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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))

**NOTICE OF THE THIRD EXTRAORDINARY
GENERAL MEETING FOR 2017**

NOTICE IS HEREBY GIVEN that the third extraordinary general meeting of China Cinda Asset Management Co., Ltd. (the “**Company**”) for 2017 (the “**EGM**”) will be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the People's Republic of China (the “**PRC**”) at 9:30 a.m. on Tuesday, 31 October 2017 for considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the amendments to the Articles of Association of China Cinda Asset Management Co., Ltd.
2. To consider and approve the subscription of the non-publicly issued shares of Cinda Real Estate Co., Ltd. by the Company with its 60% equity interest in Huainan Mining Real Estate Co., Ltd.

ORDINARY RESOLUTIONS

3. To consider and approve the amendments to the Rules of Procedures of General Meetings of China Cinda Asset Management Co., Ltd.
4. To consider and approve the amendments to the Rules of Procedures of Board Meetings of China Cinda Asset Management Co., Ltd.
5. To consider and approve the amendments to the Rules of Procedures of the Board of Supervisors Meetings of China Cinda Asset Management Co., Ltd.
6. To consider and approve the remuneration settlement scheme for the Directors for the year of 2016
7. To consider and approve the remuneration settlement scheme for the Supervisors for the year of 2016

Notice of Closure of Register of Members

The register of holders of H Shares of the Company will be closed from Sunday, 1 October 2017 to Tuesday, 31 October 2017 (both days inclusive), during which period no transfer of H Shares will be registered. Any holder of H Shares of the Company who wishes

to attend the EGM shall deposit the share certificates together with the transfer documents at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited no later than 4:30 p.m. on Friday, 29 September 2017. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Friday, 29 September 2017 will be entitled to attend and vote at the EGM.

The address of the H Share Registrar of the Company:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Details of the above resolutions will be set out in the circular for the EGM of the Company to be despatched to the shareholders in due course. The notice shall be read together with the EGM circular to be issued by the Company later.

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

Beijing, the PRC
15 September 2017

As at the date of this notice, the Board of the Company 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.

Notes:

1. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company, but he/she must attend the EGM in person to represent the relevant Shareholder.
2. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
3. In order to be valid, the proxy form, the notarized power of attorney or other authorization document (if any) must be delivered to the Board of Directors' Office of the Company for holders of domestic shares and at the H Share Registrar of the Company, 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 designated for convening the EGM 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 EGM or any adjournment thereof.
4. Holders of domestic shares and holders of H Shares who intend to attend the EGM in person or by proxy should deliver the reply slip at the Board of Directors' Office of the Company and at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong respectively on or before Wednesday, 11 October 2017 by hand, by post or by fax (fax no: (852) 2865 0990).
5. Pursuant to the articles of association of the Company, any vote of Shareholders at a general meeting must be taken by poll. As such, all resolutions set out in the notice of the EGM will be voted on by poll.
6. The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.
7. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s), and for this purpose, seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint Shareholders.