



China Cinda Asset Management Co., Ltd.

中國信達資產管理股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01359 and 04607 (Preference Shares))

PROXY FORM FOR 2021 FIRST CLASS MEETING FOR H SHAREHOLDERS

I/We^(Note 1) _____

of (address) _____

being the holder(s) of _____ H Share(s)^(Note 2) of RMB1.00 each in the share capital of China Cinda Asset Management Co., Ltd. (the "Company"), hereby appoint **THE CHAIRMAN OF THE MEETING** or^(Note 3) _____

of (address) _____

as my/our proxy to attend and act for me/us at the 2021 first class meeting for holders of H Shares of the Company (the "H Share Class Meeting") to be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the People's Republic of China at the later of 9:45 a.m. (Hong Kong time) or immediately after the conclusion of the 2021 first class meeting for Domestic Shareholders or any adjournment thereof on Tuesday, February 2, 2021, to vote at such meeting or any adjournment thereof, on behalf of me/us in respect of the following resolutions set out in the notice of the H Share Class Meeting dated January 4, 2021 as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
1.	To consider and approve item by item the following matters in relation to the proposal on non-public issuance of Offshore Preference Shares by the Company:			
1.1	Type of preference shares to be issued			
1.2	Number of preference shares to be issued and issue size			
1.3	Par value and issue price			
1.4	Maturity			
1.5	Method of issuance and target investors			
1.6	Lock-up period			
1.7	Terms of dividend distribution			
1.8	Terms of mandatory conversion			
1.9	Terms of conditional redemption			
1.10	Limited voting rights and terms of restoration of voting rights			
1.11	Order of priority in liquidation and methods for liquidation			
1.12	Rating arrangements			
1.13	Security arrangements			
1.14	Use of proceeds			
1.15	Listing/trading arrangements			
1.16	Validity period of the resolution for the issuance of Offshore Preference Shares			
1.17	Matters relating to authorization			

Date: _____

Signature(s)^(Note 5): _____

Notes:

- Please insert your full name and address in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the number of shares registered in your name(s) to which this proxy form relates. If no such number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, please strike out "**THE CHAIRMAN OF THE MEETING or**" and insert the name and address of the proxy desired in the space provided. Holders of H Shares who are entitled to attend and vote at the meeting may appoint one or more proxy(ies) to attend and vote at the meeting. A proxy need not be a shareholder of the Company but shall attend the meeting on your behalf in person. **If no name is inserted, the chairman of the meeting will act as your proxy. Any alteration made to this proxy form must be initialled by the person who signs it.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A "✓" IN THE "FOR" COLUMN. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A "✓" IN THE "AGAINST" COLUMN AND IF YOU WISH TO ABSTAIN IN RESPECT OF A RESOLUTION, PLEASE PUT A "✓" IN THE "ABSTAIN" COLUMN.** If no instruction is given, your proxy may vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the H Share Class Meeting other than those referred to in the notice convening the H Share Class Meeting. Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as abstained. The votes abstained will be counted in the calculation of the required majority.
- This proxy form shall be signed by you or your attorney duly authorized in writing. In case of a corporation, the same shall be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation document shall be notarized.
- In case of joint holders of any H Share, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such H Shares as if he/she is solely entitled thereto. However, if more than one of such joint holders of H Share are present at the meeting, in person or by proxy, the vote of the joint holder whose name stands first on the register of members, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s) of H Share.
- To be valid, this proxy form together with the notarized power of attorney or other authorisation document (if any) must be deposited at the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares not less than 24 hours before the time designated for convening of the H Share Class Meeting (i.e. before Hong Kong time 9:45 a.m. on Monday, February 1, 2021) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a holder of H Shares from attending and voting in person at the meeting or any adjournment thereof. Holder(s) of H Shares or their proxies attending the meeting (and any adjournment thereof) shall produce their identity documents.
- In order to prevent and control the COVID-19 epidemic as well as safeguard public health, the Company encourages holder(s) of H Shares to consider appointing the chairman of the H Share Class Meeting as his or her/her respective representative(s) to vote on the relevant resolution rather than attend the H Share Class Meeting in person.