



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 2015 ANNUAL GENERAL MEETING

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 2015 annual general meeting of the Company (the “AGM”) to be held at
Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 9:30 a.m. 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 AGM 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.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
1.	To consider and approve the work report of the Board for 2015			
2.	To consider and approve the report of the Board of Supervisors for 2015			
3.	To consider and approve the final financial account plan for 2015			
4.	To consider and approve the profit distribution plan for 2015			
5.	To consider and approve the fixed assets investment budget for 2016			
6.	To consider and approve item by item the election of Directors for the third session of the Board of Directors of the Company			
6.1	To consider and approve the re-election of Mr. Hou Jianhang as the executive Director			
6.2	To consider and approve the re-election of Mr. Zang Jingfan as the executive Director			
6.3	To consider and approve the election of Mr. Chen Xiaozhou as the executive Director			
6.4	To consider and approve the re-election of Mr. Li Honghui as the non-executive Director			
6.5	To consider and approve the re-election of Mr. Song Lizhong as the non-executive Director			
6.6	To consider and approve the re-election of Ms. Xiao Yuping as the non-executive Director			
6.7	To consider and approve the re-election of Ms. Yuan Hong as the non-executive Director			
6.8	To consider and approve the re-election of Mr. Lu Shengliang as the non-executive Director			
6.9	To consider and approve the re-election of Mr. Chang Tso Tung, Stephen as the independent non-executive Director			
6.10	To consider and approve the re-election of Mr. Xu Dingbo as the independent non-executive Director			
6.11	To consider and approve the election of Mr. Zhu Wuxiang as the independent non-executive Director			
6.12	To consider and approve the election of Mr. Sun Baowen as the independent non-executive Director			

7.	To consider and approve item by item the election of Supervisors for the third session of the Board of Supervisors of the Company			
7.1	To consider and approve the re-election of Mr. Gong Jiande as the Shareholder Representative Supervisor			
7.2	To consider and approve the re-election of Ms. Liu Yanfen as the External Supervisor			
7.3	To consider and approve the re-election of Mr. Li Chun as the External Supervisor			
7.4	To consider and approve the election of Mr. Zhang Zheng as the External Supervisor			
8.	To consider and approve the appointment of accounting firms for 2016			
SPECIAL RESOLUTIONS				
9.	To consider and approve the granting of general mandate to issue additional H Shares to the Board			
10.	To consider and approve item by item the proposal on non-public issuance of Offshore Preference Shares by the Company			
10.1	Type of preference shares to be issued			
10.2	Number of preference shares to be issued and issue size			
10.3	Par value and issue price			
10.4	Maturity			
10.5	Method of issuance and target investors			
10.6	Lock-up period			
10.7	Dividend distribution terms			
10.8	Terms of mandatory conversion			
10.9	Terms of conditional redemption			
10.10	Restrictions on voting rights and terms of restoration of voting rights			
10.11	Order of distribution on liquidation and procedures for liquidation			
10.12	Rating arrangements			
10.13	Security arrangements			
10.14	Use of proceeds			
10.15	Listing/trading arrangements			
10.16	Validity period of the resolution for the issuance of Offshore Preference Shares			
10.17	Matters relating to authorization			
11.	To consider and approve the amendments to the Articles of Association			

Date: _____, 2016

Signature(s)^(Note 5): _____

Notes:

- Please insert full name(s) and address(es) as shown in the register of members of the Company in **BLOCK CAPITALS**.
- 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).
- 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. Shareholders 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 authorised 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.
- 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.
- This proxy form must be signed by you or your proxy duly authorised 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 authorised 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 notarised.
- In the case of joint holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint holders 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).
- To be valid, this proxy form together with the notarised 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.