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 2014 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 2014 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 Monday, June 29, 2015 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 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 *(Note4)*	AGAINST *(Note 4)*	ABSTAIN *(Note 4)*
1.	To consider and approve the work report of the Board for 2014			
2.	To consider and approve the work report of the Board of Supervisors for 2014			
3.	To consider and approve the final financial account plan for 2014			
4.	To consider and approve the profit distribution plan for 2014			
5.	To consider and approve the fixed assets investment budget for 2015			
6.	To consider and approve the appointment of accounting firm for 2015			

Date: _____ 2015 Signature(s) *(Note 5)*:_____

Notes:

1. Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
2. 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 shares of the Company registered in your name(s).
3. If any proxy other than the chairman of the meeting is preferred, please strike out "**THE CHAIRMAN OF THE MEETING** or" and insert the names and address(es) of the proxy(ies) 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. Such proxies may only exercise their voting rights in a poll. Any alteration made to this proxy form must be signed by the person who signs it.
4. **Important: If you wish to vote for any resolution, please put a "✓" in the box marked "FOR". If you wish to vote against any resolution, please put a "✓" in the box marked "AGAINST". If you wish to abstain from voting in respect of any resolution, please put a "✓" in the box marked "ABSTAIN".** 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.
5. 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.
6. 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).
7. 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 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.