



## 中國華融資產管理股份有限公司

# China Huarong Asset Management Co., Ltd.

(A joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 2799)

### PROXY FORM

## FOR THE FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING FOR 2017

I/We<sup>(Note 1)</sup> \_\_\_\_\_,  
of (address) \_\_\_\_\_,  
being the holder(s) of \_\_\_\_\_ domestic shares<sup>(Note 2)</sup> of  
RMB1.00 each in the share capital of **China Huarong 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 first domestic shareholders' class meeting of the Company for 2017 (the "**Domestic Shareholders' Class Meeting**") to be held at Conference Room 1221, No. 8, Financial Street, Xicheng District, Beijing, the PRC on Monday, 7 August 2017 immediately after the conclusion or adjournment of the third extraordinary general meeting of the Company for 2017 to be held on the same date (whichever is later) 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 Domestic Shareholders' Class Meeting 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 <sup>(Note 4)</sup> | AGAINST <sup>(Note 4)</sup> | ABSTAIN <sup>(Note 4)</sup> |
|----|--|-------------------------|-----------------------------|-----------------------------|
| 1. | To consider and approve item by item of the proposal on non-public issuance of Offshore Preference Shares: |                         |                             |                             |
|    | (1) type of preference shares to be issued   |                         |                             |                             |
|    | (2) number of preference shares to be issued and issue size  |                         |                             |                             |
|    | (3) par value and issue price  |                         |                             |                             |
|    | (4) maturity   |                         |                             |                             |
|    | (5) method of issuance and target investors  |                         |                             |                             |
|    | (6) lock-up period   |                         |                             |                             |
|    | (7) dividend distribution terms  |                         |                             |                             |
|    | (8) terms of mandatory conversion  |                         |                             |                             |
|    | (9) terms of conditional redemption  |                         |                             |                             |
|    | (10) restrictions on voting rights and terms of restoration of voting rights                               |                         |                             |                             |
|    | (11) order of distribution on liquidation and procedures for liquidation                                   |                         |                             |                             |
|    | (12) rating arrangements   |                         |                             |                             |
|    | (13) security arrangements   |                         |                             |                             |
|    | (14) use of proceeds   |                         |                             |                             |
|    | (15) listing/trading arrangements  |                         |                             |                             |
|    | (16) validity period of the resolution for the issuance of Offshore Preference Shares                      |                         |                             |                             |
|    | (17) matters relating to authorisation   |                         |                             |                             |

Date: \_\_\_\_\_

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

#### Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the number of domestic 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 domestic 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(s) 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 needs 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.
- 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**", and your vote will be counted in the total number of votes cast in that resolution for the purpose of calculating the result of that resolution. In the absence of any such indication, the proxy will 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 invalid vote or any waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution.
- 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 legal representative, 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.
- In case of joint holders, 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).
- To be valid, this proxy form together with the notarised power of attorney or other authorisation document (if any) must be delivered to the board office of the Company at No. 8, Financial Street, Xicheng District, Beijing, the PRC for holders of domestic shares not less than 24 hours before the time scheduled for holding of the Domestic Shareholders' Class Meeting (i.e. before 9:30 a.m. on Sunday, 6 August 2017) 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.