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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated November 17, 2010 (the "Prospectus") issued by China Gold International Resources Corp. Ltd. (the "Company") for detailed information about the Global Offering described below before deciding whether or not to invest in the shares thereby being offered.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") 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.

Unless defined herein, terms in this announcement shall have the same meanings as those defined in the Prospectus.

In connection with the Global Offering, Citigroup Global Markets Asia Limited, as the Stabilizing Manager, or any of its affiliates acting for it, on behalf of the Underwriters, may, but is not obliged to, over-allocate or effect any other transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the last day for the lodging of applications under the Hong Kong Public Offering. The Stabilizing Manager has been appointed for the purposes of the Global Offering in accordance with the Securities and Futures (Price Stabilizing) Rules under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and, should stabilizing transactions be effected in connection with the Global Offering, this will be at the absolute discretion of the Stabilizing Manager. The details of the intended stabilization are contained in the Prospectus. The number of Offer Shares being offered in the Global Offering may be increased up to an aggregate of 8,049,000 additional Offer Shares through the exercise of the Over-allotment Option expected to be granted to the Stabilizing Manager by the Company and exercisable by the Stabilizing Manager or its affiliates, at any time from the Listing Date up to (and including) the date which is the 30th day after the last date for lodging of Application Forms under the Hong Kong Public Offering. In the event the Over-allotment Option is exercised, an announcement will be made.

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

中國黃金國際資源有限公司*

(Incorporated in the British Columbia, Canada with limited liability)

(於加拿大卑詩省註冊成立的有限公司)

GLOBAL OFFERING

Number of Offer Shares	: 53,660,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 5,366,000 Shares (subject to adjustment)
Number of International Offer Shares	: 48,294,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$44.96 per Offer Share plus brokerage fee of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)
Nominal value	: Not applicable
Stock code	: 2099

Sole Global Coordinator and Sole Sponsor



Joint Bookrunners and Joint Lead Managers



BOC INTERNATIONAL

The Global Offering consists of (subject to adjustment and the Over-allotment Option) (a) the Hong Kong Public Offering of 5,366,000 Shares (subject to adjustment) in Hong Kong and (b) the International Offering of 48,294,000 Shares (subject to adjustment and the Over-allotment Option) in the United States with QIBs (qualified institutional buyers) in reliance on Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act, and outside the United States in reliance on Regulation S, representing 10% and 90%, respectively, of the total number of Shares initially being offered in the Global Offering. Application has been made to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the additional Shares to be offered pursuant to the Skyland Acquisition and the exercise of the Over-allotment Option and the Shares to be issued pursuant to the Pre-IPO Share Options), as well as compliance with stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange in any trading day is required to take place in CCASS on the second Business Day thereafter. All activities of CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on December 1, 2010, it is expected that dealings in the Shares on the Stock Exchange are expected to commence at 9:30 a.m. on December 1, 2010.

The Shares will be traded in board lots of 100 each. Applicants must pay the maximum Offer Price of HK\$44.96 per Hong Kong Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005% at the time of application. This means that for one board lot of 100 Shares, applicants will have to pay HK\$4,541.31. Applications must be for a minimum of 100 Shares.

Applicants who apply on **WHITE** Application Forms for 1,000,000 or more Hong Kong Offer Shares and have indicated in their Application Forms that they wish to collect (where applicable) refund cheques and/or (where applicable) Share certificates in person from the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, may collect (where applicable) refund cheques and/or (where applicable) Share certificates in person from 9:00 a.m. to 1:00 p.m. on Monday, November 29, 2010. Identification and (where applicable) authorization documents acceptable to Computershare Hong Kong Investor Services Limited must be produced at the time of collection.

Applicants who apply by giving **electronic application instructions** to the **White Form eIPO** Service Provider through the **White Form eIPO** service (www.eipo.com.hk) for 1,000,000 or more Hong Kong Offer Shares and who wish to collect (where applicable) Share certificates in person from the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, may collect (where applicable) Share certificates in person from 9:00 a.m. to 1:00 p.m. on Monday, November 29, 2010, or such other date as notified by the Company in the newspapers as the date of dispatch of e-Refund payment instructions/refund cheque(s)/Share certificate(s).

Applicants who apply by giving **electronic application instructions** to the **White Form eIPO** Service Provider through the **White Form eIPO** service (www.eipo.com.hk) and paid the application monies through a single bank account, may have e-Refund payment instructions (if any) dispatched to the application payment account on or around Monday, November 29, 2010. Applicants who apply through the **White Form eIPO** service by paying the application monies through multiple bank accounts, may have (where applicable) refund cheque(s) sent to the address specified in their application instructions to the designated **White Form eIPO** Service Provider on or around Monday, November 29, 2010, by ordinary post and at their own risk.

Applicants who apply on **YELLOW** Application Forms for 1,000,000 or more Hong Kong Offer Shares and have indicated in their Application Forms that they wish to collect refund cheques in person may collect their refund cheques (if any) but may not elect to collect their Share certificates, as they will be deposited into CCASS for credit to their designated CCASS Participants' stock accounts or CCASS Investor Participant stock accounts, as appropriate. The procedure for collection of refund cheques for applicants who apply on **YELLOW** Application Forms for Shares is the same as that for **WHITE** Application Form applicants. Instead of using **YELLOW** Application Forms, applicants may electronically instruct HKSCC to cause HKSCC Nominees to apply for the Hong Kong Offer Shares on their behalf via CCASS. Any Hong Kong Offer Shares allocated to such applicants will be registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock account or their designated CCASS Participant's stock account. For applicants who apply for (i) less than 1,000,000

Hong Kong Offer Shares using a **WHITE** and **YELLOW** Application Form or (ii) 1,000,000 Hong Kong Offer Shares or more but have not indicated in their application that they will collect their Share certificate(s) (where applicable) and/or refund cheque(s) (where applicable) in person, it is expected that their Share certificate(s) and/or refund cheque(s) (where applicable) will be sent to the address in their application on Monday, November 29, 2010, by ordinary post and at their own risk.

Applicants who would like to have allotted Hong Kong Offer Shares registered in their own names should complete and sign the **WHITE** Application Forms or give **electronic application instructions** to the **White Form eIPO** Service Provider through the **White Form eIPO** service (www.eipo.com.hk). Applicants who would like to have allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock account or the stock account of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, copies of which, together with the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Wednesday, November 17, 2010 until 12:00 noon on Monday, November 22, 2010 at the Depository Counter of HKSCC, at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road, Central, Hong Kong or from their stockbroker, or (ii) arrange to give **electronic application instructions** to HKSCC via CCASS.

No receipt will be issued for application monies received.

Copies of the Prospectus, together with **WHITE** Application Forms, may be obtained during normal business hours in the same period from:

1. Citigroup Global Markets Asia Limited, 50th Floor, Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong; or
2. BOCI Asia Limited, 26/F, Bank of China Tower, 1 Garden Road, Central, Hong Kong; or
3. CLSA Limited, 18/F, One Pacific Place, 88 Queensway, Hong Kong; or
4. any of the following branches of:

Bank of China (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Quarry Bay Branch	Parkvale, 1060 King's Road, Quarry Bay
	Shek Tong Tsui Branch	534 Queen's Road West, Shek Tong Tsui
	United Centre Branch	Shop 1021, United Centre, 95 Queensway
Kowloon	Mong Kok (President Commercial Centre) Branch	608 Nathan Road, Mong Kok
	Wang Kwun Road Branch	Unit G1, Nan Fung Commercial Centre, Wang Kwun Road, Kowloon Bay
	Festival Walk Branch	Unit LG256, Festival Walk, Kowloon Tong

New Territories	Metro City Branch	Shop 209, Level 2, Metro City Phase 1, Tseung Kwan O
	Fo Tan Branch	No. 2, 1/F Shatin Galleria, 18–24 Shan Mei Street, Fo Tan
	Yuen Long (Hang Fat Mansion) Branch	8–18 Castle Peak Road, Yuen Long

The Hongkong and Shanghai Banking Corporation Limited

	Branch Name	Address
Hong Kong Island	Hong Kong Office	Level 3, 1 Queen’s Road Central
	North Point Branch	G/F, Winner House, 306-316 King’s Road, North Point
	Hay Wah Building Branch	G/F, Hay Wah Bldg, 71–85 Hennessy Rd, Wan Chai
	Sheung Wan Branch	Shop A, G/F, Guangdong Investment Tower, 293–301 Des Voeux Road Central
Kowloon	Kwun Tong Branch	No. 1, Yue Man Square, Kwun Tong
	Mong Kok Branch	Basement & U/G, 673 Nathan Road, Mong Kok
New Territories	Citywalk Branch	Shops G21–22, Citywalk, 1 Yeung Uk Road, Tsuen Wan
	East Point City Branch	Shop No. 198, East Point City, 8 Chung Wa Road, Tseung Kwan O
	Shatin Plaza Branch	Shop 49, Level 1, Shatin Plaza, 21–27 Sha Tin Centre Street, Sha Tin
	Sheung Shui Centre Branch	Shop 1024–1028 & 1030-1031, Level 1, Sheung Shui Centre, Sheung Shui

To be valid, each Application Form must be, amongst other things, accompanied by either one cheque or one banker’s cashier order which is crossed “Account Payee Only” and made payable to “**Bank of China (Hong Kong) Nominees Limited — China Gold Intl Public Offer**”. Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon should be deposited in the special collection boxes provided at any of the branches referred to above at the following times on the following dates:

Wednesday, November 17, 2010 — 9:00 a.m. to 4:30 p.m.
Thursday, November 18, 2010 — 9:00 a.m. to 4:30 p.m.
Friday, November 19, 2010 — 9:00 a.m. to 4:30 p.m.
Saturday, November 20, 2010 — 9:00 a.m. to 1:00 p.m.
Monday, November 22, 2010 — 9:00 a.m. to 12:00 noon

Applicants can also apply for Hong Kong Offer Shares through the **White Form eIPO** service as follow: Applicants can also apply by giving **electronic application instructions** to the **White Form eIPO** Service Provider through the **White Form eIPO** service (www.eipo.com.hk) from 9:00 a.m. on Wednesday, November 17, 2010 until 11:30 a.m. on Monday, November 22, 2010 (or such later date as may apply in the case of a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal being in force as described in the section headed “How to apply for Hong

Kong Offer Shares — Effect of bad weather conditions on the opening of the application lists” of the Prospectus) (24 hours daily, except on the last application day). The latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Monday, November 22, 2010, the last application day, or if the application lists are not open on that day, then by the time and date stated in the section headed “How to apply for Hong Kong Offer Shares — Effect of bad weather conditions on the opening of the application lists” of the Prospectus. Applicants will not be permitted to submit applications to the **White Form eIPO** Service Provider after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained an application reference number from the website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last application day, when the application lists close.

Time for inputting electronic application instructions via CCASS terminals or CCASS Phone System/CCASS Internet System

A CCASS Investor Participant may give **electronic application instructions** through the CCASS Phone System by calling 2979 7888 or through the CCASS Internet System at <https://ip.ccass.com> (using the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time) or go to HKSCC’s Customer Service Centre at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road, Central, Hong Kong and complete an input request form. Prospectuses are also available for collection at the Customer Services Centre of HKSCC.

If you are not a CCASS Investor Participant, you may instruct a broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** to HKSCC via CCASS terminals to apply for Hong Kong Offer Shares on your behalf. CCASS Clearing/Custodian Participants can input **electronic application instructions** through CCASS at the following times:

Wednesday, November 17, 2010 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, November 18, 2010 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, November 19, 2010 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Saturday, November 20, 2010 — 8:00 a.m. to 1:00 p.m.⁽¹⁾
Monday, November 22, 2010 — 8:00 a.m.⁽¹⁾ to 12:00 noon

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, November 17, 2010 until 12:00 noon on Monday, November 22, 2010 (24 hours daily, except the last day of application).

The application lists will be open from 11:45 a.m. to 12:00 noon on Monday, November 22, 2010 (or such later date as may apply in case of certain bad weather conditions as described under the section headed “How to apply for Hong Kong Offer Shares — Effect of bad weather conditions on the opening of the application lists”).

Subject to the terms and conditions set out in the Prospectus and the Application Forms relating thereto, applications made on **WHITE** or **YELLOW** Application Forms, or by giving **electronic application instructions** to HKSCC, must be received no later than 12:00 noon on Monday, November 22, 2010 (or if the application lists are not open on that day, then by 12:00 noon on the next business day the lists are open). Please see the section headed “How to apply for Hong Kong Offer Shares” in the Prospectus for further details. If the conditions to the Global Offering are not fulfilled or waived prior to the times and dates specified, the Global Offering will lapse and the Stock Exchange will be notified immediately. The Company will cause notice of the lapse of the Hong Kong Public Offering to be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on the next day following such lapse. In such eventuality, all application monies will be returned, without interest, on the terms set out in the section headed “How to Apply for Hong Kong Offer Shares” of the Prospectus.

For allocation purposes only, the Hong Kong Offer Shares (after taking into account any adjustment in the number of Offer Shares allocated between the Hong Kong Public Offering and the International Offering) will be divided equally (to the nearest board lot) into two pools of 2,683,000 Shares each: Pool A and Pool B, both of which are available on an equitable basis to successful applicants. The Hong Kong Offer Shares in Pool A will be allocated on an equitable basis to applicants who have applied for Hong Kong Offer Shares with a total subscription amount of HK\$5 million (excluding the brokerage fee, SFC transaction levy and Stock Exchange trading fee payable) or below. The Hong Kong Offer Shares in Pool B will be allocated on an equitable basis to applicants who have applied for Hong Kong Offer Shares with a total subscription amount of more than HK\$5 million (excluding the brokerage fee, SFC transaction levy and Stock Exchange trading fee payable) and up to the total value of Pool B. Applicants should be aware that applications in different pools may receive different allocation ratios. Where one but not both of the pools is undersubscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in that pool and be allocated accordingly. Applicants can only receive an allocation of Hong Kong Offer Shares from either Pool A or Pool B but not from both pools. Multiple or suspected multiple applications and any application for more than 100% of the Hong Kong Offer Shares available for allocation under Pool A or Pool B are liable to be rejected.

The Offer Price is expected to be fixed by agreement between the Joint Bookrunners, on behalf of the Underwriters, and the Company on the Price Determination Date. The Price Determination Date is expected to be on or around Tuesday, November 23, 2010 and, in any event, not later than Saturday, November 27, 2010. If for any reason, the Offer Price is not agreed by November 27, 2010, the Global Offering will not proceed and will lapse. It is expected that the level of indication of interest in the International Offering, the Offer Price and the level of applications and the basis of allotment under the Hong Kong Public Offering will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on Monday, November 29, 2010. The results of allocation (with identification document numbers of successful applicants and the number of the Hong Kong Offer Shares successfully applied for) will be published on the Stock Exchange’s website at www.hkexnews.hk, Company’s website at www.chinagoldintl.com and the result of allotment website www.iporeresults.com.hk and other channels as described in the section headed “How to apply for Hong Kong Offer Shares — Results of allocations” in the Prospectus.

If your application for Shares under the Hong Kong Public Offering is partially successful, wholly unsuccessful or if the Offer Price is less than the maximum Offer Price of HK\$44.96, your application monies (or the relevant portion of it) will be refunded to you without interest on terms set out in the section headed “How to Apply for Hong Kong Offer Shares — Dispatch/Collection of Share certificates and refund monies” of the Prospectus.

In connection with the Global Offering, Citigroup, as Stabilizing Manager, or any person acting for it, on behalf of the Underwriters, may, to the extent permitted by applicable laws of Hong Kong or elsewhere, over-allocate or effect any other transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the last day for the lodging of applications under the Hong Kong Public Offering. Any market purchases of Shares will be effected in compliance with all applicable laws and regulatory requirements. However, there is no obligation on the Stabilizing Manager or any person acting for it to conduct any such stabilizing activity, which if commenced, will be done at the absolute discretion of the Stabilizing Manager and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end within 30 days of the last day for the lodging of applications under the Hong Kong Public Offering. The number of Shares that may be over-allocated will not exceed the number of Shares that may be sold under the Over-Allotment Option, namely 8,049,000 Shares, which is approximately 15% of the Offer Shares initially available under the Global Offering.

If you are applying using a **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC and your application is wholly or partially successful, your Share certificate will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to your CCASS Investor Participant stock account or the stock account of any designated CCASS Participant giving **electronic application instructions** on your behalf or as instructed by you in your **YELLOW** Application Form on Monday, November 29, 2010 or in the event of a contingency, on any other date as shall be determined by HKSCC or HKSCC Nominees. If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Hong Kong Offer Shares allocated to you (and the amount of refund money payable to you if you have instructed a CCASS Clearing/Custodian Participant to give **electronic application instructions** on your behalf) with that CCASS Participant. If you are applying as a CCASS Investor Participant, you should check the announcement published by the Company on Monday, November 29, 2010 and report any discrepancies to HKSCC before 5:00 p.m. on Monday, November 29, 2010 or such other date as shall be determined by HKSCC or HKSCC Nominees. Immediately after the credit of the Hong Kong Offer Shares to your account, you can also check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your CCASS Investor Participant stock account and the amount of refund money (if any) credited to your designated bank account (if you are applying by giving **electronic application instructions** to HKSCC).

The Company will not issue temporary documents of title. Share certificates will only become valid certificates of title at 8:00 a.m. on Wednesday, December 1, 2010 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for termination” in the Prospectus has not been exercised.

Dealings in the Shares on the Stock Exchange are expected to commence at 9.30 a.m. on Wednesday, December 1, 2010. The Shares will be traded in board lots of 100 Shares each.

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

By order of the Board
China Gold International Resources Corp. Ltd.
Mr. Sun Zhaoxue
Chairman

Hong Kong, November 17, 2010

* *for identification purposes only*

*Please also refer to the published version of this announcement in **South China Morning Post**.*