

120360 (Project Shenzhen Allotment) 25/11/2010 18:04 M28 (360 x 540mm x 2)

Unless otherwise defined herein, terms in this announcement shall have the same meanings as those defined in the prospectus dated November 17, 2010 (the "Prospectus") issued by China Gold International Resources Corp. Ltd. (the "Company").

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the shares of the Company (the "Shares"). Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered.

The information contained in this announcement is not for distribution, directly or indirectly, in or into the United States (including its territories and dependencies, any State of the United States and the District of Columbia). These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"). The Shares may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. No public offering of the securities will be made in the United States.

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.

Prospective investors of the Offer Shares should note that Citigroup Global Markets Asia Limited and BOCI Asia Limited (the "Joint Bookrunners") are entitled to terminate their obligations under the Underwriting Agreement by notice in writing to the Company, upon the occurrence of any of the events set out in the section headed "Underwriting — Underwriting Arrangements and Expenses — Grounds for Termination" in the Prospectus, at any time at or prior to 8:00 a.m. (Hong Kong time) on the date on which dealings in Shares first commence on the Stock Exchange (which is currently expected to be on Wednesday, December 1, 2010).

In connection with the Global Offering, Citigroup Global Markets Asia Limited (the "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, which is approximately 15% of the Offer Shares available under the Global Offering (i.e. 8,049,000 Shares). Further details on stabilization are contained in the Prospectus. Stabilizing action will be entered into in accordance with the laws, rules and regulations in place in Hong Kong on stabilization and stabilization action permitted in Hong Kong pursuant to the Securities and Futures (Price Stabilizing) Rules under the Securities and Futures Ordinance.

The Offer Shares are not qualified for sale in Canada and may not be offered and sold in Canada in connection with the Global Offering, directly or indirectly, except in circumstances where an exemption from prospectus and registration requirements is available.

## 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 : 16,098,000 Shares (as adjusted after reallocation)**

**Number of International Offer Shares : 37,562,000 Shares (as adjusted after reallocation and subject to the Over-allotment Option)**

**Offer Price : HK\$44.68 per Offer Share plus brokerage fee of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%**

**Nominal value : Not applicable**

**Stock code : 2099**

**Sole Global Coordinator and Sole Sponsor**



**Joint Bookrunners and Joint Lead Managers**



#### SUMMARY

- The Offer Price has been determined at HK\$44.68 per Offer Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%).
- Based on the Offer Price of HK\$44.68 per Offer Share, the net proceeds from the Global Offering to be received by the Company, after deduction of related underwriting commissions and expenses and assuming no exercise of the Over-allotment Option, is estimated to be approximately HK\$2,306.0 million.
- A total of 12,425 valid applications pursuant to the Hong Kong Public Offering on WHITE and YELLOW Application Forms and through giving electronic application instructions to HKSCC via CCASS or to the White Form eIPO Service Provider under the WHITE Form eIPO service and for a total of 130,394,800 Offer Shares were received, representing approximately 24.30 times of the total number of 5,366,000 Offer Shares initially available under the Hong Kong Public Offering.
- Due to the very significant over-subscription in the Hong Kong Public Offering, the Mandatory Reallocation procedures as described in the section of the Prospectus headed "Structure of the Global Offering" has been applied. A total number of 10,732,000 International Offer Shares have been reallocated from the International Offering to the Hong Kong Public Offering. As a result of such Mandatory Reallocation, the number of Offer Shares allocated to the Hong Kong Public Offering has been increased to 16,098,000 Offer Shares, representing 30% of the total number of Offer Shares initially available under the Global Offering.
- The Shares offered under the International Offering have been very significantly oversubscribed. The final number of Offer Shares offered under the International Offering is 37,562,000 Shares, representing 70% of the Offer Shares in the Global Offering (without taking into account the exercise of the Over-allotment Option). In addition, the number of Shares allocated to the places under the International Offering include over-allocation of 8,049,000 Shares.
- In connection with the Global Offering, the Company has granted to the International Underwriters the Over-allotment Option, exercisable by the Stabilizing Manager (on behalf of the International Underwriters). Pursuant to the Over-allotment Option, the Stabilizing Manager has the right from the Listing Date until 30 days after the last day for lodging applications under the Hong Kong Public Offering, to require the Company to allot and issue up to approximately 15% of the Shares available under the Global Offering, to cover, among other things, over-allocations in the International Offering. In the event that the Over-allotment Option is exercised, an announcement will be made. As at the date of this announcement, the Over-allotment Option has not been exercised.

The Company announces that the results of allocations (with the Hong Kong identity card/passport/Hong Kong business registration number of wholly successful or partially successful applicants) of the Offer Shares in the Hong Kong Public Offering will be available at the times and dates and in the manner specified below:

- Results of allocations of the Hong Kong Public Offering will be available from the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.chinagoldintl.com](http://www.chinagoldintl.com) no later than 8:00 a.m. on Monday, November 29, 2010 onwards;
- Results of allocations will be available from the Company's designated results of allocation website at [www.iporesults.com.hk](http://www.iporesults.com.hk) on a 24-hour basis from 8:00 a.m. on Monday, November 29, 2010 to 12:00 midnight on Sunday, December 5, 2010. The user will be required to key in the Hong Kong identity card/passport/Hong Kong business registration number provided in his/her/its application to search for his/her/its own allocation result;
- Results of allocations will be available from the Company's Hong Kong Public Offering allocation results telephone enquiry hotline. Applicants may find out whether or not their applications have been successful and the number of Offer Shares allocated to them, if any, by calling 2862 8669 between 9:00 a.m. and 10:00 p.m. from Monday, November 29, 2010 to Thursday, December 2, 2010; and
- Special allocation results booklets setting out the results of allocations will be available for inspection during opening hours of individual branches and sub-branches from Monday, November 29, 2010 to Wednesday, December 1, 2010 at all the receiving bank branches and sub-branches at the addresses set out in the paragraph headed "Results of Allocations" in this announcement.

Wholly or partially successful applicants who have applied for 1,000,000 Hong Kong Offer Shares or more and have indicated on their **WHITE** Application Forms that they wish to collect their Share certificates and/or refund cheques (if any) in person may collect their Share certificates and/or refund cheques 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 between 9:00 a.m. and 1:00 p.m. on Monday, November 29, 2010.

Share certificates and/or refund cheques (if any) for Hong Kong Offer Shares allotted to applicants using **WHITE** Application Forms which are either not available for personal collection or which are available but are not collected in person are expected to be dispatched by ordinary post to their addresses as specified on their Application Forms at their own risk shortly after the time for collection.

Applicants who have applied for 1,000,000 Hong Kong Offer Shares or more through the **White Form eIPO** service by submitting an electronic application to the designated **WHITE Form eIPO** Service Provider through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) and their applications are wholly or partially successful may collect their Share certificates (if any) 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 between 9:00 a.m. and 1:00 p.m. on Monday, November 29, 2010.

Share certificates (if any) for Hong Kong Offer Shares allotted to applicants applying through the **White Form eIPO** which are either not available for personal collection or which are available but are not collected in person are expected to be dispatched by ordinary post to their addresses as specified in their application instructions to the designated **White Form eIPO** Service Provider promptly thereafter, by ordinary post and at their own risk.

Applicants who have applied through the **White Form eIPO** and paid their application monies from a single bank account, may have refund monies (if any) dispatched to the application payment bank account in the form of e-Refund payment instructions. Applicants who have applied through the **White Form eIPO** and paid their application monies from multiple bank accounts, may have refund monies (if any) dispatched to the address as specified on the applicants' **White Form eIPO** application in the form of refund cheque(s), by ordinary post at their own risk.

Applicants who have applied for 1,000,000 Hong Kong Offer Shares or more using **YELLOW** Application Forms and have indicated on their Application Forms that they wish to collect their refund cheques (if any) 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 between 9:00 a.m. and 1:00 p.m. on Monday, November 29, 2010.

Share certificates for Hong Kong Offer Shares allotted to applicants using **YELLOW** Application Forms and those who applied by giving **electronic application instructions** to HKSCC via CCASS are expected to be issued in the name of HKSCC Nominees and deposited into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participants' stock accounts on Monday, November 29, 2010, or under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees.

Refund cheques (if any) for applicants using **YELLOW** Application Forms which are either not available for personal collection or which are available but are not collected in person are expected to be dispatched by ordinary post and at their own risk.

Refund monies (if any) for applicants giving **electronic application instructions** to HKSCC via CCASS are expected to be credited to the relevant applicants' designated bank accounts or the designated bank accounts of their brokers or custodians on Monday, November 29, 2010.

Share certificates will only become valid certificates of title provided that the Hong Kong Public Offering has become unconditional in all respects and neither the Hong Kong Underwriting Agreement nor the International Underwriting Agreement has been terminated in accordance with its terms on or before 8:00 a.m., on Wednesday, December 1, 2010. For more information, please refer to the section headed "Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination" in the Prospectus.

The Company will not issue any temporary documents of title. No receipts will be issued for application monies paid. Dealings in the Shares on the Stock Exchange are expected to commence at 9:30 a.m. on Wednesday, December 1, 2010. Shares will be traded in board lots of 100 Shares. The stock code of the Shares is 2099.

### OFFER PRICE AND USE OF NET PROCEEDS FROM THE GLOBAL OFFERING

The Offer Price has been determined at HK\$44.68 per Hong Kong Offer Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%).

Based on an Offer Price of HK\$44.68 per Share, we estimate that we will receive net proceeds from the Global Offering of approximately HK\$2,306.0 million from the 53,660,000 Offer Shares to be offered by the Company, after deducting underwriting fees and expenses payable by us and assuming the Over-allotment Option is not exercised.

We intend to use these net proceeds for the following purposes:

- approximately 27% (approximately HK\$631.6 million) will be used to provide part of the funds required for the production expansion of the Jiama Mine, including:
  - (i) the planned expansion of the ore processing plant and its related tailings storage facilities for the second phase development of the Jiama Mine, representing approximately 11% of the net proceeds (approximately HK\$252.6 million);
  - (ii) the pre-production stripping at the Niumatang Pit in preparation for the Niumatang open-pit mining operations of the Jiama Mine, representing approximately 8% of the net proceeds (approximately HK\$189.5 million);
  - (iii) the development and equipping of the underground mining operation at the Jiama Mine, representing approximately 5% of the net proceeds (approximately HK\$126.3 million); and
  - (iv) the development and construction of miscellaneous supporting and ancillary facilities, representing approximately 3% of the net proceeds (approximately HK\$63.2 million);
- approximately 36% (approximately HK\$832.2 million) for potential acquisition of gold and non-ferrous mineral resources outside of China by focusing on mines at operating stages and advanced mining or exploration projects with high growth prospect;
- approximately 14% (approximately HK\$315.8 million) will be used for further exploration activities to upgrade and expand the resource and reserve of the Jiama Mine and CSH Mine;
- approximately 18% (approximately HK\$421.1 million) will be used to repay
  - (i) the senior unsecured promissory notes in the principal amount of CAD7.5 million held by China National Gold Hong Kong. The interest rate is 12% per annum and payable on a quarterly basis commencing on September 30, 2007. The maturity date is June 26, 2011; and
  - (ii) the unsecured non-revolving shareholder's loan we received in December 2009 from China National Gold Hong Kong. The principal amount is US\$40 million, with an interest rate of 6% per annum and payable on a quarterly basis. It matures in December 2011; and
- approximately 5% (approximately HK\$105.3 million) for additional working capital and other general corporate purposes.

To the extent that the net proceeds from the Global Offering are not immediately applied to the above purposes and to the extent permitted by PRC law and regulations, we intend to deposit the net proceeds into short-term demand deposits and/or money market instruments.

### APPLICATIONS AND INDICATIONS OF INTEREST RECEIVED

As at the close of the application lists at 12:00 noon on Monday, November 22, 2010, a total of 12,425 valid applications (applications on **WHITE** and **YELLOW** Application Forms and through giving **electronic application instructions** to HKSCC via CCASS or to the **WHITE Form eIPO** Service Provider under the **WHITE Form eIPO**) and for a total of 130,394,800 Offer Shares were received, representing approximately 24.30 times the total number of 5,366,000 Offer Shares initially available under the Hong Kong Public Offering.

Of the 12,425 valid applications on **WHITE** and **YELLOW** Application Forms and by **electronic application instructions** given to HKSCC via CCASS or to the **White Form eIPO** Service Provider under the **White Form eIPO** for a total of 130,394,800 Hong Kong Offer Shares, a total of 12,299 applications in respect of a total of 51,762,800 Hong Kong Offer Shares were for Hong Kong Offer Shares with an aggregate subscription amount based on the maximum offer price of HK\$44.96 per Hong Kong Offer Share of 0.003% and the Stock Exchange trading fee of 0.005%, and a total of 126 applications in respect of a total of 78,632,000 Hong Kong Offer Shares with an aggregate subscription amount based on the maximum offer price of HK\$44.96 per Hong Kong Offer Share of more than HK\$5 million (exclusive of brokerage fee of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%). 2 multiple or suspected multiple applications have been rejected. 37 applications have been rejected due to bounced cheques and 1 invalid application has been rejected. No application for more than 2,683,000 Hong Kong Offer Shares has been identified.

The number of Shares validly applied for under the Hong Kong Public Offering represents more than 24.30 times of the initial number of the Hong Kong Offer Shares, therefore Shares will be reallocated to the Hong Kong Public Offering according to the paragraph "Structure of the Global Offering — The Hong Kong Public Offering" in the Prospectus. A total number of 10,732,000 International Offer Shares have been reallocated from the International Offering to the Hong Kong Public Offering. As a result of such Mandatory Reallocation, the number of Hong Kong Offer Shares allocated to the Hong Kong Public Offering has been increased to 16,098,000 Hong Kong Offer Shares (before any exercise of the Over-allotment Option), representing 30% of the total number of Offer Shares initially available under the Global Offering.

The Shares offered under the International Offering have been very significantly oversubscribed. The final number of Offer Shares offered under the International Offering is 37,562,000 Shares, representing 70% of the Offer Shares in the Global Offering (without taking into account the exercise of the Over-allotment Option). In addition, the number of Shares allocated to places the under the International Offering include over-allocation of 8,049,000 Shares.

In connection with the Global Offering, the Company has granted to the International Underwriters the Over-allotment Option, and exercisable by, the Stabilizing Manager (on behalf of the International Underwriters). Pursuant to the Over-allotment Option, the Stabilizing Manager has the right from the Listing Date until 30 days after the last day for lodging applications under the Hong Kong Public Offering, to require the Company to allot and issue up to approximately 15% of the Shares available under the Global Offering, to cover, among other things, over-allocations in the International Offering. In the event that the Over-allotment Option is exercised, an announcement will be made. As at the date of this announcement, the Over-allotment Options have not been exercised.

The Directors confirm that no Offer Share has been allocated to applicants who are directors, existing shareholders and connected persons of the Company within the meaning of the Listing Rules. None of the Joint Lead Managers and the Underwriters and their respective affiliated companies and connected clients (as set out in Appendix 6 to the Listing Rules) has taken up any Offer Shares for its own benefit under the Global Offering.

The Directors confirm that the Global Offering is in compliance with the placing guidelines for equity securities as set out in Appendix 6 to the Listing Rules and no place will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after the Global Offering. As such, the Directors confirm that there will not be any new substantial shareholder immediately after the Global Offering.

**BASIS OF ALLOTMENT UNDER THE HONG KONG PUBLIC OFFERING**

Valid applications made by the public on **WHITE** and **YELLOW** Application Forms and by **electronic application instructions** given to HKSCC via CCASS or to the **White Form eIPO** Service Provider under the **White Form eIPO** will be conditionally allotted on the basis set out below:

No. of Hong Kong Offer Shares applied for	No. of valid applications	Basis of allotment/ballot	Approximate Percentage allotted of the total no. of Hong Kong Offer Shares applied for	No. of Hong Kong Offer Shares applied for	No. of valid applications	Basis of allotment/ballot	Approximate Percentage allotted of the total no. of Hong Kong Offer Shares applied for
<b>POOL A</b>							
100	3,215	1,929 out of 3,215 to receive 100 Shares	60.00%	200,000	40	20,400 Shares plus 29 out of 40 to receive additional 100 Shares	10.24%
200	1,060	100 Shares	50.00%	300,000	22	30,700 Shares plus 2 out of 22 to receive additional 100 Shares	10.24%
300	609	100 Shares plus 85 out of 609 to receive additional 100 Shares	37.99%	400,000	9	40,900 Shares plus 4 out of 9 to receive additional 100 Shares	10.24%
400	430	100 Shares plus 189 out of 430 to receive additional 100 Shares	35.99%	500,000	8	51,100 Shares plus 7 out of 8 to receive additional 100 Shares	10.24%
500	693	100 Shares plus 468 out of 693 to receive additional 100 Shares	33.51%	600,000	8	61,400 Shares plus 1 out of 8 to receive additional 100 Shares	10.24%
600	231	200 Shares	33.33%	700,000	6	71,600 Shares plus 3 out of 6 to receive additional 100 Shares	10.24%
700	131	200 Shares plus 41 out of 131 to receive additional 100 Shares	33.04%	800,000	2	81,900 Shares	10.24%
800	204	200 Shares plus 114 out of 204 to receive additional 100 Shares	31.99%	900,000	4	92,100 Shares plus 1 out of 4 to receive additional 100 Shares	10.24%
900	124	200 Shares plus 98 out of 124 to receive additional 100 Shares	31.00%	1,000,000	11	102,300 Shares plus 7 out of 11 to receive additional 100 Shares	10.24%
1,000	1,537	300 Shares	30.00%	1,500,000	7	153,500 Shares plus 3 out of 7 to receive additional 100 Shares	10.24%
2,000	794	400 Shares	20.00%	2,000,000	5	204,700 Shares plus 1 out of 5 to receive additional 100 Shares	10.24%
3,000	763	500 Shares plus 374 out of 763 to receive additional 100 Shares	18.30%	2,683,000	4	274,600 Shares plus 2 out of 4 to receive additional 100 Shares	10.24%
4,000	257	700 Shares plus 62 out of 257 to receive additional 100 Shares	18.10%				
5,000	502	800 Shares plus 482 out of 502 to receive additional 100 Shares	17.92%				
6,000	136	1,000 Shares plus 84 out of 136 to receive additional 100 Shares	17.70%				
7,000	78	1,200 Shares plus 25 out of 78 to receive additional 100 Shares	17.60%				
8,000	111	1,400 Shares	17.50%				
9,000	64	1,500 Shares	16.67%				
10,000	504	1,600 Shares	16.00%				
15,000	152	2,300 Shares	15.33%				
20,000	215	3,000 Shares	15.00%				
25,000	61	3,700 Shares	14.80%				
30,000	86	4,300 Shares	14.33%				
35,000	26	4,900 Shares	14.00%				
40,000	31	5,400 Shares	13.50%				
45,000	22	6,000 Shares	13.33%				
50,000	100	6,500 Shares	13.00%				
60,000	19	7,500 Shares	12.50%				
70,000	22	8,400 Shares	12.00%				
80,000	19	8,800 Shares	11.00%				
90,000	12	9,400 Shares plus 6 out of 12 to receive additional 100 Shares	10.50%				
100,000	91	10,200 Shares plus 46 out of 91 to receive additional 100 Shares	10.25%				

12,299

and the final number of Offer Shares available in the International Offering is 37,562,000 Offer Shares which were allocated in full, representing 70% of the Offer Shares in the Global Offering (before any exercise of the Over-allotment Option).

**RESULTS OF ALLOCATIONS**

The Company announces that the results of allocations (with the Hong Kong identity card/passport/Hong Kong business registration number of wholly successful or partially successful applicants) of the Offer Shares in the Hong Kong Public Offering will be available at the times and dates and in the manner specified below:

- Results of allocations of the Hong Kong Public Offering will be available from the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.chinagoldintl.com](http://www.chinagoldintl.com) no later than 8:00 a.m. on Monday, November 29, 2010 onwards;
- Results of allocations will be available from the Company's designated results of allocation website at [www.jporeresults.com.hk](http://www.jporeresults.com.hk) on a 24-hour basis from 8:00 a.m. on Monday, November 29, 2010 to 12:00 midnight on Sunday, December 5, 2010. The user will be required to key in the Hong Kong identity card/passport/Hong Kong business registration number provided in his/her/its application to search for his/her/its own allocation result;
- Results of allocations will be available from the Company's Hong Kong Public Offering allocation results telephone enquiry hotline. Applicants may find out whether or not their applications have been successful and the number of Offer Shares allocated to them, if any, by calling 2862 8669 between 9:00 a.m. and 10:00 p.m. from Monday, November 29, 2010 to Thursday, December 2, 2010; and
- Special allocation results booklets setting out the results of allocations will be available for inspection during opening hours of individual branches and sub-branches from Monday, November 29, 2010 to Wednesday, December 1, 2010 at all the receiving bank branches and sub-branches at the following addresses:

Any of the following branches of:

**Bank of China (Hong Kong) Limited**

Branch Name	Address
Bank of China Tower Branch Quarry Bay Branch Shek Tong Tsui Branch United Centre Branch	3/F, 1 Garden Road Parkvale, 1060 King's Road, Quarry Bay 534 Queen's Road West, Shek Tong Tsui Shop 1021, United Centre, 95 Queensway
Mong Kok (President Commercial Centre) Branch Wang Kwun Road Branch Festival Walk Branch	608 Nathan Road, Mong Kok Unit G1, Nan Fung Commercial Centre, Wang Kwun Road, Kowloon Bay Unit LG256, Festival Walk, Kowloon Tong
Metro City Branch Fo Tan Branch Yuen Long (Hang Fat Mansion) Branch	Shop 209, Level 2, Metro City Phase 1, Tseung Kwan O No. 2, 1/F Shatin Galleria, 18-24 Shan Mei Street, Fo Tan 8-18 Castle Peak Road, Yuen Long

**The Hongkong and Shanghai Banking Corporation Limited**

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

Announcement of the level of applications in the Hong Kong Public Offering, the level of indications of interest in the International Offering and the basis of allotment of the Hong Kong Offer Shares will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the Company's website at [www.chinagoldintl.com](http://www.chinagoldintl.com) on Monday, November 29, 2010.

**DISPATCH/COLLECTION OF SHARE CERTIFICATES AND/OR REFUND MONIES**

Applicants who have applied for 1,000,000 Hong Kong Offer Shares or more and have indicated on their **WHITE** Application Forms that they wish to collect their refund cheque(s) (where applicable) and/or share certificate(s) (where applicable) in person and have provided all information required by their application, may collect their refund cheque(s) (where applicable) and/or Share certificates (where applicable) 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 between 9:00 a.m. and 1:00 p.m. on Monday, November 29, 2010. Applicants being individuals who opt for personal collection must not authorize any other person to make collection on their behalf. Applicants being corporations must attend by their authorised representatives bearing letters of authorization stamped with the corporations' respective chops. Both individuals and authorized representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to Computershare Hong Kong Investor Services Limited. Uncollected refund cheque(s) (where applicable) and/or Share certificates (where applicable) will be sent to the address as specified in their application promptly thereafter by ordinary post and at their own risk.

Share certificate(s) for wholly or partially successful applicant, and refund cheque(s) for application monies (if any) in respect of wholly or partially unsuccessful applications and in respect of successful applicants if the offer price is less than the price payable on application using **WHITE** Application Forms to apply for (i) less than 1,000,000 Hong Kong Offer Shares or (ii) 1,000,000 or more Hong Kong Offer Shares but who have not opted for personal collection, or who have opted for personal collection but do not collect in person within the specified period, will be sent to the address on their application on Monday, November 29, 2010, by ordinary post and at their own risk.

Applicants who have applied for 1,000,000 Hong Kong Offer Shares or more through the **White Form eIPO** service by submitting an electronic application to the designated **White Form eIPO** Service Provider through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) may collect their Share certificate(s) 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 between 9:00 a.m. and 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).

Share certificate(s) (where applicable) for Hong Kong Offer Shares allotted to applicants applying through the **White Form eIPO** which are either not available for personal collection or which are available but are not collected in person are expected to be sent to the address specified in their application instructions to the designated **White Form eIPO** Service Provider promptly thereafter by ordinary post and at their own risk.

Applicants who have applied through the **White Form eIPO** service and paid their application monies from a single bank account, may have refund monies (if any) dispatched to the application payment bank account in the form of e-Refund payment instructions. Applicants who have applied through the **White Form eIPO** service and paid their application monies from multiple bank accounts, may have refund monies (if any) dispatched to the address as specified on the applicants' **White Form eIPO** application in the form of refund cheque(s) on or around Monday, November 29, 2010, by ordinary post at their own risk.

Share certificates for Hong Kong Offer Shares allotted to applicants using **YELLOW** Application Forms and those who applied by giving **electronic application instructions** to HKSCC via CCASS, will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to their CCASS Investor Participant stock account or the stock account of their designated CCASS Participant as instructed by them in their application on Monday, November 29, 2010, or under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees.

Applicants applying through a designated CCASS Participant (other than a CCASS Investor Participant) using **YELLOW** Application Forms should check the number of the Hong Kong Offer Shares allocated to them with that CCASS Participant.

Applicants applying as a CCASS Investor Participant on **YELLOW** Application Forms or by giving **electronic application instructions** to HKSCC should check the announcement published by our Company 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. Applicants applying as a CCASS Investor Participant on a **YELLOW** Application may also check their new account balances via the CCASS Phone System and the CCASS Internet System (using the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time) immediately after the credit of the Hong Kong Offer Shares to their CCASS Investor Participant stock accounts. HKSCC will also make available to CCASS Investor Participants an activity statement showing the number of Hong Kong Offer Shares credited to their stock accounts.

Applicants who have applied for 1,000,000 Hong Kong Offer Shares or more using **YELLOW** Application Forms and have elected on their Application Forms that they wish to collect their refund cheques (where applicable) in person, may collect their refund cheques (where applicable) 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 between 9:00 a.m. and 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 collection/dispatch of e-Refund payment instructions/refund cheques/Share certificates.

Refund cheque(s) (if any) for applicants using **YELLOW** Application Forms which are either not available for personal collection or which are available but are not collected in person will be sent to the address on their application on Monday, November 29, 2010, by ordinary post and at their own risk.

Refund monies (if any) for applicants giving **electronic application instructions** to HKSCC via CCASS are expected to be credited to the relevant applicants' designated bank accounts or the designated bank accounts of their brokers or custodians on Monday, November 29, 2010.

Applicants applying through designated CCASS Clearing/Custodian Participants may check the refund amount payable to them through their brokers or custodians on Monday, November 29, 2010. Applicants applying as CCASS Investor Participants can check the amount of refund money payable to them via the CCASS Phone System or the CCASS Internet System on Monday, November 29, 2010, or in the activity statement made available to them by HKSCC after the credit of refund money to their designated bank accounts.

The Company will not issue any temporary documents of title. No receipts will be issued for application monies paid. Share certificates will only become valid certificates of title provided that the Hong Kong Public Offering has become unconditional in all respects and neither the Hong Kong Underwriting Agreement nor the International Underwriting Agreement has been terminated in accordance with its terms on or before 8:00 a.m. on Wednesday, December 1, 2010. For more information, please see the section headed "Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination" in the Prospectus.

**CORNERSTONE INVESTORS**

Based on the Offer Price of HK\$44.68 per Offer Share and pursuant to the cornerstone investment agreements entered into with the Cornerstone Investors as described in the section headed "Cornerstone Investors" in the Prospectus, the Cornerstone Investors have purchased in aggregate 11,276,200 Offer Shares, representing approximately 2.85% of the Shares in issue and outstanding immediately following the completion of the Global Offering (assuming the Over-allotment Option and the Pre-IPO Share Options are not exercised).

Related information of the subscription of each of the Cornerstone Investors is set out below:

	<b>NUMBER OF SHARES</b>	<b>PERCENTAGE OF INTEREST IN THE SHARES IN ISSUE IMMEDIATELY FOLLOWING THE COMPLETION OF THE GLOBAL OFFERING<sup>1</sup></b>
Chow Tai Fook Nominee Limited	2,602,200	0.65%
Golden Eagle International Retail Group Limited	1,734,800	0.44%
ICBC International Strategic Investment Limited	1,734,800	0.44%
Jinchuan Group (Hong Kong) Resources Holdings Limited	1,734,800	0.44%
Surewit Finance Limited	1,734,800	0.44%
Wimkey Limited	1,734,800	0.44%
<b>Total</b>	<b>11,276,200</b>	<b>2.85%</b>

<sup>1</sup> Assuming the Over-allotment Option and the Pre-IPO Share Options are not exercised.

**OVER-ALLOTMENT OPTION**

The Company has granted to the International Underwriters the Over-allotment Option, exercisable by the Stabilizing Manager (or its agent), for the accounts of the Sole Global Coordinator, on behalf of the International Underwriters at any time from the Listing Date, up to (and including) the date which is the 30th day from the last day for the lodging of applications under the Hong Kong Public Offering to require the Company to allot and issue up to 8,049,000 Shares, representing in aggregate approximately 15% of the number of Offer Shares initially available under the Global Offering. These Shares will be sold at the Offer Price. In the event that such Over-allotment Option is exercised, an announcement will be made. As of the date of this announcement, the Over-allotment Option has not been exercised.

**PUBLIC FLOAT**

Immediately after completion of the Global Offering and before the exercise of the Over-allotment Option, approximately 39.95% of the Company's issued share capital will be held by the public and will satisfy the minimum percentage prescribed by Rule 8.08 of the Listing Rules.

**COMMENCEMENT OF DEALINGS**

Assuming that the Global Offering becomes unconditional in all aspects at 8:00 a.m. on Wednesday, December 1, 2010, 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. The stock code of the Shares is 2099.

Hong Kong, November 29, 2010

\* For identification purposes only

As of the date of this announcement, the executive Directors are Mr. Sun Zhaosue, Mr. Song Xin, Mr. Wu Zhuanming and Mr. Jiang Xiangdong, the non-executive Directors are Mr. He Ying Bin Ion, Mr. Chen Yunfei, Mr. Gregory Clifton Hall and Mr. John King Burns.

Please also refer to the published version of this announcement in South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).

By order of the Board  
**Mr. Sun Zhaosue**  
*Chairman*

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