
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this prospectus.

“Antaike”	Beijing Antaike Information Development Co., Ltd. (北京安泰科資訊開發有限公司), an information provider based in China for the mining and metals industries, an independent third party to our Group
“Application Form(s)”	white application form(s), yellow application form(s) and Green Application Form(s), or where the context so requires, any of them
“Articles”	the articles of the Company, as adopted by the Company on May 20, 2004 and amended on October 15, 2010
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	a committee of the Board formed to review and monitor the financial affairs of the Company
“Board” or “Board of Directors”	the board of Directors of the Company
“BCBCA”	the British Columbia Business Corporations Act, as amended and supplemented from time to time
“Beijing Honglu”	Beijing Honglu Consultancy Services Company Limited (北京鴻陸聖地諮詢服務有限公司), a limited liability company incorporated under the laws of the PRC on May 18, 2004, an independent third party to our Group
“BOCI”	BOCI Asia Limited, licensed to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO
“Brigade 6”	Brigade 6 of Geological and Mining Resources Exploration and Development Bureau, Tibet Autonomous Region (西藏自治區地質礦產勘查開發局第六地質大隊), an independent third party to our Group
“Brigade 217”	Brigade 217 of the Northwest Geological Bureau of China (中國核工業西北地質局217大隊), the former name of Ningxia Nuclear, our CJV partner of the CSH Mine

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“Business Day”	a day which is not a Saturday, a Sunday or a public holiday and on which banks in Hong Kong, Vancouver and Toronto are generally open for business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Canadian Share Registrar”	CIBC Mellon Trust Company
“Canadian Share Registry”	the central securities register of the Company’s shares maintained pursuant to the BCBCA by the Canadian Share Registrar
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant which may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CIM Standards”	the Definition Standards on Mineral Resources and Mineral Reserves adopted by the Canadian Institute of Mining, Metallurgy and Petroleum, as amended from time to time
“China” or “PRC”	the People’s Republic of China and “Chinese” shall be construed accordingly; except where the context requires, references in this prospectus to the PRC or China do not apply to Hong Kong, the Macau Special Administrative Region of the PRC or Taiwan
“China National Gold”	China National Gold Group Corporation (中國黃金集團公司), a State-owned enterprise established in the PRC on January 14, 2003. China National Gold is controlled by the State-owned Assets Supervision and Administration Commission of the State Council and is our Controlling Shareholder

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“China National Gold Hong Kong”	China National Gold Group Hong Kong Limited (中國黃金集團香港有限公司), a company incorporated in Hong Kong with limited liability on March 20, 2008. China National Gold Hong Kong is a wholly-owned subsidiary of China National Gold and is our Controlling Shareholder
“Citi”	Citigroup Global Markets Asia Limited, which is licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance), and Type 7 (providing automated trading services) regulated activities under the SFO
“CJV”	cooperative joint venture, a form of foreign investment permitted in the PRC under the CJV Law
“CJV Law”	the PRC Sino-Foreign Cooperative Joint Venture Law, as amended and supplemented from time to time
“CNIA”	China Non-ferrous Metals Industry Association (中國有色金屬工業協會), a non-profit, economic and social organization focusing on the non-ferrous industry
“COMEX”	the COMEX Division of New York Mercantile Exchange
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended and supplemented from time to time
“Company” or “our Company”	China Gold International Resources Corp. Ltd. (formerly known as Jinshan Gold Mines Inc.), a company incorporated in British Columbia, Canada and listed on the TSX
“Company Law”	the Company Law of the PRC (中華人民共和國公司法), which was enacted by the Standing Committee of the NPC on December 29, 1993 and became effective on July 1, 1994, as the same may be amended, supplemented or otherwise modified from time to time
“Compensation and Benefits Committee”	a committee of the Board with responsibility for overseeing the remuneration of Directors, chief executive officer and the executive team

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“Completion”	the completion of the Sale and Purchase Agreement pursuant to the terms and conditions thereof
“Completion Date”	the date on which the completion of the Sale and Purchase Agreement occurs, which is the same as the Listing Date
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Consideration Share(s)”	our Shares to be issued to China National Gold Hong Kong and Rapid Result in satisfaction of the consideration pursuant to the Sale and Purchase Agreement
“Controlled Entity”	Any entity in which China National Gold holds an interest as a controlling shareholder (as defined in the Listing Rules), including but not limited to Zhongjin Gold Corporation
“Controlling Shareholder(s)”	China National Gold and China National Gold Hong Kong, which has the meaning ascribed thereto under the Listing Rules, and “controlling interest” will be construed accordingly
“CSH CJV”	Inner Mongolia Pacific Mining Co. Limited (內蒙古太平礦業有限公司), formerly known as Ningxia Pacific Mining Co. Limited (寧夏太平礦業有限公司), a CJV company formed under the laws of the PRC on April 29, 2002, which owns and operates the CSH Mine, in which our Group holds a 96.5% interest through our wholly-owned subsidiary, Pacific PGM
“CSH Mine”	Chang Shan Hao mine (長山壕礦), a gold mine located in Wulate Zhong Qi in Inner Mongolia, in which our Group holds a 96.5% interest through our wholly-owned subsidiary, Pacific PGM
“CSH Technical Report”	the technical report prepared by Independent Technical Expert relating to the CSH Mine as set out in “Appendix V-A — Independent Technical Report for the CSH Mine” to this prospectus
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the Chinese national securities markets

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“CAD”	Canadian dollars, the lawful currency of Canada
“Dadiangou CJV”	Gansu Pacific Mining Company Limited (甘肅太平礦業有限公司), a CJV company formed under the laws of the PRC on September 18, 2006 which owned and operated the Dadiangou Project, in which our Group held 71% interest through our wholly-owned subsidiary, Gansu Mining and which is in the process of completing liquidation procedures
“Dadiangou Project”	大店溝礦, a mineral property located in Taiyangsi Township and Dangchuan Town in Gansu Province, in which our Group held 71% interest through our wholly-owned subsidiary, Gansu Mining and which is in the process of being transferred to Gansu Zhongjin Gold Mining Co. Ltd.
“Director(s)”	director(s) of our Company
“EIT Law”	Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法), as amended on March 16, 2007 and effective from January 1, 2008
“ETF(s)”	Exchange traded fund(s)
“Enlarged Group”	collectively, our Group and the Skyland Group
“Gansu Mining”	Gansu Mining Company (Barbados) Limited, a company incorporated in Barbados with limited liability on September 7, 2007, wholly-owned by our Company
“GFMS”	the GFMS Group, a precious metal consultancy based in London, the United Kingdom, specializing in research on global gold, silver, platinum and palladium markets, an independent third party to our Group
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Gold Operating Permit”	the gold operating permit issued formerly by the NDRC and currently by MIIT that must be obtained before any PRC enterprise can engage in mining activities with respect to gold resources

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“Green Application Form(s)”	the application form(s) to be completed by White Form eIPO Service Provider designated by our Company
“Group” or “our Group”	the Company and its subsidiaries
“Hatch”	Hatch Management Consulting, a Canada-based management consultancy specializing in the metals and mining industries and provides support services such as market studies, an independent third party to our Group
“Hatch Report”	the non-ferrous metals industry report prepared by Hatch dated November 17, 2010
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Offer Shares”	the 5,366,000 Shares being initially offered by us for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to reallocation as described in the section headed “Structure of the Global Offering — Pricing and Allocation” in this prospectus)
“Hong Kong Public Offering”	the offer by the Company of initially 5,366,000 Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering — Pricing and Allocation” in this prospectus) for cash at the Offer Price and on the terms and subject to the conditions stated in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Underwriters — Hong Kong Underwriters” in this prospectus

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“Hong Kong Underwriting Agreement”	the underwriting agreement dated November 16, 2010 relating to the Hong Kong Public Offering entered into by, among others, the Company, the Sole Global Coordinator, the Joint Bookrunners and the Hong Kong Underwriters
“Honglu Investment”	Honglu Investment Holding Company Limited (鴻陸投資控股有限公司), a limited liability company incorporated in the PRC on June 18, 2001 under the Company Law, an independent third party to our Group
“Huatailong”	Huatailong Mining Development Co., Ltd. (西藏華泰龍礦業開發有限公司), a limited liability company incorporated in the PRC on January 11, 2007 under the Company Law. Huatailong is a wholly-owned subsidiary of Jia Ertong
“ICSG”	International Copper Study Group, an inter-governmental forum for information related to the production and use of copper
“ILZSG”	International Lead and Zinc Study Group, an inter-governmental forum for information related to the production, use and trade of lead and zinc
“Independent Technical Expert”	Behre Dolbear Asia, Inc.
“Independent Technical Reports”	the independent technical reports for the CSH Mine and Jiama Mine prepared by the Independent Technical Expert as set out in Appendix V-A and Appendix V-B to this prospectus, respectively
“IFRS”	International Financial Reporting Standards
“Inner Mongolia”	the Inner Mongolia Autonomous Region (內蒙古自治區) of the PRC
“International Mining Business(es)”	gold or other non-ferrous mining operations or assets located outside of China
“International Offering”	the offer and sale of 48,294,000 Shares by the Company (i) in the United States only to QIBs in reliance on Rule 144A or another exemption from registration requirements of the U.S. Securities Act and (ii) outside the U.S. (including to professional investors and excluding retail investors in Hong Kong) in accordance with

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	Regulation S, as further described in the section headed “Structure of the Global Offering — The Global Offering” in this prospectus
“International Offer Shares”	the Shares offered for subscription and sale pursuant to the International Offering
“International Underwriters”	the group of international underwriters that is expected to enter into the International Underwriting Agreement
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering which is expected to be entered into by, among others, the Company, the Sole Global Coordinator, the Joint Bookrunners and the International Underwriters on or around November 23, 2010
“Ivanhoe”	Ivanhoe Mines Limited, a company incorporated under the laws of Yukon Territory, Canada on January 20, 1994 whose shares are listed on the TSX, an independent third party to our Group
“Jia Ertong”	Jia Ertong Mining Development Co., Ltd. (西藏嘉爾通礦業開發有限公司), a limited liability company incorporated in the PRC on October 31, 2003 under the Company Law. Jia Ertong is a wholly-owned subsidiary of Skyland
“Jiama Mine”	Jiama mine (甲瑪礦), a large copper-polymetallic deposit consisting of skarn-type and hornfels-type mineralization located in Metrorkongka County in Tibet, in which the Group will hold 100% interest through its proposed wholly-owned subsidiary, Skyland, upon completion of the Skyland Acquisition
“Jiama Technical Report”	the technical report prepared by the Independent Technical Expert relating to the Jiama Mine as set out in “Appendix V-B — Independent Technical Report for the Jiama Mine” to this prospectus
“Joint Bookrunners”	Citi and BOCI
“Joint Lead Managers”	Citi and BOCI
“JORC Code”	the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, an internationally accepted mineral

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	resource or ore reserve classification system which was first published in September 1999 and revised in December 2004
“km”	kilometer(s)
“Latest Practicable Date” or “LPD”	November 10, 2010
“LBMA”	London Bullion Market Association, a London-based trade association that represents the wholesale gold and silver bullion market in London
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about December 1, 2010, on which the Shares are listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“LME”	London Metal Exchange, an international non-ferrous metals exchange
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange. For the avoidance of doubt, the Main Board excludes the Growth Enterprise Market
“MIIT”	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“Ministry of Commerce” or “MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Ministry of Finance” or “MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“Ministry of Land and Resources” or “MOLAR”	the Ministry of Land and Resources of the PRC (中華人民共和國國土資源部)
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)

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“NINETC”	Nuclear Industry Northwest Economic and Technology Company (核工業西北經濟技術公司), a public institution established in the PRC on November 9, 1992 under the Administrative Regulation on Governing the Registration of Legal Corporation (《企業法人登記管理條例》), our CJV partner of the Dadiangou CJV
“Ningxia Nuclear”	Ningxia Nuclear Industry Geological Exploration Institution (寧夏回族自治區核工業地質勘查院) (formerly known as Brigade 217), a public institution established in the PRC on September 20, 1956, our CJV partner of the CSH CJV
“Nominating and Corporate Governance Committee”	a committee of the Board with responsibility for overseeing the nomination of Directors, chief executive officer and the executive team
“Notice of Articles”	the Notice of Articles of the Company adopted on March 9, 2004 and amended on October 15, 2010
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會), the national legislative body of the PRC
“NI 43-101”	National Instrument 43-101 — Standards of Disclosure for Mineral Projects, the primary rule governing mineral property disclosure under Canadian securities laws, which was initially enacted in February 2001 and revised in December 2005
“Offer Price”	the final Hong Kong dollar price per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) of not more than HK\$44.96 and expected to be not less than HK\$37.21, at which the Shares are to be subscribed for and issued pursuant to the Global Offering, to be determined as further described in the section headed “Structure of the Global Offering — Pricing and Allocation” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option

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“Over-allotment Option”	the option to be granted by the Company to the International Underwriters, exercisable by the Sole Global Coordinator pursuant to the International Underwriting Agreement in whole or from time to time up to (and including) the date which is the 30th day after the last day for the lodging of Application Forms under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 8,049,000 additional Shares, representing approximately 15% of the number of the Offer Shares initially being offered under the Global Offering, at the Offer Price to, among other things, cover over-allocations in the International Offering, if any
“oz”	ounce(s)
“Pacific PGM”	Pacific PGM (Barbados) Inc., a company incorporated in Barbados with limited liability on September 6, 2007, wholly-owned by our Company
“Pacific PGM BVI”	Pacific PGM Inc, a limited liability company incorporated on May 17, 2001 under the laws of BVI, wholly-owned by our Company
“PBOC”	the People’s Bank of China, the central bank of the PRC
“PRC government” or “PRC Government”	the government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities)
“Pre-IPO Share Option(s)”	the 2006 Pre-IPO Share Option(s) and the 2007 Pre-IPO Share Option(s)
“Price Determination Date”	the date, expected to be on or around November 23, 2010 and in any event no later than November 27, 2010, on which the Offer Price is fixed for the purpose of the Global Offering
“QIBs”	qualified institutional buyers within the meaning of Rule 144A

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“Rapid Result”	Rapid Result Investment Limited, an investment holding company incorporated in BVI with limited liability on September 22, 2006, which is beneficially owned by various individuals and a family trust, all of whom are independent third parties to our Group
“Regulation S”	Regulation S under the U.S. Securities Act
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“Safety, Health and Environmental Committee”	a committee of the Board with responsibility for overseeing health, safety and environment related compliance matters of our Group
“Sale and Purchase Agreement”	the sale and purchase agreement executed by and among our Company, Rapid Result and China National Gold Hong Kong on August 30, 2010 in relation to the Skyland Acquisition
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“SEDAR”	the computer system for the transmission, receipt, acceptance, review and dissemination of disclosure documents of public companies and investment funds in Canada that is known as the System for Electronic Document Analysis and Retrieval; it was developed for the Canadian Securities Administrators to facilitate the electronic filing of securities information as required by the securities regulatory agencies in Canada
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“Shanghai Gold Exchange”	Shanghai Gold Exchange (上海黃金交易所), approved by the State Council and founded by the People’s Bank of China, which organizes gold transactions in China and performs regulated functions as stipulated by the applicable PRC rules and regulations as amended from time to time
“Shanghai Stock Exchange”	Shanghai Stock Exchange (上海證券交易所)
“Share(s)”	common share(s) in the capital of the Company without par value
“Shareholder(s)”	holder(s) of the Share(s)
“Skyland”	Skyland Mining Limited, a company incorporated in the Cayman Islands with limited liability on October 6, 2004. As of the Latest Practicable Date, Skyland was owned (i) 51% by China National Gold Hong Kong and (ii) 49% by Rapid Result
“Skyland Acquisition”	the acquisition of Skyland pursuant to terms and conditions of the sale and purchase agreement dated August 30, 2010 executed by and among the Company, China National Gold Hong Kong and Rapid Result
“Skyland Group”	Skyland and its subsidiaries
“Sole Global Coordinator”	Citi
“Sponsor” or “Sole Sponsor”	Citi
“Stabilizing Manager”	Citi
“sq.km.”	square kilometer(s)
“State”	the central government of the PRC including all political subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	has the meaning ascribed to it in the Listing Rules

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“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases
“Track Record Period”	the three years ended December 31, 2009 and the six months ended June 30, 2010
“Tibet”	the Tibet Autonomous Region (西藏自治區) of the PRC
“TSX” or “Toronto Stock Exchange”	the Toronto Stock Exchange
“TSX Listing Policies”	the TSX Company Manual, its appendices and Staff Notices to Applicants, Listed Issuers, Securities Lawyers and Participating Organizations, as amended from time to time
“TSX Venture Exchange”	the TSX Venture Exchange, one of the two national stock exchanges of Canada, focusing on micro, small cap and emerging growth companies that do not satisfy the listing criteria of the TSX
“Underwriters”	collectively, the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	collectively, the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America, its territories, its possession and all areas subject to its jurisdiction
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended
“VAT”	value added tax
“we” or “us” or “our”	our Company and our subsidiaries upon the Completion or, where the context so requires, in respect of the period before the Completion, our Company and our subsidiaries excluding Skyland Group, except where the context makes it clear that the reference is only to our Company itself and not to the Group
“WFOE”	a wholly foreign owned enterprise formed under the laws of the PRC

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“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO (www.eipo.com.hk)
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Xinjiang”	Xinjiang Uygur Autonomous Region (新疆維吾爾自治區) of the PRC
“Xinjiang CJV”	Yunnan Xindian Mining Co. Limited (雲南鑫滇銅礦礦業有限公司), a CJV company formed under the laws of the PRC on April 18, 2003, which owns and operates the Xinjiang Project, which is 99% owned by Red Harvest and 1% by Li Liande, both independent third parties to our Group
“Xinjiang Project”	prospective mineral properties located in Changsheng and Xingou in Xinjiang Uygur Autonomous Region of China, which is 99% owned by Red Harvest and 1% by Li Liande, both independent third parties to our Group
“Yunnan Geological”	Yunnan Geological and Mining Co. Limited (雲南地質礦業有限公司), a limited liability company incorporated in the PRC on September 19, 1996 under the Company Law, our former CJV partner of the Xinjiang CJV
“Yunnan Southern Copper”	Yunnan Southern Copper (Barbados) Inc, a company incorporated in Barbados with limited liability on September 7, 2007, wholly owned by our Company
“Zhongjin Gold Corporation”	Zhongjin Gold Corporation Limited (中金黃金股份有限公司), a limited liability company incorporated on June 23, 2000 under the laws of the PRC, whose shares are listed on the Shanghai Stock Exchange since August 2003, in which China National Gold, our Controlling Shareholder, holds 52.4% interest
“2006 Pre-IPO Share Option Scheme”	the share option scheme adopted by our Company pursuant to the resolutions of our Shareholders passed at the annual general

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	meeting held on May 25, 2006, further details of which are described in “Appendix VIII — Statutory and General Information — Pre-IPO Share Options” to this prospectus
“2006 Pre-IPO Share Option(s)”	the share option(s) granted under the 2006 Pre-IPO Share Option Scheme
“2007 Pre-IPO Share Option Scheme”	the share option scheme adopted by our Company pursuant to the resolutions of our Shareholders passed at the annual general meeting held on May 9, 2007, further details of which are described in “Appendix VIII — Statutory and General Information — Pre-IPO Share Options” to this prospectus
“2007 Pre-IPO Share Option(s)”	the share option(s) granted pursuant to the 2007 Pre-IPO Share Option Scheme