



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)

PROXY FORM FOR 2016 FIRST CLASS MEETING FOR H SHAREHOLDERS

I/We ^(Note 1) _____,
of (address) _____,
being the holder(s) _____, of H shares ^(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(ies) to attend and act for me/us at 2016 first class meeting for H shareholders 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 PRC at the later of 10:15 a.m. or immediately after the conclusion of the 2016 first class
meeting for domestic shareholders on Thursday, June 30, 2016 or at any adjournment thereof to vote at such meeting
or at any adjournment thereof in respect of the resolutions set out in the notice of the H Share Class Meeting dated May
16, 2016 as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
1.	To consider and approve item by item 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	Dividend distribution terms			
1.8	Terms of mandatory conversion			
1.9	Terms of conditional redemption			
1.10	Restrictions on voting rights and terms of restoration of voting rights			
1.11	Order of distribution on liquidation and procedures 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: _____, 2016

Signature(s)^(Note 5): _____

Notes:

1. Please insert full name(s) and address(es) as shown in the register of members of the Company in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “**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 the meeting and vote thereon may appoint one or more proxy(ies) to attend and vote on his/her behalf. The authorized proxy(ies) need not be the shareholders of the Company, but must attend the meeting in person on your behalf. Such proxy(ies) may only exercise their voting rights in a poll. Any alteration made to this proxy form must be initialled by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED “ABSTAIN”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy(ies) will also be entitled to vote at his discretion on any resolution duly proposed at the meeting other than those referred to in the notice of the meeting. Any votes which are uncompleted, erroneously completed or illegible or not cast shall be counted as an abstention of voting rights.
5. This proxy form must be signed by you or your proxy duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director(s) or duly authorized proxy(ies). If the proxy form is signed by the proxy appointed by the shareholder, the power of attorney authorising that proxy to sign or other authorisation document(s) shall be notarized.
6. In the case of joint holders of any H share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such H shares as if he/she were solely entitled thereto. However, if more than one of such joint holders of H share are present at the meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) of H share.
7. 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 fixed for the holding of the meeting or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof if he so wishes. Shareholders or their proxies attending the meeting (and any adjournment thereof) shall produce their identity documents.