

MiFID II product governance / Professional investors and ECPs only target market - Solely for the purposes of the KW Notes Issuer's and the Joint Lead Managers' product approval process, the target market assessment in respect of the KW Notes has led to the conclusion that: (i) the target market for the KW Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the KW Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the KW Notes (a "**distributor**") should take into consideration the KW Notes Issuer's and the Joint Lead Managers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the KW Notes (by either adopting or refining the KW Notes Issuer's and the Joint Lead Managers' target market assessment) and determining appropriate distribution channels.

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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 and 04607 (Preference Shares))

ISSUE OF
US\$800,000,000 3.875% GUARANTEED SENIOR KW
NOTES DUE 2023 AND
US\$300,000,000 4.375% GUARANTEED SENIOR KW
NOTES DUE 2025 AND
US\$1,200,000,000 4.750% GUARANTEED SENIOR KW
NOTES DUE 2028 AND
US\$200,000,000 5.000% GUARANTEED SENIOR KW
NOTES DUE 2048
UNDER US\$10,000,000,000 MEDIUM TERM NOTE PROGRAM

Reference is made to the announcement of the Company on 27 February 2017 and 26 January 2018 in relation to its establishment, update and upsize of the Program, respectively.

The Company is pleased to announce that on 1 February 2018, the KW Notes Issuer, the HK Guarantor and the Company entered into the Subscription Agreement with the Joint Lead Managers with respect to the issue of the 2023 KW Notes, the 2025 KW Notes, the 2028 KW Notes and the 2048 KW Notes under the Program.

The KW Notes are offered to professional investors in Hong Kong and to non-U.S. persons outside the United States in compliance with Regulation S under the U.S. Securities Act.

The KW Notes are to be issued by the KW Notes Issuer, guaranteed by the HK Guarantor and supported by the Keepwell Deed and the Deed of Undertaking executed by the Company.

None of the KW Notes will be offered to the public in Hong Kong and will be placed to any connected persons of the Company.

The aggregate gross proceeds from the issuance of the KW Notes, before deduction of subscription commissions and other estimated expenses payable in connection with the issue of the KW Notes, are estimated to be approximately US\$2,500.0 million. The proceeds are intended to be used for working capital, investment and other general corporate purposes.

The Stock Exchange has confirmed that the KW Notes Issuer and the KW Notes are eligible for listing on the Stock Exchange. Listing of the KW Notes on the Stock Exchange is not to be taken as an indication of the merits of the KW Notes, the Company, the HK Guarantor or the KW Notes Issuer.

INTRODUCTION

Reference is made to the announcement of the Company on 27 February 2017 and 26 January 2018 in relation to its establishment, update and upsize of the Program, respectively.

The Company is pleased to announce that on 1 February 2018, the KW Notes Issuer, the HK Guarantor and the Company entered into the Subscription Agreement with the Joint Lead Managers with respect to the issue of the 2023 KW Notes, the 2025 KW Notes, the 2028 KW Notes and the 2048 KW Notes under the Program.

THE SUBSCRIPTION AGREEMENT

Date: 1 February 2018

Parties to the Subscription Agreement

- (1) the Company;
- (2) the KW Notes Issuer;
- (3) the HK Guarantor; and
- (4) each of the Joint Lead Managers.

Bank of China, Bank of America Merrill Lynch, China Construction Bank, ICBC, Agricultural Bank of China Limited Hong Kong Branch, Mizuho Securities, BNP PARIBAS, DBS Bank Ltd., Bank of Communications, CLSA, Haitong International, Cinda International, China CITIC Bank International, China International Capital Corporation, Morgan Stanley, ANZ, Industrial Bank Co., Ltd. Hong Kong Branch, HSBC, China Everbright Bank Hong Kong Branch, Standard Chartered Bank, Wing Lung Bank Limited, Deutsche Bank, China Merchants Securities (HK) are the Joint Lead Managers in respect of the issue of the KW Notes.

To the best of the Company's knowledge, information and belief, having made all reasonable enquiries, each of the Joint Lead Managers is an Independent Third Party (other than Cinda International which is an indirect subsidiary of the company) and is not a connected person of the Company.

Completion of the Subscription Agreement is subject to the satisfaction, or waiver, of certain conditions precedent. In addition, the Subscription Agreement may be terminated by the giving of notice to the KW Notes Issuer by the Joint Global Coordinators on behalf of the Joint Lead Managers under certain circumstances as set out in the Subscription Agreement. As the Subscription Agreement may or may not be completed and the issue of the KW Notes may or may not proceed, investors are reminded to exercise caution when dealing in the securities of the Company.

The KW Notes are offered to professional investors in Hong Kong and to non-U.S. persons outside the United States in compliance with Regulation S under the U.S. Securities Act.

The KW Notes are to be issued by the KW Notes Issuer, guaranteed by the HK Guarantor and supported by the Keepwell Deed and the Deed of Undertaking executed by the Company.

None of the KW Notes will be offered to the public in Hong Kong and will be placed to any connected persons of the Company.

Principal Terms of the KW Notes

The principal terms of the 2023 KW Notes are as follows:

Issuer	China Cinda Finance (2017) I Limited, an indirect wholly-owned subsidiary of the Company
Guarantor	China Cinda (HK) Holdings Company Limited, a wholly-owned subsidiary of the Company
Aggregate principal amount	US\$800,000,000
Offering price	99.591% of the principal amount of the 2023 KW Notes
Issue date	8 February 2018
Interest rate	3.875% per annum payable semi-annually in arrears on 8 February and 8 August in each year
Maturity date	8 February 2023
First interest payment due date	8 August 2018

The principal terms of the 2025 KW Notes are as follows:

Issuer	China Cinda Finance (2017) I Limited, an indirect wholly-owned subsidiary of the Company
Guarantor	China Cinda (HK) Holdings Company Limited, a wholly-owned subsidiary of the Company
Aggregate principal amount	US\$300,000,000
Offering price	99.732% of the principal amount of the 2025 KW Notes
Issue date	8 February 2018
Interest rate	4.375% per annum payable semi-annually in arrears on 8 February and 8 August in each year
Maturity date	8 February 2025
First interest payment due date	8 August 2018

The principal terms of the 2028 KW Notes are as follows:

Issuer	China Cinda Finance (2017) I Limited, an indirect wholly-owned subsidiary of the Company
Guarantor	China Cinda (HK) Holdings Company Limited, a wholly-owned subsidiary of the Company
Aggregate principal amount	US\$1,200,000,000
Offering price	99.717% of the principal amount of the 2028 KW Notes
Issue date	8 February 2018
Interest rate	4.750% per annum payable semi-annually in arrears on 8 February and 8 August in each year
Maturity date	8 February 2028
First interest payment due date	8 August 2018

The principal terms of the 2048 KW Notes are as follows:

Issuer	China Cinda Finance (2017) I Limited, an indirect wholly-owned subsidiary of the Company
Guarantor	China Cinda (HK) Holdings Company Limited, a wholly-owned subsidiary of the Company
Aggregate principal amount	US\$200,000,000
Offering price	98.472% of the principal amount of the 2048 KW Notes
Issue date	8 February 2018
Interest rate	5.000% per annum payable semi-annually in arrears on 8 February and 8 August in each year
Maturity date	8 February 2048
First interest payment due date	8 August 2018

The KW Notes are expected to be rated “Baa1” by Moody’s, “A-” by S&P and “A” by Fitch. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the relevant rating organisation.

Ranking of the KW Notes and Guarantees

The KW Notes will be the direct, unconditional, unsubordinated and unsecured obligations of the KW Notes Issuer, and rank *pari passu* with all other unsecured and unsubordinated obligations of the KW Notes Issuer (other than obligations preferred by applicable law) and senior in priority of payment and in all other respects to all other indebtedness of the KW Notes Issuer that is designated as subordinate or junior in right of payment to the KW Notes.

The KW Notes are unconditionally guaranteed as to the payment of the principal and interest in respect thereof and all other amounts payable under the KW Notes by the HK Guarantor. Each Guarantee is the HK Guarantor’s direct, unconditional, unsubordinated and unsecured obligation and will rank *pari passu* with all of the HK Guarantor’s other unsecured and unsubordinated obligations (other than obligations preferred by applicable law) and senior in priority of payment and in all other respects to all the HK Guarantor’s other indebtedness that is designated as subordinate or junior in right of payment to the guarantee.

Keepwell Deed

The KW Notes are supported by the Keepwell Deed, pursuant to which the Company undertakes that the KW Notes Issuer and the HK Guarantor will have sufficient liquidity to ensure timely payment of any amounts payable under or in respect of the KW Notes and the Guarantee under the KW Notes.

Deed of Undertaking

Each series of the KW Notes are supported by the Deed of Undertaking, pursuant to which the Company agrees to the Trustee that upon the occurrence of an event of default as defined under the KW Indenture constituting the KW Notes and the receipt of the relevant notice, it shall, subject to obtaining all necessary approvals, consents, licences, orders, permits and any other authorisations from the relevant approval authorities, (a) provide a U.S. dollar cross border loan to either the HK Guarantor or the KW Notes Issuer (as the case maybe); and/or (b) invest in either the HK Guarantor or the KW Notes Issuer (as the case maybe); and/or (c) purchase the equity interests held by the HK Guarantor and/or any other subsidiaries of the Company incorporated outside the PRC, in an amount equal or not less than the shortfall amount.

The shortfall amount, for the purpose of the above paragraph, is the aggregate of the following amounts: (a) an amount in U.S. dollars sufficient to enable the KW Notes Issuer and the HK Guarantor to discharge in full their respective obligations under the KW Notes, the HK Guarantor's guarantee under the KW Notes and the KW Indenture that are due and owing as at the date of the relevant notice (including without limitation the principal amount of the KW Notes then outstanding that is due and owing as at the date of such notice and any interest due and unpaid and/or accrued but unpaid on the KW Notes up to but excluding the date of such notice), plus (b) an amount equal to the interest payable in respect of the immediately following interest period on the KW Notes, if any, plus (c) all costs, fees and expenses and other amounts payable to the Trustee and/or the agents under or in connection with the KW Notes, the HK Guarantor's guarantee under the KW Notes, the KW Indenture, the Keepwell Deed and/or the Deed of Undertaking that are due and owing as at the date of such notice plus provisions for fees and expenses of the Trustee and/or agents which may be incurred after the date of the notice, as notified by the Trustee in such notice.

PROPOSED USE OF PROCEEDS

The aggregate gross proceeds from the issuance of the KW Notes, before deduction of subscription commissions and other estimated expenses payable in connection with the issue of the KW Notes, are estimated to be approximately US\$2,500.0 million. The proceeds are intended to be used for working capital, investment and other general corporate purposes.

LISTING

Application will be made for the listing of the KW Notes on the Stock Exchange. Listing of the KW Notes on the Stock Exchange is not to be taken as an indication of the merits of the KW Notes, the Company, the HK Guarantor or the KW Notes Issuer.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

“2023 KW Notes”	US\$800,000,000 3.875% guaranteed notes due 2023
“2025 KW Notes”	US\$300,000,000 4.375% guaranteed notes due 2025
“2028 KW Notes”	US\$1,200,000,000 4.750% guaranteed notes due 2028
“2048 KW Notes”	US\$200,000,000 5.000% guaranteed notes due 2048

“Agricultural Bank of China Limited Hong Kong Branch”	Agricultural Bank of China Limited Hong Kong Branch
“ANZ”	Australia and New Zealand Banking Group Limited
“Bank of America Merrill Lynch”	Merrill Lynch (Asia Pacific) Limited
“Bank of China”	BOCI Asia Limited and Bank of China Limited
“Bank of Communications”	Bank of Communications Co., Ltd. Hong Kong Branch
“BNP PARIBAS”	BNP Paribas
“Board”	the board of directors of the Company
“China CITIC Bank International”	China CITIC Bank International Limited
“China Construction Bank”	China Construction Bank (Asia) Corporation Limited and CCB International Capital Limited
“China Everbright Bank Hong Kong Branch”	China Everbright Bank Co., Ltd., Hong Kong Branch
“China International Capital Corporation”	China International Capital Corporation Hong Kong Securities Limited
“China Merchants Securities (HK)”	China Merchants Securities (HK) Co., Limited
“Cinda International”	Cinda International Securities Limited
“CLSA”	CLSA Limited
“Company”	China Cinda Asset Management Co., Ltd., a joint stock company incorporated in the PRC with limited liability, whose shares are listed on the Stock Exchange
“connected person”	has the meaning ascribed to it under the Rules Governing the Listing of Securities on the Stock Exchange

“DBS Bank Ltd.”	DBS Bank Ltd.
“Deed of Undertaking”	deed of equity interest purchase, investment and liquidity support undertaking entered into by the Company, the KW Notes Issuer, the HK Guarantor and the Trustee on 24 February 2017
“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch
“Director(s)”	the directors of the Company
“Guarantee”	the guarantee given by the HK Guarantor with respect to the obligations of the KW Notes Issuer under the KW Notes
“Haitong International”	Haitong International Securities Company Limited
“HK Guarantor”	China Cinda (HK) Holdings Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“ICBC”	Industrial and Commercial Bank of China (Asia) Limited and Industrial and Commercial Bank of China Limited, Singapore Branch
“Independent Third Party(ies)”	parties independent of the Company, its subsidiaries and their respective connected persons
“Industrial Bank Co., Ltd. Hong Kong Branch”	Industrial Bank Co., Ltd. Hong Kong Branch

“Joint Lead Managers”	Bank of China, Bank of America Merrill Lynch, China Construction Bank, ICBC, Agricultural Bank of China Limited Hong Kong Branch, Mizuho Securities, BNP PARIBAS, DBS Bank Ltd., Bank of Communications, CLSA, Haitong International, Cinda International, China CITIC Bank International, China International Capital Corporation, Morgan Stanley, ANZ, Industrial Bank Co., Ltd. Hong Kong Branch, HSBC, China Everbright Bank Hong Kong Branch, Standard Chartered Bank, Wing Lung Bank Limited, Deutsche Bank, China Merchants Securities (HK)
“Keepwell Deed”	keepwell deed executed by the Company, the KW Notes Issuer, the HK Guarantor and the Trustee on 24 February 2017
“KW Indenture”	an indenture executed by the HK Guarantor, the KW Notes Issuer and Trustee on 24 February 2017 (as supplemented by a first supplemental indenture in relation to the KW Notes dated 26 January 2018), as amended, supplemented and/or restated from time to time
“KW Notes”	the 2023 KW Notes, the 2025 KW Notes, the 2028 KW Notes and the 2048 KW Notes
“KW Notes Issuer”	China Cinda Finance (2017) I Limited
“Mizuho Securities”	Mizuho Securities Asia Limited
“Morgan Stanley”	Morgan Stanley & Co. International plc
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan area
“Program”	the US\$10,000,000,000 medium term note program established by the Company, the HK Guarantor and the KW Notes Issuer and China Cinda Finance (2017) II Limited by way of a program agreement dated 24 February 2017 (as supplemented by a first supplemental program agreement dated 26 January 2018)

“Standard Chartered Bank”	Standard Chartered Bank
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement dated 1 February 2018 among the Company, the HK Guarantor, the KW Notes Issuer and the Joint Managers
“Trustee”	The Bank of New York Mellon, London Branch
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“US\$”	United States dollar, the lawful currency of the United States
“Wing Lung Bank Limited”	Wing Lung Bank Limited

By Order of the Board
China Cinda Asset Management Co., Ltd.
HOU Jianhang
Chairman

Hong Kong
2 February 2018

As at the date of this announcement, the Board consists of Mr. HOU Jianhang and Mr. CHEN Xiaozhou as executive Directors, Mr. LI Honghui, Mr. SONG Lizhong, Ms. XIAO Yuping, Ms. YUAN Hong, Mr. ZHANG Guoqing and Mr. LIU Chong as non-executive Directors, and Mr. CHANG Tso Tung, Stephen, Mr. XU Dingbo, Mr. ZHU Wuxiang and Mr. SUN Baowen as independent non-executive Directors.