



**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)

**SUPPLEMENTARY PROXY FORM FOR 2013 ANNUAL GENERAL MEETING**

I/We <sup>(Note 1)</sup> \_\_\_\_\_,  
 of (address) \_\_\_\_\_,  
 being the holder(s) of \_\_\_\_\_ H shares <sup>(Note 2)</sup> 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 <sup>(Note 3)</sup> \_\_\_\_\_  
 of (address) \_\_\_\_\_  
 as my/our proxy(ies) to attend and act for me/us at the annual general meeting of the Company (the "AGM") to be held at Donghua Hall, 11th Floor, Beijing Minzu Hotel, No. 51 Fuxingmennei Street, Xicheng District, Beijing, the PRC at 9:30 a.m. on Monday, June 30, 2014 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 <sup>(Note 4)</sup> | AGAINST <sup>(Note 4)</sup> | ABSTAIN <sup>(Note 4)</sup> |
|---------------------------|---|-------------------------|-----------------------------|-----------------------------|
| 1.                        | To consider and approve the work report of the Board for 2013   |                         |                             |                             |
| 2.                        | To consider and approve the work report of the Board of Supervisors for 2013                          |                         |                             |                             |
| 3.                        | To consider and approve the final financial account for 2013  |                         |                             |                             |
| 4.                        | To consider and approve the profit distribution plan for 2013   |                         |                             |                             |
| 5.                        | To consider and approve the fixed asset investment budget for 2014                                    |                         |                             |                             |
| 6.                        | To consider and approve the appointment of accounting firm for 2014                                   |                         |                             |                             |
| 7.1                       | To consider and approve the election of Mr. Li Honghui as the non-executive Director of the Company   |                         |                             |                             |
| 7.2                       | To consider and approve the election of Mr. Song Lizhong as the non-executive Director of the Company |                         |                             |                             |
| <b>SPECIAL RESOLUTION</b> |   |                         |                             |                             |
| 8.                        | To consider and approve the capital increase in Happy Life  |                         |                             |                             |

Date: \_\_\_\_\_ 2014 Signature(s): \_\_\_\_\_ <sup>(Note 5)</sup>

**Notes:**

Important: Please refer to the Supplementary Circular of the Company dated June 13, 2014 and Supplementary Notice dated June 13, 2014.

- 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 supplementary proxy form relates. If no number is inserted, this supplementary 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 supplementary 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 supplementary 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 supplementary 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 supplementary 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 supplementary 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.
- A shareholder who has not yet lodged the proxy form together with the circular dated May 15, 2014 (the "First Proxy Form") in accordance with the instructions printed thereon is requested to lodge this supplementary proxy form (the "Supplementary Proxy Form") if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the First Proxy Form should not be lodged.
- A shareholder who has already lodged the First Proxy Form in accordance with the instructions printed thereon should note that:
  - If no Supplementary Proxy Form is lodged in accordance with the instructions printed thereon, the First Proxy Form will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the First Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolution as set out in the Supplementary Notice.
  - If the Supplementary Proxy Form is lodged in accordance with the instructions printed thereon within not less than 24 hours before the time fixed for the holding of the AGM or any adjournment thereof (the "Closing Time"), the Supplementary Proxy Form will be treated as a valid form of proxy lodged by the shareholder if duly completed.
  - If the Supplementary Proxy Form is lodged after the Closing Time, the Supplementary Proxy Form will be deemed invalid. It will not revoke the First Proxy Form previously lodged by the shareholder. The First Proxy Form will be treated as a valid form of proxy if duly completed. The proxy appointed under the First Proxy Form will be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolution as set out in the Supplementary Notice.