

PLEASE RETURN TO THE ADDRESS PER NOTE 5 OVERLEAF

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING OF
ZIBAO METALS RECYCLING HOLDINGS PLC**

to be held at 10 am. (local time HKT) on 26 October 2016 at Room 1105, 11/F CEO Tower, 77 Wing Hong Street, Cheung Sha Wan, Kowloon, Hong Kong (the "**Meeting**").

I/We being (a) members(s) of Zibao Metals Recycling Holdings Plc (the "**Company**") hereby appoint the Chairman of the Meeting or (see note 3 overleaf):

.....
I/we direct my/our proxy to speak and vote my/our behalf on the resolutions set out in the Notice convening the Annual General Meeting and at any adjournment of the Meeting as follows:-

ORDINARY BUSINESS	RESOLUTION	FOR	AGAINST	ABSTAIN
Resolution 1 (Ordinary)	To receive and adopt the statement of accounts for the year ended 31 March 2016 together with the reports of the Directors and the auditors thereon.			
Resolution 2 (Ordinary)	To re-elect Ajay Rajpal as a director of the Company.			
Resolution 3 (Ordinary)	To re-appoint Jeffrey Henry LLP as auditors of the Company and to authorise the Directors to fix their remuneration.			
SPECIAL BUSINESS	RESOLUTION	FOR	AGAINST	ABSTAIN
Resolution 4 (Ordinary)	To authorise the Directors to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (" Rights ") up to a total nominal value of £610,000 in accordance with Section 551 of the Companies Act 2006.			
Resolution 5 (Special)	To empower the Directors to disapply the pre-emption rights provided pursuant to Section 551 of the Companies Act 2006 such that Section 561(1) of the Companies Act 2006 does not apply.			

If no indication is given, I/we authorise my/our proxy to vote or abstain from voting at his/her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is properly put before the Meeting (including any resolution to adjourn the Meeting).

Date..... Signed.....

(Please complete in BLOCK CAPITALS including initials and surnames of joint holders if applicable).

Name in full

Address

.....

Joint Holders

Notes

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. A proxy need not be a member of the Company but must attend the Meeting to represent you.
3. If it is desired to appoint any person other than the chairman as a proxy the words "the Chairman of the Meeting" should be struck out and the name and address of the other person be inserted in block capitals in the space provided. If you sign and return this proxy form with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions.
4. The manner in which the proxy is to vote should be indicated by marking "For" or "Against". If neither is marked the proxy may vote or abstain at his/her discretion.
5. To be valid, a form of proxy and the power of attorney or other written authority, if any, under which it is signed, or an office or notarially certified copy in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen B63 3DA, United Kingdom no later than 10 a.m. (London time) on 24 October 2016 (or 48 hours before the time fixed for any adjourned Meeting or in the case of a poll 48 hours before the time appointed for taking the poll) at which the proxy is to attend, speak and vote provided that in calculating such periods no account shall be taken of any part of a day that is not a working day).
6. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered on the Company's register of members 48 hours (excluding non-working days) prior to the time fixed for the meeting will be entitled to attend and vote at the meeting. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy complete and submit more than one proxy form and make it clear how many shares the proxy has voting rights over. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by the member on the record date will result in the proxy appointment being invalid.
8. Use of this form does not preclude a member attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the registrars of the Company, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen B63 3DA, United Kingdom (in the case of a member which is a company, the revocation notice must be executed in accordance with note 11 below).

Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the registrars of the Company not less than 48 hours (excluding non working days) before the time fixed for the holding of the Meeting or any adjourned Meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and vote provided that in calculating such periods no account shall be taken of any part of a day that is not a working day.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 11 below, your proxy appointment will remain valid.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. A corporation's form of proxy must be executed pursuant to the terms of section 44 of the Companies Act 2006 or under the hand of a duly authorised officer or attorney.