



思为律师事务所

SINO-WEST LAW ASSOCIATES

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To: Prosperity International Holdings (H.K.) Limited
Suits 1801-06, 18/F,
Tower 2, The Gateway
25 Canton Road
Tsim Sha Tsui, Kowloon
Hong Kong

Attn: The Board of Directors

27 August 2009

PRIVATE & CONFIDENTIAL



Dear Sirs,

Consent letter – Circular in relation to (1) very substantial acquisition and connected transaction in relation to the acquisition of 55.07% interest in Prosperity Minerals Holdings Limited; (2) application for whitewash waiver; and (3) specific mandate to issue new shares

We are a firm of lawyers duly qualified and authorized to practise Chinese law in the People's Republic of China (the "PRC", excluding the Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan) and to issue opinions in connection with the laws and regulations of the PRC. You have requested our opinion on PRC properties in which Prosperity Minerals Holding Limited and its subsidiaries (collectively the "Target Group") have interest.

Now we refer to the circular dated 27 August 2009 (the "Circular") of Prosperity International Holdings (H.K.) Limited (the "Company") in relation to (1) very substantial acquisition and connected transaction in relation to the acquisition of 55.07% interest in Prosperity Minerals Holdings Limited; (2) application for whitewash waiver; and (3) specific mandate to issue new shares. Unless the context otherwise requires, capitalised terms used in this letter shall have the same meaning as those defined in the Circular.

We hereby acknowledge that, we do not have any shareholding, directly or indirectly, in any member of the Group or any right to subscribe for or to nominate persons to subscribe for securities in any member of the Group. We further confirm that, we do not have any direct or indirect interest in any assets which have been, since 31 March

2009 (the date to which the lastest published audited financial statements of the Group were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

We hereby give our written consent to the issue of this Circular, with the inclusion therein of our legal opinion dated 27 August 2009 on the PRC properties in which the Target Group have interest (the text of which is as reference in Property Valuation Report supported by Jones Lang LaSalle Sallmanns set out in Appendix VII to this Circular), and the references thereto, and the references to our name, in the form and context in which they respectively appear. We confirm that we have not withdrawn such consent.

We also confirm that the statements relating to Sino-West Law Associates under the Section 11 headed "Consents of Experts" in Appendix VIII to this Circular are true and accurate. In addition, we also consent to a copy of this letter and all the documents mentioned herein being made available for public inspection as described in the Section 14 headed "Documents for Inspection" in Appendix VIII to this Circular.

Yours faithfully


Sino-West Law Associates
广东思为律师事务所

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