total investment/net capital); (d) its interbank borrowing ratio shall not exceed 100% (interbank borrowings/net capital); and (e) its guarantee ratio shall not exceed 100% (guarantee risk exposure/total capital); and
 - (iv) without the Group's prior consent, China Gold Finance will not have the discretion to use the funds deposited by the Group to extend financial services or financial assistance to any entity other than the Group (including any sister company and/or affiliate of China National Gold).

Representations and undertakings (iii) and (iv) have been newly introduced by the Second Supplemental Financial Services Agreement.

Under the 2024 Financial Services Agreement, in accordance with the Measures and the Articles of Association of China Gold Finance, China National Gold has made a written commitment to the NFRA to assume the ultimate responsibility of increasing capital, and taking other supporting measures, in the event of payment difficulties or other emergencies of China Gold Finance. The Second Supplemental Financial Services Agreement further introduced an additional representation and warranty under which, upon the occurrence of operational difficulties, it shall proactively report to China National Gold, which shall then implement measures such as increasing capital and other supporting measures in accordance with its commitments made to the NFRA.

Furthermore, China Gold Finance is 60% directly owned by China National Gold and 40% directly owned by Zhongjin Gold, which is a non-wholly-owned subsidiary of China National Gold. In addition, 1 of 4 of the board of directors of China Gold Finance are the directors/senior management of China National Gold. This shareholding and board representation enables China National Gold to exercise effective oversight, management and control over China Gold Finance, thereby further safeguarding the security of the deposits placed by the Group with China Gold Finance and aligning the operations and risk management of China Gold Finance with the overall interests of the Group.

REGULATORY MATTERS

Implications under the Hong Kong Listing Rules

As (i) China Gold Finance is 60% directly owned by China National Gold and 40% directly owned by Zhongjin Gold, which is a non-wholly-owned subsidiary of China National Gold; and (ii) China National Gold directly and wholly owns CNGGHK, which directly holds approximately 40.01% of the outstanding shares of the Company, China Gold Finance is a connected person to the Company and therefore the transactions contemplated under the Second Supplemental Financial Services Agreement constitute continuing connected transactions under Chapter 14A of the Hong Kong Listing Rules.

As the Lending Services (i) constitute financial assistance to be received by the Group from a connected person; (ii) will be provided on normal commercial terms or better (in particular, the interest rate payable by the Group to China Gold Finance for the Lending Services shall not be higher than the lending rates offered by the Major PRC Commercial Banks); and (iii) will not be secured by the assets of the Group (in particular, in the event that the Company or its PRC subsidiaries is unable to repay the loan under the Lending Services, China Gold Finance will not be permitted to offset such outstanding loans against any deposits of the Company or its PRC subsidiaries placed in China Gold Finance under the Deposit Service), the Lending Services are therefore fully exempt pursuant to Rule 14A.90 of the Hong Kong Listing Rules.

As the highest applicable percentage ratio pursuant to the Hong Kong Listing Rules in respect of the Settlement Services and the Other Financial Services does not exceed 0.1%, the Settlement Services and the Other Financial Services are exempt from the approval of Independent Shareholders pursuant to Rule 14A.76(1)(a) of the Hong Kong Listing Rules.

As the highest applicable percentage ratio pursuant to the Hong Kong Listing Rules in respect of the Deposit Service is higher than 25%, the Deposit Service constitutes a major transaction and is subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Hong Kong Listing Rules.

As the highest applicable percentage ratio pursuant to the Hong Kong Listing Rules in respect of the Deposit Service is higher than 5%, the Deposit Service is subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

Implications under applicable Canadian Securities Laws

As the Company is listed on the TSX, the Company is subject to MI 61-101 which, among other things, regulates related party transactions. Pursuant to MI 61-101, related party transactions are subject to formal valuation and minority shareholder approval requirements unless an exemption is available.

The Continuing Connected Transactions are related party transactions for the Company for purposes of MI 61-101 by virtue of the relationship between the Company and China Gold Finance.

The Second Supplemental Financial Services Agreement is exempt from the formal valuation requirements of MI 61-101 as the Second Supplemental Financial Services Agreement involves deposits or lending services that are not subject to a formal valuation under MI 61-101. The Second Supplemental Financial Services Agreement is subject to the minority shareholder approval requirements of MI 61-101, which are to be satisfied by the approval of the Independent Shareholders.

The proposed maximum annual transaction amounts during the term of the Second Supplemental Financial Services Agreement are exempted from the approval of the Independent Shareholders in accordance with MI 61-101.

BOARD APPROVAL

Based on the above, the Board (excluding the Independent Board Committee who will form its view after considering the advice of the Independent Financial Adviser) considers that the terms of the Second Supplemental Financial Services Agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms or better, and in the interests of the Company and its Shareholders as a whole.

The Board (excluding the Independent Board Committee who will form its view after considering the advice of the Independent Financial Adviser) also considers that the 2027-2029 Deposit Caps are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

The Board has approved the Second Supplemental Financial Services Agreement, the transactions contemplated thereunder and the 2027-2029 Deposit Caps. Mr. Chenguang Hou (executive Director), Mr. Yuanhui Fu (executive Director), Ms. Na Tian (executive Director) and Mr. Wanming Wang (non-executive Director) were considered to have a material interest in the transaction by virtue of their positions or relationships with CNG and abstained from voting on the relevant Board resolution. The remaining Directors confirmed that they had no material interest in the transaction.

CONVENING OF THE EGM & RECORD DATE

The Company hereby announces that the Board has approved to convene an extraordinary general meeting of the shareholders on December 21, 2026, Vancouver time (December 22, 2026, Hong Kong time) (the “**Meeting**”) in Vancouver, British Columbia, Canada for shareholders to consider, and if thought fit, approve, among other things, the Second Supplemental Financial Services Agreement.

The Board has also decided to fix the record date for the determination of the shareholders who are entitled to receive the notice of, and to attend and vote at, the Meeting or any adjournment thereof, on November 9, 2026 (the “**Record Date**”). Shareholders whose names appear on the register of shareholders of the Company at the close of business on the Record Date will be entitled to attend the Meeting and cast votes, subject to the applicable abstention requirements under the Hong Kong Listing Rules.

As at the date of this announcement, CNG was interested in 158,588,330 Shares, representing approximately 40.01% of the issued Shares. CNG and its associates will abstain from voting on the ordinary resolution concerning the Second Supplemental Financial Services Agreement, the transactions contemplated thereunder and the 2027-2029 Deposit Caps at the Meeting. Save as disclosed above, the Directors are not aware of any other Shareholder who is required to abstain from voting on the resolution.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee was established to advise the Independent Shareholders on whether the terms of the Second Supplemental Financial Services Agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms or better, and in the interests of the Company and its Shareholders as a whole; whether the 2027-2029 Deposit Caps are fair and reasonable and in the interests of the Company and its Shareholders as a whole; and how the Independent Shareholders should vote on the ordinary resolution at the Meeting.

Rainbow Capital (HK) Limited has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

DESPATCH OF INFORMATION CIRCULAR

An information circular containing, among other things, (i) further details of the Second Supplemental Financial Services Agreement, (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from Rainbow Capital (HK) Limited to the Independent Board Committee and the Independent Shareholders; (iv) a notice of the Meeting, and (v) other information required under the Hong Kong Listing Rules, will be dispatched to the Shareholders on or around November 19, 2026, as more time is needed to finalise the content of the information circular.

DEFINITIONS

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

“2024 Financial Services Agreement”	the financial services agreement dated May 8, 2024 entered into between the Company and China Gold Finance, as supplemented by the First Supplemental Financial Services Agreement, and where the context requires, as to be further amended by the Second Supplemental Financial Services Agreement;
“2027-2029 Deposit Caps”	the maximum daily balance of the deposits (including any interest accrued therefrom) set for the Deposit Service for the three years ending December 31, 2029;
“Board”	the board of Directors;
“CBIRC”	the China Banking and Insurance Regulatory Commission, which was replaced by NFRA in 2023;
“China Gold Finance”	China National Gold Group Finance Co., Ltd.;
“China National Gold” or “CNG”	China National Gold Group Co., Ltd. (formerly known as China National Gold Group Corporation), the ultimate controlling Shareholder;
“CNGGHK”	China National Gold Group Hong Kong Limited, a wholly-owned subsidiary of China National Gold;
“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;

“Continuing Connected Transactions”	the transactions contemplated under the Second Supplemental Financial Services Agreement;
“CSH Mine”	the Chang Shan Hao gold mine located in Inner Mongolia Autonomous Region, the PRC;
“Deposit Service”	the deposit services provided by China Gold Finance to the Group pursuant to the 2024 Financial Services Agreement, as supplemented, being the placement of deposits by the Group with China Gold Finance;
“Director” or “Directors”	the director or directors of the Company;
“First Supplemental Financial Services Agreement”	the first supplemental agreement dated June 6, 2024 entered into between the Company and China Gold Finance amending certain terms of the 2024 Financial Services Agreement;
“Group”	the Company and its subsidiaries;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Independent Board Committee”	the independent board committee of the Company comprising all of the INEDs;
“Independent Financial Adviser”	Rainbow Capital (HK) Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Deposit Service and the 2027-2029 Deposit Caps;
“Independent Shareholders”	Shareholders other than China National Gold, CNGG HK and their respective associates who are required to abstain from voting on the relevant resolution(s) at the Meeting;
“INEDs” or each “INED”	the independent non-executive Directors;
“Jiama Mine”	the Jiama copper-gold polymetallic mine located in Tibet Autonomous Region, the PRC;

“Lending Services”	the lending services provided by China Gold Finance to the Group pursuant to the 2024 Financial Services Agreement, as supplemented;
“Major PRC Commercial Banks”	the four major state-owned commercial banks in the PRC, namely Industrial and Commercial Bank of China, Agricultural Bank of China, Bank of China and China Construction Bank;
“Measures”	the Administrative Measures on Finance Companies of Enterprise Groups (《企業集團財務公司管理辦法》) issued by the NFRA, as amended from time to time;
“MI 61-101”	Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions;
“NFRA”	National Administration of Financial Regulation, which replaced CBIRC in 2023, which is responsible for the unified supervision of the financial industry, excluding the securities sector, in the PRC;
“Other Financial Services”	other financial services provided by China Gold Finance to the Group pursuant to the 2024 Financial Services Agreement, as supplemented, including financial and financing advisory, credit certification and related consultation and agency services;
“PBC”	the People’s Bank of China;
“PRC”	The People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Second Supplemental Financial Services Agreement”	the second supplemental agreement dated October 16, 2026 entered into between the Company and China Gold Finance amending certain terms of the 2024 Financial Services Agreement, as supplemented;
“Settlement Services”	the settlement services provided by China Gold Finance to the Group pursuant to the 2024 Financial Services Agreement, as supplemented;
“SFO”	Securities and Futures Ordinance (Cap. 571 of Laws of Hong Kong);
“Share(s)”	share(s) of the Company;

“Shareholder(s)”	holder(s) of Share(s);
“Toronto Stock Exchange” or “TSX”	The Toronto Stock Exchange;
“US\$” or “USD”	United States dollars, the lawful currency of the United States of America;
“Zhongjin Gold”	Zhongjin Gold Corp., Ltd., a subsidiary of China National Gold listed on the Shanghai Stock Exchange;
“%”	percent.

By order of the Board
China Gold International Resources Corp. Ltd.
Mr. Chenguang Hou
Chairman and Chief Executive Officer

Hong Kong, October 16, 2026

As at the date of this announcement, the Board comprises Mr. Chenguang Hou, Mr. Yuanhui Fu, and Ms. Na Tian as Executive Directors, Mr. Wanming Wang as Non-executive Director, and Mr. Yingbin Ian He, Mr. Wei Shao, Mr. Bielin Shi and Ms. Ruixia (Rane) Han as Independent Non-executive Directors.