



JINCHUAN 金川

JINCHUAN GROUP INTERNATIONAL RESOURCES CO. LTD

金川集團國際資源有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2362)

30 August 2013

To the Independent Shareholders

Dear Sir/Madam,

**(1) VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION
IN RELATION TO
THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF
JIN RUI MINING INVESTMENT LIMITED AND THE SALE LOANS
INVOLVING THE ISSUE OF CONSIDERATION SHARES AND
PERPETUAL SUBORDINATED CONVERTIBLE SECURITIES
(2) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL
AND
(3) SPECIFIC MANDATE TO ISSUE NEW SHARES**

We refer to the circular of the Company (the “**Circular**”) dated 30 August 2013 of which this letter forms part. Terms defined in the Circular shall have the same meanings herein unless the context otherwise requires.

We have been appointed to establish the Independent Board Committee to give recommendations in respect of the Acquisition as referred to in the Circular. Investec has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

Please refer to the letter from the Board set out on pages 13 to 49 of the Circular which contains, inter alia, information in respect of the Acquisition together with the proposed increase in the authorised share capital of the Company and the grant of the Specific Mandate and the letter from the Independent Financial Adviser set out on pages 52 to 96 of the Circular which contains its advice in respect of the Acquisition.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having taken into account the opinion of the Independent Financial Adviser, we consider that the Acquisition are on normal commercial terms and are fair and reasonable and that the Acquisition are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Acquisition.

Yours faithfully,

For and on behalf of

the Independent Board Committee

JINCHUAN GROUP INTERNATIONAL RESOURCES CO. LTD

Mr. Gao Dezhu, Mr. Wu Chi Keung and Mr. Yen Yuen Ho, Tony

Independent non-executive Directors