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**China Gold International Resources
Corp. Ltd.**

中國黃金國際資源有限公司

(根據大英屬哥倫比亞法例存續的有限公司)

(股份代號：2099)

海外監管公佈

中國黃金國際資源有限公司(TSX:CGG, HK:2099)就其於 2010 年 12 月 1 日完成的對位于中国西藏自治区的甲瑪銅多金屬礦的收購，已經向加拿大 SEDAR(www.sedar.com)提交了商業收購報告。

承董事會命
中國黃金國際資源有限公司
主席
孫兆學 先生

香港，2011 年 2 月 15 日

截至本公佈日期，執行董事為孫兆學先生；宋鑫先生、吳占鳴先生、江向東先生；非執行董事為劉冰先生；及獨立非執行董事為赫英斌先生、陳云飛先生、Gregory Hall 先生及 John King Burns 先生。

FORM 51-102F4
BUSINESS ACQUISITION REPORT

Item 1 Identity of Company

1.1 Name and Address of Company

China Gold International Resources Corp. Ltd. (the “Company”)
One Bentall Centre
Suite 1030, 505 Burrard Street
Vancouver, British Columbia
Canada V7X 1M5

1.2 Executive Officer

For further information, please contact:

Jerry Xie
Executive Vice President and Corporate Secretary
China Gold International Resources Corp. Ltd.
Telephone: 604-695-5034
Mobile (Canada): 604-218-7368
Mobile (China): 0118613948828687

Item 2 Details of Acquisition

2.1 Nature of Business Acquired

Pursuant to the terms of a Share Purchase Agreement (the “Acquisition Agreement”) dated August 30, 2010 among the Company, China National Gold Group Hong Kong Limited (“CNG HK”) and Rapid Result Investments Limited (“Rapid” and together with CNG HK, the “Vendors”), the Company acquired (the “Acquisition”) from the Vendors all of the issued and outstanding shares of Skyland Mining Limited (“Skyland”), a Cayman Island incorporated entity and the owner of the Jiama copper-polymetallic mine (the “Mine”).

Skyland is an investment holding company that holds an indirect 100% interest in the Mine through its subsidiaries, Tibet Jia Ertong Minerals Exploration Ltd. and Tibet Huatailong Mining Development Co., Ltd. Skyland conducts business in one operating segment consisting of acquisition, exploration and production of base and precious metal properties in China. Skyland’s sole property is the Mine, which is located in Tibet.

The Mine hosts large deposits of copper-polymetallic mineralization. Skyland is conducting mining and processing operations on a large, contiguous skarn-type mineral deposit, and is conducting exploration to further quantify a large hornfels type deposit and a large area of prospective exploration.

Skyland is developing and operating mining facilities in two stages. The first stage consists of open pit mining and an initial processing capacity of 6,000 tonnes per day (“tpd”) of ore. The development of the second phase of operations, which includes expansion of estimated total production capacity of up to 12,000 tpd of ore, has also commenced, with completion anticipated for the beginning of 2012.

The mine plan for the Mine, based on existing reserves of approximately 30 years, contemplates production of copper concentrate, molybdenum concentrate and lead concentrate, with gold and silver byproduct credits. Mine life and/or production rates may be increased if resources and other prospective exploration identified to date can be upgraded to reserves based on future exploration and development work.

For a detailed discussion of the business of the Company and the Mine, please see the section entitled “Business” on pages 162 to 170 in the Company’s global offering prospectus dated November 17, 2010 (the “Prospectus”), which is available on SEDAR at www.sedar.com.

2.2 Date of Acquisition

December 1, 2010 (the “Closing Date”)

2.3 Consideration

Skyland Acquisition

The Company issued an aggregate of 170,252,294 common shares (the “Consideration Shares”) at a deemed price of US\$4.36 per Consideration Share in consideration for all the issued capital of Skyland and the assumption of the shareholder loan, of which 86,828,670 Consideration Shares were issued to CNG HK, as owner of 51% interest of Skyland, and 83,423,624 Consideration Shares were issued to Rapid, as owner of 49% interest of Skyland. As of the date of the Acquisition Agreement, the value of the Consideration Shares was US\$742.3 million, subject to a post closing working capital adjustment which is under consideration.

Global Offering and Hong Kong Stock Exchange Listing

Concurrent with, and a condition precedent to, the Company’s acquisition of Skyland, the Company completed a global equity offering (the “Global Offering”) of 53,660,000 common shares at a price of HK\$44.68 per Common Share (US\$5.76), for gross proceeds (the “Proceeds”) of approximately HK\$2.4 billion (approximately US\$309 million) and completed a listing of its common shares on the Main Board of The Stock Exchange of Hong Kong Limited. The Global Offering was conducted through Citigroup Global Markets Asia Ltd. as the sole global coordinator and sole sponsor, and also as joint book runner and joint lead manager of the Global Offering together with BOCI Asia Limited. Pursuant to the related underwriting agreements, the Company granted to the underwriters an over-allotment option (the “Option”) for a period of 30 days to purchase up to an aggregate of 8,049,000 additional common shares, representing approximately 15% of the number of shares initially offered in the Global Offering. The Option was not exercised. The Company paid the underwriters a commission equal to 3% of the Proceeds.

2.4 Effect on Financial Position

It is expected that material changes resulting from development of the Mine may have a significant effect on the results of operations and financial position of the Company. For more information please see (i) Exhibit G entitled “*Pro Forma Financial Statements of China Gold International*” in the Company’s special meeting information circular dated September 13, 2010 (the “Circular”), which is available on SEDAR at www.sedar.com, and (ii) Appendix V-B

entitled “*Independent Technical Report for the Jiama Mine*” in the Prospectus, which is available on SEDAR at www.sedar.com.

2.5 Prior Valuations

The Acquisition was a “related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”) and MI 61-101 required the Company to obtain an independent valuation to support the consideration paid for Skyland. The Company formed a special committee of independent directors to review the Acquisition and the special committee of independent directors retained Haywood Securities Inc. to deliver a valuation (the “Valuation”) of Skyland and the Consideration Shares and an opinion as to the fairness of the Acquisition (the “Fairness Opinion”) from a financial point of view to the Company’s minority shareholders.

For a more information and to view the Valuation and the Fairness Opinion, please see Exhibit C entitled “*Haywood Valuation and Fairness Opinion*” in the Circular, which is available on SEDAR at www.sedar.com.

2.6 Parties to Transaction

CNG HK, a “related party” of the Company under MI 61-101 and a wholly owned subsidiary of China National Gold Group Corporation (“CNG Group”), the Company’s largest shareholder, and Rapid were the owners of Skyland, as to 51% and 49%, respectively. CNG Group held approximately 39% of the Company’s common shares prior to the Acquisition and completion of the Global Offering. CNG Group continues to hold indirectly approximately 39% of the Company’s common shares as of the date of this report.

Rapid was not an “informed person”, “associate” or “affiliate” of the Company prior to the Acquisition, as those terms are defined under applicable securities legislation. As a result of the Acquisition, Rapid holds approximately 21% of the Company’s common shares as of the date of this report.

2.7 Date of Report

February 10, 2011

Item 3 Financial Statements

For the annual financial statements of Skyland for the year ended December 31, 2009 reference is made to Exhibit E of the Circular, which is available on SEDAR at www.sedar.com.

The Company is relying on interim financial statements for Skyland dated June 30, 2010 (also available in Exhibit E of the Circular) pursuant to the exemption in section 8.4(4) of National Instrument 51-102 allowing reliance on earlier financial statements when certain conditions have been met.