



## Form of proxy

For use by ordinary shareholders at the General Meeting to be held at  
Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS  
on Wednesday 14<sup>th</sup> December 2016 at 11.00 am

Notice of Availability  
IMPORTANT – PLEASE READ CAREFULLY

You can now access the Circular and Notice of Meeting by visiting this website: [www.chinaafricares.com](http://www.chinaafricares.com)  
If you wish to receive a paper copy of the Circular, please contact: Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU

I/we (full name in block capitals) \_\_\_\_\_

of (address) \_\_\_\_\_

being (a) holder(s) of ordinary shares of 1p each in the capital of the Company hereby appoint the Chairman of the meeting or \_\_\_\_\_ (note 1) as my/our proxy to attend, speak and vote for me/us and on my/our behalf as directed below at the General Meeting of the Company to be held on Wednesday 14<sup>th</sup> December 2016 at 11.00 am and at any adjournment thereof in respect of \_\_\_\_\_ ordinary shares comprised in my/our above shareholding. The proxy may vote or abstain from voting at his/her discretion on any amendment to a resolution or any other business before the meeting.

Please indicate by ticking this box  if this is one of more than one appointments of a proxy in respect of your holding (note 2). Please indicate with an "X" in the appropriate space how you wish your votes to be cast. If you wish to abstain from voting on any resolution, please indicate this with an "X" in the vote withheld box opposite that resolution.

To the extent this form is returned without an indication as to how the proxy is to vote, the proxy will vote or abstain from voting at his discretion.

	Ordinary resolution	For	Against	Withheld
1	To authorise the directors to allot relevant securities pursuant to section 551 Companies Act 2016.			
	<b>Special resolution</b>			
2	Subject to passing of resolution 1, to authorise the Directors of the Company to disapply the statutory pre-emption rights in relation to the allotment of those relevant securities pursuant to section 570 of the Companies Act 2006 in respect of certain allotments in connection with the Subscription and the proposals and, in addition, representing 433.33 per cent of the issued share capital of the Company.			
	<b>Ordinary resolutions</b>			
3	To approve the Special Dividend.			
4	To adopt the Investing Policy.			
5	To appoint Paul Johnson as a Director of the Company.			
6	To appoint Nick O'Reilly as a Director of the Company.			
	<b>Special resolution</b>			
7	To approve the executive of the shareholders deed and directors deed and the waivers of claims set out therein.			

Date: \_\_\_\_\_ 2016

Signature: \_\_\_\_\_ [note 3]

## Notes

- 1 If you wish to appoint a proxy other than the Chairman of the meeting, insert the name in the space provided and delete the Chairman of the meeting. A proxy need not be a member of the Company.
- 2 You may, if you wish, appoint more than one proxy, but each must be appointed in respect of a specified number of shares within your holding. If you wish to do this, each proxy must be appointed by means of a separate form. Additional forms may be obtained from the registrars by telephoning Capita Asset Services on 0871 664 0300. Alternatively, you may photocopy this form the required number of times before completing it. When appointing more than one proxy you must fill in the blank provided on each form to indicate the number of your shares in respect of which the proxy is to be appointed. If you fail to do so, the appointment will be rejected as invalid. You must also tick the box on each form to indicate it is one of more than one appointment in respect of your holding. All the forms should be returned in the same envelope. If you are only appointing one proxy, you can cross out all reference to the number of shares or leave the blank for the number of shares uncompleted, in which case the appointment will be taken to be for your full holding.
- 3 In the case of a corporation, this proxy must be given under its common seal or signed on its behalf by a duly authorised officer or an attorney.
- 4 A form of proxy is enclosed for use by members. To be valid, it should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority) to the Company's registrars, Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not later than 11.00 am on 12<sup>th</sup> December 2016. In the case of a poll taken subsequently to the date of the General Meeting, or any adjourned meeting, proxies must be received not less than 24 hours before the time appointed for the taking of the poll or for holding the adjourned meeting. Shareholders who intend to appoint more than one proxy can obtain additional forms of proxy from Capita Asset Services. Alternatively, the form provided may be photocopied prior to completion. The forms of proxy should be returned in the same envelope and each should indicate that it is one or more than one appointments being made.
- 5 In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- 6 A "vote withheld" is not a vote in law and will not be counted in the calculation of the votes for or against a resolution.
- 7 The completion and return of this form shall not preclude a shareholder from attending and voting in person.
8. Resolution 7 will be taken on a poll.