



CHINA METAL RECYCLING (HOLDINGS) LIMITED

中國金屬再生資源(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00773)

FORM OF PROXY FOR THE 2012 ANNUAL GENERAL MEETING

I/We^(Note 1) _____ of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.0001 each in the share capital of China Metal Recycling (Holdings) Limited 中國金屬再生資源(控股)有限公司 (the "Company") hereby appoint the Chairman of the meeting

^(Note 3) or _____ of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the 2012 annual general meeting (the "AGM") of the Company to be held at Unit A, 29th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 30 May 2012 at 3:00 p.m. and at any adjournment thereof.

Please tick ("✓") the appropriate boxes below to indicate how you wish your vote(s) to be cast on a poll, and, if no such indication is given, your proxy is entitled to vote at his discretion ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 December 2011.		
2.	To declare a final dividend for the year ended 31 December 2011.		
3.	(a) To re-elect Mr. Chun Chi Wai as director;		
	(b) To re-elect Ms. Lai Wun Yin as director;		
	(c) To re-elect Mr. Chan Kam Hung as director.		
4.	To authorize the board of directors to fix the directors' remuneration.		
5.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors and to authorize the board of directors to fix their remuneration.		
6.	To give a general mandate to the directors to repurchase shares of the Company.		
7.	To give a general mandate to the directors to issue, allot and deal with the unissued shares of the Company.		
8.	To extend the general mandate granted to the directors to issue unissued shares by adding to it the number of shares repurchased by the Company.		

Date: _____ 2012

Signature(s) ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. A member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote in his stead. If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote in his stead, provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK ("✓") THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK ("✓") THE BOXES MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote(s) at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be executed either under its common seal or under the hand of an officer or attorney or other person so authorized.
6. In the case of joint holders, the vote(s) of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and, in such event, this form of proxy shall be deemed to be revoked.