

Company Number: 8724168

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ZIBAO METALS RECYCLING HOLDINGS LIMITED

(the "Company")

Circulation Date: 28 February 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the 2006 Act"), the Directors of the Company propose that the following resolution be passed as an Ordinary Resolution

ORDINARY RESOLUTION

- 1 THAT all of the issued and unissued ordinary shares of £1 each in the capital of the Company be subdivided into ordinary shares of 1p each on the basis of one hundred new ordinary shares of 1p each for each issued and unissued ordinary share of £1 each.

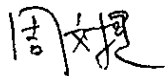


A29 *A32R880Q*

01/03/2014 #102
COMPANIES HOUSE

Please read the Notes below before signifying your agreement to the Resolution.

The undersigned, being an "eligible member" (as defined in Section 289 of the Act) and entitled to vote on the Resolution on the circulation date specified above, hereby irrevocably agree to the Resolution.



Wenjie ("Joe") Zhou

26/02 2014

Date

Notes:

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand, by email or by post to the Secretary, Zibao Metals Recycling Holdings plc, care of International Registrars Limited, 5-7 Cranwood Street, London EC1V 9EE. You may not return the Resolution to the Company by any other method.
- 2 If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 4 Unless, by 15 April 2014 sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members of the Company.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.