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If you have sold or transferred all your securities in **XINGYE COPPER INTERNATIONAL GROUP LIMITED**, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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XINGYE COPPER INTERNATIONAL GROUP LIMITED

興業銅業國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 505) (Warrant Code: 249)

Executive Directors:

Mr. HU Changyuan (*Chairman*)

Mr. CHEN Jianhua

(Deputy Chairman and Chief Executive Officer)

Mr. WANG Jianli

Mr. MA Wanjun

Independent non-executive Directors:

Mr. HE Changming

Mr. CUI Ming

Mr. XIE Shuisheng

Mr. CHAI Chaoming

Ms. LI Li

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of

business in the PRC:

No.1 Linfang Road

Bailiangqiao, Zonghan

Cixi City

Ningbo City

Zhejiang Province

315301, PRC

Principal place of

business in Hong Kong:

Flat 11, 11/F

Hung Tai Industrial Building

37-39 Hung To Road, Kwun Tong

Kowloon, Hong Kong

3rd October, 2011

*To holders of warrants of the Company and,
for information only, to shareholders of the Company*

Dear Sir/Madam,

**NOTICE OF EXPIRY OF SUBSCRIPTION RIGHTS
ATTACHING TO BONUS WARRANTS
(WARRANT CODE: 249)**

The Board of directors (the “**Board**”) of Xingye Copper International Group Limited (the “**Company**”) wishes to remind holders of the existing warrants of the Company (Stock Code: 249) (the “**Bonus Warrants**”) that in accordance with the terms and conditions of the instrument (“**Instrument**”) of the Bonus Warrants dated 28th October, 2009, the subscription rights attaching to the Bonus Warrants will expire after the close of business on Wednesday, 2nd November, 2011. Holders of the Bonus Warrants are entitled to exercise the subscription rights attaching to the Bonus Warrants to subscribe for new ordinary shares of par value HK\$0.10 each in the share capital of the Company (“**Shares**”) at the subscription price of HK\$0.93 per Share (subject to adjustment) by close of business on 2nd November, 2011. **Any subscription rights attaching to the Bonus Warrants which have not been exercised by close of business on Wednesday, 2nd November, 2011 will lapse, and the certificates of Bonus Warrants will cease to be valid for any purpose.**

In respect of the expiry of the Bonus Warrants, the Company has made the following arrangements regarding dealings in and transfers of the Bonus Warrants and exercise of the subscription rights attaching to the Bonus Warrants:

(1) Last day for trading and listing of the Bonus Warrants

The last trading day of the Bonus Warrants on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) **will be Friday, 28th October, 2011**, which is a date at least three trading days before the last day for exercise of the subscription rights attaching to the Bonus Warrants in accordance with the terms and conditions of the Instrument of the Bonus Warrants dated 28th October, 2009, and dealings in the Bonus Warrants on the Stock Exchange will cease after 4:00 p.m. on Friday, 28th October, 2011. The listing of the Bonus Warrants will be withdrawn from the Stock Exchange with effect from the close of business on Wednesday, 2 November, 2011.

Application has been made to the Stock Exchange for **the withdrawal of the listing of the Bonus Warrants on the Stock Exchange with effect from the close of business of the Stock Exchange on Wednesday, 2nd November, 2011.**

(2) Exercise of the subscription rights attaching to the Bonus Warrants

(a) Registered holders of the Bonus Warrants

Registered holders of the Bonus Warrants who wish to exercise any of the subscription rights attaching to the Bonus Warrants must lodge the following documents with the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, (the "**Registrar**") at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by **no later than 4:30 p.m. on Wednesday, 2nd November, 2011:**

- (i) the relevant Bonus Warrants certificate(s);
- (ii) the duly completed and signed subscription form(s); and
- (iii) the remittance for the relevant subscription moneys for new Shares.

(b) Non-registered holders of the Bonus Warrants

Holders of the Bonus Warrants who have not registered the Bonus Warrants in their names and wish to exercise in whole or in part of the subscription rights attaching thereto must lodge the following documents with the Registrar at the abovementioned address by **no later than 4:30 p.m. on Wednesday, 2nd November, 2011:**

- (i) the relevant Bonus Warrants certificate(s);
- (ii) the duly completed and signed subscription form(s);
- (iii) the duly executed form(s) of transfer and/or other document(s) of title (duly stamped where appropriate); and
- (iv) the remittance for the relevant subscription moneys for new Shares.

Subscription forms and all other relevant documents in connection with the exercise of the subscription rights attaching to the Bonus Warrants lodged with the Registrar after 4:30 p.m. on Wednesday, 2nd November, 2011 will not be accepted.

ISSUE OF SHARE CERTIFICATE(S)

New Shares issued upon the exercise of any subscription rights attaching to the Bonus Warrants will rank pari passu in all respects with the Shares in issue on the relevant subscription date. Share certificates in respect of the new Shares to be issued upon the exercise of any subscription rights attaching to the Bonus Warrants will be issued to the relevant holders of the Bonus Warrants not later than 28 days after the relevant subscription date in accordance with the terms and conditions of the Instrument of the Bonus Warrants dated 28th October, 2009.

The closing prices of Shares and Bonus Warrants on the Stock Exchange on 30th September, 2011, being the latest practicable date prior to the printing of this circular, were HK\$1.00 per Share and HK\$0.088 per Bonus Warrant, respectively.

Holders of the Bonus Warrants who are in any doubt as to any aspect of this circular or as to any action to be taken should consult their stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

Yours faithfully,
By order of the Board
Xingye Copper International Group Limited
HU Changyuan
Chairman