
IMPORTANT

If you are in any doubt about this prospectus, you should obtain independent professional advice.

CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

中國黃金國際資源有限公司*

(a company incorporated in British Columbia, Canada with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering :	53,660,000 Shares (subject to adjustment and 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 (subject to adjustment and the Over-allotment Option)
Maximum Offer Price :	HK\$44.96 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal Value:	Not applicable
Stock Code:	2099

Sole Global Coordinator and Sole Sponsor



Joint Bookrunners and Joint Lead Managers



BOC INTERNATIONAL

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, 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 prospectus.

A copy of this prospectus, having attached thereto the documents specified in “Appendix X — Documents Delivered to the Registrar of Companies and Available for Inspection” to this prospectus, has been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Bookrunners (on behalf of the Underwriters), and us on the Price Determination Date. The Price Determination Date is expected to be on or around November 23, 2010 and in any event, not later than November 27, 2010. The Offer Price will not be more than HK\$44.96 and is currently expected to be not less than HK\$37.21. Investors applying for Hong Kong Offer Shares must pay, on application, the maximum Offer Price of HK\$44.96 per Offer Share stated in the Application Forms, together with brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%.

The Sole Global Coordinator, on behalf of the Underwriters, may, with our consent, reduce the number of Offer Shares and/or, subject to certain limitations under the applicable rules and regulations of the Toronto Stock Exchange, the indicative Offer Price range stated in this prospectus (which is HK\$37.21 to HK\$44.96 per Offer Share) at any time in or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction in the number of Offer Shares and/or the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. Further details are set out in the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in this prospectus.

If, for any reason, the Offer Price is not agreed between the Company and the Joint Bookrunners, on behalf of the Underwriters, on or before November 27, 2010, the Global Offering (including the Hong Kong Public Offering) will not become unconditional and will lapse immediately.

The obligations of the Underwriters under the Hong Kong Underwriting Agreement to subscribe, and to procure applicants for the subscription for, the Hong Kong Offer Shares, are subject to termination by the Sole Global Coordinator, on behalf of the Underwriters, if certain grounds arise prior to 8:00 a.m. on the Listing Date. Such grounds are set out in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” in this prospectus. It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Offer Shares are being offered and sold in the United States only to QIBs in reliance on Rule 144A under the U.S. Securities Act or another exemption from registration requirements of the U.S. Securities Act and outside the United States in accordance with Regulation S under the U.S. Securities Act and the applicable laws of each jurisdiction where those offers and sales occur.

We are listed on the Toronto Stock Exchange and are seeking a dual primary listing on the Stock Exchange. **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.** Upon completion of the Global Offering, all Shares will become fungible and freely tradable on the Toronto Stock Exchange and the Stock Exchange, provided that Offer Shares issued to certain Canadian resident subscribers and the Shares issued in connection with the Skyland Acquisition will be subject to a four month hold period under Canadian securities laws.

November 17, 2010

* for identification purposes only
