



CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

(a company incorporated under the laws of British Columbia, Canada with limited liability)

(TSX Symbol: CGG)

(HKEX Stock Code: 2099)

One Bentall Centre

**Suite 660, 505 Burrard Street, Box 27
Vancouver, British Columbia V7X 1M4
Telephone: 604-609-0598**

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the Shareholders will be held [at the Vancouver offices of the Company located at Suite 660, 505 Burrard Street, Vancouver, British Columbia, V7X 1M4](#), on **June 27**, 2024 commencing at **5:00 p.m.** Vancouver time (being **June 28, 2024** at **8:00 a.m.** Hong Kong time), for the purposes of considering, and, if thought fit, to pass, with or without variation, the following resolutions. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the information circular of the Company dated June 6, 2024 accompanying this notice (the “**Information Circular**”):

1. to receive the Company’s audited consolidated financial statements for the financial year ended December 31, 2023, together with the report of the Board and the auditors’ report thereon;
2. to appoint auditors of the Company for the ensuing year and to authorize the Board to fix the auditors’ remuneration;
3. to set the number of Directors to be elected at the Meeting at nine (9);
4. to elect Directors for the ensuing year;
5. to grant to the Board a general mandate to allot, issue and otherwise deal with unissued Shares and/or sell or transfer treasury shares (as defined in the Hong Kong Listing Rules which will come into effect on June 11, 2024 and as amended from time to time) of the Company (the “Treasury Shares”) not exceeding 20% of the aggregate number of issued Shares (excluding Treasury Shares) as at the date of the passing of this resolution and the said approval shall be limited accordingly, as more particularly described in the Information Circular accompanying this notice;
6. to grant to the Board a general mandate to repurchase shares not exceeding 10% of the aggregate number of issued Shares (excluding Treasury Shares) as at the date of the passing of this resolution and the said approval shall be limited accordingly, as more particularly described in the Information Circular accompanying this notice;
7. to extend the mandate to allot, issue and otherwise deal with unissued Shares and/or sell or transfer Treasury Shares by the addition thereto of the Shares repurchased by the Company, as more particularly described in the Information Circular accompanying this notice;
8. to consider and, if thought fit, pass, with or without variation, an ordinary resolution of Independent Shareholders (consisting of the Shareholders other than China National Gold Group Co., Ltd. and any of its associates):
 - (a) the 2024 Financial Services Agreement dated May 8, 2024 (as amended by the Supplemental Agreement dated June 6, 2024) and the transactions contemplated thereunder, as more particularly described in the Information Circular;

- (b) the 2024-2026 Deposit Caps, as more particularly described in the Information Circular; and
- (c) to authorize any one Director to do such further acts and things and to execute or cause to be executed, and to deliver or cause to be delivered, such other documents and instruments under hand (or where required, under the common seal of the Company together with another director or any other person authorized by the Board), and to take all such steps which in the opinion of such Director deems necessary or desirable to implement and/or carry out to give effect to the terms of this resolution; and

9. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The Board has fixed May **23**, 2024, Vancouver time (i.e., May 24, 2024, Hong Kong time) as the record date for determining the Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournments thereof.

Instructions to access the Information Circular and a form of proxy solicited by management of the Company for the Meeting (the “**Form of Proxy**”) accompany this notice. The Information Circular contains details of the matters to be considered at the Meeting. Information regarding the appointment of auditors and the election of directors may be found in the Information Circular under the headings “Appointment of Auditors”, “Election of Directors”, respectively.

Form of Corporate Communications

The Company makes available English and Chinese versions of its corporate communications on the Company’s website at www.chinagoldintl.com, the HKEX news website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and SEDAR+ at www.sedarplus.ca. A holder of the Company’s shares may also elect from time to time to receive corporate communications in printed form, and in English language or in Chinese language or in both English and Chinese language, by reasonable notice in writing to the Company c/o the Hong Kong Share Registrar or by email to chinagold.ecom@computershare.com.hk.




In the event of any discrepancy, the English version of this Information Circular shall prevail.

Website Where Meeting Materials are Posted

Electronic copies of the Information Circular, proxy related materials, the annual audited consolidated financial statements of the Company for the year ended December 31, 2023 and management’s discussion and analysis of the Company’s results of operations and financial condition for the year ended December 31, 2023 may be found on the Company’s SEDAR profile at www.sedarplus.ca, and on the HKEX news website at www.hkexnews.hk and the Company’s website at www.chinagoldintl.com. In relation to the **Meeting**, the notice package for all shareholders will include the Form of Proxy, this notice of the annual general meeting of Shareholders and a supplemental return card (collectively, the “**Meeting Materials**”). We will mail a paper copy of the Meeting Materials to any shareholder who previously requested a paper copy. If you received the notice only and would like a paper copy of the Meeting Materials, please send us a request as set out below.

How to Obtain Paper Copies of the Meeting Materials

The Meeting Materials can be viewed online on the Company's website at www.chinagoldintl.com. Please note that if you request a paper copy of the Meeting Materials, you will not receive a new Form of Proxy or voting instruction form, so you should retain these forms sent to you in order to vote. Shareholders may also obtain paper copies, free of charge on request. Please submit your request by:

	+1 604-609-0598 (not a toll-free number)
	info@chinagoldintl.com
	China Gold International Resources Corp. Ltd. Suite 660, One Bentall Centre 505 Burrard Street Vancouver, BC Canada, V7X 1M4

You can also obtain copies of any document required to be filed by us in Canada and Hong Kong, as well as additional information about us, by:

- > accessing our public filings on SEDAR+ at www.sedarplus.ca and on the HKEX news website at www.hkexnews.hk; or
- > going to our Investors page at www.chinagoldintl.com.

A request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Company or the Transfer Agent, as applicable, by 5:00 p.m. Vancouver time on or before June 25, 2024 (8:00 a.m. on June 26, 2024 Hong Kong time) in order to allow sufficient time for Shareholders to receive the paper copies and to return their Form of Proxy or voting instruction form to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in Vancouver, British Columbia, Canada) prior to the time set for the Meeting or any adjournments or postponements thereof.

Voting

A Form of Proxy is enclosed herewith. Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed Form of Proxy to TSX Trust Company (for Canada) or Computershare Hong Kong Investor Services Limited (for Hong Kong) in accordance with the instructions set out on the Form of Proxy and in the Information Circular. If you are voting your Shares by proxy, TSX Trust Company (Canada) or Computershare Hong Kong Investor Services Limited must receive your completed Form of Proxy not less than 48 hours (excluding Saturday, Sunday and statutory holidays) before the Meeting or any adjournment thereof at which the proxy is to be used.

Non-registered Shareholders receiving these materials through their broker or other intermediary should complete and return the voting instruction form provided to them by their broker or other intermediary in accordance with the instructions provided therein.

Submission of Questions Prior to the Meeting

Shareholders who attend the Meeting shall have the opportunity to submit questions live. Alternatively, Shareholders may submit questions which are substantial and relevant to the resolutions set out in this notice by writing to the Company in advance of the Meeting in the following manner:

1. via email to 2024AGM@chinagoldintl.com; or
2. via post to the registered office of the Company at One Bentall Centre, Suite 660, 505 Burrard Street, Vancouver, British Columbia, V7X 1M4 (for Canada) or the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for Hong Kong),

in each case, by 5:00 p.m. on June 25, 2024 Vancouver time (8:00 a.m. on June 26, 2024 Hong Kong time), being not less than 48 hours (excluding Saturday, Sunday and statutory holidays) before the Meeting.

For verification purposes, questions submitted must be accompanied by the relevant Shareholder’s personal particulars as follows:

- (a) Full name;
- (b) Registered address;
- (c) Number of Shares held;
- (d) Contact telephone number; and

- (e) Email address.

For questions submitted in advance of the Meeting, the Company will endeavor to address as many substantial and relevant questions as possible at the Meeting.

SHAREHOLDERS ARE REMINDED TO REVIEW THE MEETING MATERIALS CAREFULLY BEFORE EXERCISING THEIR RIGHT TO VOTE.

DATED at Vancouver, British Columbia, this 6th day of June 2024.

**BY ORDER OF THE BOARD OF DIRECTORS
OF CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**

 (signed) “Jerry Xie”
Jerry Xie
Executive Vice President and Corporate Secretary

As of the date of this notice, the executive directors of the Company are Mr. Junhu Tong, Mr. Yuanhui Fu, Mr. Weibin Zhang and Ms. Na Tian, the non-executive director of the Company is Mr. Wanming Wang and the independent non-executive directors of the Company are Mr. Yingbin Ian He, Mr. Wei Shao, Mr. Bielin Shi and Ms. Ruixia Han.