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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))**

## **ANNOUNCEMENT AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

References are made to the circular dated May 16, 2016 in relation to the granting of general mandate to issue H shares to the board of directors (the “**Board**”) and the announcement dated December 29, 2016 in relation to the completion of the issue of H shares under general mandate of China Cinda Asset Management Co., Ltd. (the “**Company**”). According to the shareholders’ general meeting held on June 30, 2016, the Board was authorized to make amendments to the Articles of Association of the Company (the “**Articles**”) as appropriate and necessary upon the completion of the allotment and issuance of the H shares based on the actual shareholding structure of the Company then prevailing, in order to reflect the changes in the share capital structure, the registered capital and any other changes of the Company caused by this authorization.

Since the issuance of H shares has been completed pursuant to the general mandate, the Company has amended the Articles accordingly and completed filing with China Banking Regulatory Commission in this regard. Details of the amendments to the Articles are as follows:

No.	Original Article	Amendment
1	<p>Article 18 Upon approval by the examining and approving authorities authorized by the State Council, the total number of ordinary shares that may be issued by the Company shall be 36,256,690,035. The number of shares issued to the MOF, the promoter, when the Company was reorganized and reformed as a joint stock company was 25,155,096,932, representing 69.38% of the total number of ordinary shares that may be issued by the Company. The capital contribution of the MOF, the promoter, was made by way of the assessed net asset value of China Cinda Asset Management Corporation as at June 30, 2009, in the amount of RMB25,155,096,932 and amounted to 25,155,096,932 shares.</p>	<p>Article 18 Upon approval by the examining and approving authorities authorized by the State Council, the total number of ordinary shares that may be issued by the Company shall be <del>36,256,690,035</del><u>38,164,535,147</u>. The number of shares issued to the MOF, the promoter, when the Company was reorganized and reformed as a joint stock company was 25,155,096,932, representing <del>69.38</del><u>65.91</u>% of the total number of ordinary shares that may be issued by the Company. The capital contribution of the MOF, the promoter, was made by way of the assessed net asset value of China Cinda Asset Management Corporation as at June 30, 2009, in the amount of RMB25,155,096,932 and amounted to 25,155,096,932 shares.</p>

No.	Original Article	Amendment
2	<p>Article 19 The Company issued 6,116,666,000 overseas listed shares in the course of its initial public offering and listing of shares, representing 16.87% of the total ordinary shares that may be issued by the Company.</p> <p>After its initial public offering and listing of shares, the ordinary share capital of the Company comprises: 36,256,690,035 ordinary shares in total, including 24,596,932,316 shares held by the MOF, the promoter, representing 67.84% of the total ordinary shares that may be issued by the Company, and 11,659,757,719 overseas listed shares, representing 32.16% of the total ordinary shares that may be issued by the Company.</p> <p>Domestic shares issued by the Company are under centralized depository of China Securities Depository and Clearing Corporation Limited, whereas overseas listed shares issued by the Company are mainly under the depository of the custodian company of Hong Kong Securities Clearing Company Limited or held in the name of individual shareholders.</p>	<p>Article 19 The Company issued 6,116,666,000 overseas listed shares in the course of its initial public offering and listing of shares, representing <del>16.87%</del><u>16.03%</u> of the total ordinary shares that may be issued by the Company.</p> <p>After its initial public offering and listing of shares, the ordinary share capital of the Company comprises: 36,256,690,035 ordinary shares in total, including 24,596,932,316 shares held by the MOF, the promoter, <del>representing 67.84% of the total ordinary shares that may be issued by the Company,</del> and 11,659,757,719 overseas listed shares, <del>representing 32.16% of the total ordinary shares that may be issued by the Company.</del></p> <p><u>On December 29, 2016, the Company issued 1,907,845,112 overseas listed shares non-publicly, representing 4.999% of the total ordinary shares that may be issued by the Company.</u></p> <p><u>After completion of the non-public issue of shares by the Company on December 29, 2016, the ordinary share capital of the Company comprises: 38,164,535,147 ordinary shares in total, including 24,596,932,316 shares held by the MOF, the promoter, representing 64.45% of the total ordinary shares that may be issued by the Company, and 13,567,602,831 overseas listed shares, representing 35.55% of the total ordinary shares that may be issued by the Company.</u></p> <p>Domestic shares issued by the Company are under centralized depository of China Securities Depository and Clearing Corporation Limited, whereas overseas listed shares issued by the Company are mainly under the depository of the custodian company of Hong Kong Securities Clearing Company Limited or held in the name of individual shareholders.</p>
3	<p>Article 22 The registered capital of the Company is RMB36,256,690,035.</p>	<p>Article 22 The registered capital of the Company is RMB<u>36,256,690,035</u><u>38,164,535,147</u>.</p>

The full text of the amended Articles can be viewed at the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cinda.com.cn](http://www.cinda.com.cn)).

Shareholders of the Company should be aware that the English version of the Articles is a translation from the Chinese version. The Chinese version of the Articles shall prevail in the case of discrepancies and/or inconsistencies between the two versions.

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

Beijing, the PRC  
July 13, 2017

*As at the date of this announcement, 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 and Mr. Zhang Guoqing 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.*