



信達國際控股有限公司

CINDA INTERNATIONAL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock code: 111)

PROXY FORM FOR SPECIAL GENERAL MEETING TO BE HELD ON 11 DECEMBER 2009

I/We¹ _____ of _____
_____ being the registered holder(s)
of² _____ ordinary shares (the “Shares”) of HK\$0.10 each in the share capital of **Cinda International Holdings Limited** (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**³ or _____ of _____ as my/our proxy to attend and act for me/us and on my/our behalf at the special general meeting of the Company to be held at 45th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong, on 11 December 2009 (Friday) at 8:30 a.m. (and at any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

	Ordinary Resolutions	For ⁴	Against ⁴
1.	“THAT: (i) the sale and purchase agreement dated 9 November 2009 (the “Sale and Purchase Agreement”) (a copy of which is produced to the SGM marked “A” and initialed by the chairman of the SGM for the purpose of identification) entered into between Well Kent International Holdings Company Limited (the “Vendor”) and Cinda International Direct Investment Limited (the “Purchaser”), a wholly-owned subsidiary of the Company, in relation to an acquisition by the Purchaser of 18,000,000 ordinary shares in the share capital of Sino-Rock Investment Management Company Limited (“Sino-Rock”), representing 40% of the issued share capital of Sino-Rock at a consideration of HK\$110,300,000, which will be satisfied by (a) a cash consideration of HK\$55,150,000 and (b) the allotment and issue of 27,575,000 ordinary shares in the Company (the “Consideration Shares”) to the Vendor at an issue price of HK\$2.00 per Consideration Share, and the transaction contemplated thereunder, be and are hereby approved, confirmed and ratified; (ii) subject to completion of the Sale and Purchase Agreement and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Consideration Shares, the directors of the Company (the “Directors”) be and are hereby specifically authorised to allot and issue the Consideration Shares, credited as fully paid, to the Vendor in accordance with the terms and conditions of the Sale and Purchase Agreement; and (iii) any one of the Directors be and is hereby authorised to execute all such other documents, instruments under hand (and, where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and to do such acts and things or take such steps as he or they may consider necessary, appropriate, desirable or expedient to implement or give effect to the Sale and Purchase Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.”		
2.	“THAT: (i) the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the additional shares in the capital of the Company as approved by the shareholders of the Company at the annual general meeting held on 2 June 2009 (to the extent not already exercised by the Directors), be and is hereby revoked (but without prejudice to any valid exercise of such general mandate prior to the passing of this resolution); (ii) subject to paragraph (iv) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), the exercise by the Directors during the Relevant Period (as defined in paragraph (v) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options and issue other securities convertible into shares which would or might require the exercise of such power be and is hereby generally and unconditionally approved;		

Ordinary Resolutions		For ⁴	Against ⁴
	(iii) the approval in paragraph (ii) of this resolution shall authorise the Directors during the Relevant Period (as defined in paragraph (v) of this resolution) to make or grant offers, agreements and options and issue other securities convertible into shares which would or might require the exercise of such power during or after the end of the Relevant Period;		
	(iv) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (ii) and (iii) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined in paragraph (v) of this resolution), or (b) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company, or (c) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, or (d) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company, shall not exceed the aggregate of (1) 20% of the total nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and (2) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of such resolution (up to a maximum amount equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution) and the said approval to the Directors in paragraphs (ii) and (iii) above shall be limited accordingly; and		
	(v) for the purpose of this resolution: “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:		
	(a) the conclusion of the next annual general meeting of the Company;		
	(b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law of Bermuda to be held; or		
	(c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting; and “Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirement of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”		

Dated this _____ day of _____ 2009 Signature(s)⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “**THE CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- IMPORTANT:** if you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- A member entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- In order to be valid, the form of proxy must be completed and deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the Meeting or adjourned meeting.
- Where there are joint holders of any shares, any one of such joint holder may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- Completion and delivery of this form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting or at any adjourned meeting thereof (as the case may be) if the member so wish and in such event, the form of proxy should be deemed to be revoked.