



Tel : +852 2218 8288
Fax: +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話 : +852 2218 8288
傳真 : +852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

BY COURIER

PRIVATE AND CONFIDENTIAL

The Directors
China Primary Resources Holdings Limited
Suite 1415, Ocean Centre
5 Canton Road
Tsim Sha Tsui
Kowloon
Hong Kong

12 March 2014
Our ref: 071510/CT1213/1203

Dear Sirs

**CHINA PRIMARY RESOURCES HOLDINGS LIMITED (the "Company")
AND ITS SUBSIDIARIES (collectively the "Group")**

We refer to the circular of the Company (the "Circular") dated 12 March 2014 in connection with the redemption of the convertible bonds of the Company and proposed very substantial disposal of the Company's 100% equity interest in Zhong Ping Resources Holdings Limited and its 70% equity interest in ARIA LLC (collectively the "Redemption and Disposal"). Terms used herein shall have the same meanings as defined in the Circular unless stated otherwise.

We hereby give our consent to the issue of the Circular with the inclusion of (i) the accountants' report dated 12 March 2014 prepared by us in respect of the unaudited pro forma financial information of the Remaining Group; and (ii) our name and all references to our name, in the form and context in which they respectively appear.

We confirm that as at the date of this letter, we were not beneficially interested in the share capital of any member of the Group nor had any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group nor had we have any interest, either direct or indirect, in any assets which have been, since 31 December 2012 (being the date to which the latest published annual report of the Company were made up), acquired or disposed of by or leased to or were proposed to be acquired or disposed of by or leased to any member of the Group.

Yours faithfully
BDO Limited

HNG/WWF/vfa (consent letter)