

Reference Letter

Dear Sir or Madam,

We would like to provide the recommendation in relation to the services rendered by Lao Law & Consultancy Group in regard to the restructuring of our company, providing the legal advice and assisting for Initial Public Offering.

Lao Law & Consultancy Group is a firm duly licenced to provide legal consulting services under the laws of the Lao People's Democratic Republic ("Lao PDR") and to issue opinions in connection with the laws and regulations thereof.

We confirm that LLC have extensive knowledge and experience relating to the listing of companies and their subsidiaries on Southeast Asian stock exchange markets, including significant involvement in the establishment of the Lao Stock Exchange, a joint venture between the Korean Stock Exchange and the Bank of Lao.

We confirm that we have engaged LLC to provide a legal opinion (the "Opinion") on Laos Kaiyuan Mining Industry Co., Ltd., a company incorporated and existing under the laws of Lao PDR, with respect to the proposed initial public offering ("IPO" or "offering") of common stock or shares of Kaiyuan Potash Group Limited (the "Group Company") on the Main Board of The Stock Exchange of Hong Kong (the "Stock Exchange") of which the Company is a subsidiary.

In the provision of the services LLC have completed, amongst others, the following tasks:

- Drafting of Legal Opinion on the due establishment and good standing of the company focusing on the Company's corporate structure, documentation related to the registration, ownership and management of business operations and the licenses, approvals and certificates that give rise to the Company's right to engage in their respective business activities.

- Drafting of Executive Legal Opinion;
- Drafting of Lao Laws and Regulations section for the Company's Prospectus;
- Drafting of Risk Factors section for the Company's Prospectus;
- Preparing all new government approvals and licenses including Enterprise Registration Certificate, Tax Registration Certificate, Capital Importation Certificate and Share Transfer Certificate and other related documents;
- Translation of documents from Lao to English and vice-versa.

LLC have the strong local network and understanding of the political and legal system of Lao PDR. Its services offer the highest standard, in a timely and efficient manner and in accordance with all laws and regulations of the Lao PDR. LLC has the ability to meet demanding deadlines and work with government departments to ensure any approvals are granted within the shortest possible period, particularly in the scope of IPO listings, sets us apart from other firms operating in Lao PDR and has delivered success for the clients.

Hence, we have no hesitation and strongly recommend the firm to you, if you or your company has the interest to render the services from Lao Law & Consultancy Group.

Kind Regards,



ຈ້າວ ຊີຈິງມ
ZHAO SIJIAN

推荐信

尊敬的先生/女士：

老挝法律咨询集团（简称“LLC”）为我们公司重组提供了优质服务，我们很乐意写这封推荐信。

老挝法律咨询集团是由老挝人民共和国正式授权的能够提供法律咨询服务的公司，并有权按照老挝人民共和国法律法规提出相关老挝法律意见。

老挝法律咨询集团在东南亚证券交易市场上市方面有渊博的知识和丰富的经验，参与了韩国证券交易所和老挝银行联合建立的老挝证券交易所项目，发挥了重要作用。

我们已委托老挝法律咨询集团就开元钾肥集团有限公司在联交所主板上市项目，提供包括法律意见书以及法律咨询等相关老挝法律服务。现已完成下列工作：

- 就公司的成立和续存起草并出具法律意见书，主要侧重于公司的企业结构，有关经营活动的登记，所有权和管理等有关文件，以及协助公司获取有权从事相关经济活动的执照、批文和证书；
- 起草 IPO 项目招股书中的老挝法律章节；
- 起草 IPO 项目招股书中的国家风险因素部分；
- 协助公司成功获取政府批文及许可证，包括企业登记证、税务登记证、外商投资许可证、公司重组相关备案公证等；
- 对文件进行老挝语-英语互译。

老挝法律咨询集团在当地有强大的网络并充分了解老挝人民民主共和国的政治法律制度。该集团能根据老挝法律法规及时有效地提供高质量服务。老挝法律咨询集团有能力按时完成任务,尤其是在 IPO 过程中能够与老挝政府部门合作确保在最短时间内依法获得所有批文,使我们在老挝树立了良好的形象,并将该良好形象成功地传达给了客户。

为此,我们郑重地向贵公司推荐该集团。

四川开元集团有限公司董事长、老挝开元矿业有限公司董事长:



ຈ້າວ ຊີຈິງນ
ZHAO SHIJIAN

2011年8月22日