



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
THE FIRST EXTRAORDINARY GENERAL MEETING OF 2016**

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 first extraordinary general meeting of the
Company of 2016 (the “**EGM**”) 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 9:30 a.m. on
Wednesday, 24 February 2016, or at any adjournment thereof, to vote at such meeting on behalf of
me/us in respect of the following resolutions set out in the notice of the EGM 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 the SPA and the transactions contemplated thereunder. ^(Note 5)			
2. To consider and approve the proposed capital injection into Cinda HK.			
Ordinary Resolutions	For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
3. To consider and approve the remuneration settlement scheme for the Directors for the year of 2014.			
4. To consider and approve the remuneration settlement scheme for the Supervisors for the year of 2014.			

Date: _____ Signature(s) ^(Note 6): _____

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. Each shareholder 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 SIGNED BY THE PERSON WHO SIGNED 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 “X” 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 discretion on any resolution properly put to the meeting other than those referred to in the notice convening the 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.

5. For details of the SPA and the transactions contemplated thereunder, please refer to the major transaction announcement of the Company dated 18 December 2015.
6. This proxy form shall be signed by you or your attorney duly authorised 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 authorised 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 notarised.
7. In case of joint holders of any shares, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders 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).
8. To be valid, this proxy form together with the notarised power of attorney or other authorisation document (if any) shall 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 as soon as possible and in any event not less than 24 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).
9. Completion and return of this proxy form will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof. Shareholders or their proxies attending the meeting shall produce their identity documents.