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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in China Cinda Asset Management Co., Ltd., you should at once hand this circular and the accompanying proxy form and the reply slip of the extraordinary general meeting to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED TRANSFER OF EQUITY IN CINDA P&C  
AND RELEVANT AUTHORIZATION  
AND  
NOTICE OF EGM**

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A notice of convening the second EGM in 2016 of China Cinda Asset Management Co., Ltd. at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC on Monday, October 31, 2016 at 9:30 a.m. is set out on pages 5 to 6 of this circular.

If you wish to appoint a proxy to attend the EGM on your behalf, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon no later than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof (as the case may be). If you wish to attend the EGM in person or by proxy, you are required to complete and return the accompanying reply slip in accordance with the instructions printed thereon on or before Tuesday, October 11, 2016. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

September 15, 2016

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	2
1. Introduction .....	2
2. Matters to be considered at the EGM .....	3
3. EGM .....	3
4. Recommendation .....	4
<b>Notice of EGM</b> .....	5

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## DEFINITIONS

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

“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“(our) Company”	China Cinda Asset Management Co., Ltd. (中國信達資產管理股份有限公司), a joint stock limited company incorporated in the PRC with its H Shares listed on the Hong Kong Stock Exchange
“Cinda P&C”	Cinda Property and Casualty Insurance Co., Ltd. (信達財產保險股份有限公司), in which the Company holds 51% equity interests and is a controlling shareholder
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as fully paid up in RMB
“EGM”	the second extraordinary general meeting of the Company in 2016 to be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 9:30 a.m. on Monday, October 31, 2016
“H Share(s)”	the ordinary shares in the share capital of the Company with nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including H Shares and domestic shares
“Shareholder(s)”	holder(s) of the Share(s) of the Company
“subsidiary(ies)”	has the meanings ascribed to it under the Listing Rules

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Hou Jianhang

*Non-executive Directors:*

Li Honghui

Song Lizhong

Xiao Yuping

Yuan Hong

Lu Shengliang

*Independent non-executive Directors:*

Li Xikui

Qiu Dong

Chang Tso Tung, Stephen

Xu Dingbo

*Registered address:*

No. 1 Building

9 Naoshikou Street, Xicheng District

Beijing

the PRC

*Principal place of business in Hong Kong:*

12/F

AIA Central

1 Connaught Road Central

Central, Hong Kong

September 15, 2016

*To the Shareholders*

### **PROPOSED TRANSFER OF EQUITY IN CINDA P&C AND RELEVANT AUTHORIZATION AND NOTICE OF EGM**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with the notice of EGM and the information on relevant proposed resolution to be considered at the EGM to enable you to make informed decisions on whether to vote for or against the resolution at the EGM.

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## LETTER FROM THE BOARD

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### 2. MATTERS TO BE CONSIDERED AT THE EGM

The special resolution to be proposed at the EGM for the Shareholders to consider and approve is the proposed transfer of equity in Cinda P&C and relevant authorization.

#### (I) TO CONSIDER AND APPROVE THE PROPOSED TRANSFER OF EQUITY IN CINDA P&C AND RELEVANT AUTHORIZATION

Cinda P&C, an integrated financial service platform of the Company, is held as to 51% by the Company, being the controlling shareholder of Cinda P&C. According to the Company's strategies, the Company proposes at the EGM to approve the transfer of some of the equity interests held by the Company in Cinda P&C in order to introduce competent strategic investors, fully leverage the resource advantage of Cinda P&C, optimize and integrate platform resources of subsidiaries, and accelerate business transformation of Cinda P&C. Details of the proposed transfer are as follows:

- (1) The Company will transfer not less than 1.08 billion shares held in Cinda P&C, accounting for not less than 36% of its share capital, by way of public bidding through Beijing Financial Assets Exchange. The base price for listing shall be no less than the asset value as of June 30, 2016 filed with relevant regulatory authorities. All shares will be transferred to a single buyer (or a group of buyers) in a single transaction.
- (2) To facilitate the smooth implementation of the proposal, it is proposed at the EGM that authorization shall be granted to the Board and extended to the chairman of the Company or his authorized personnel to handle the particulars related to the proposed transfer, including but not limited to the proportion, pricing and timing of the transfer, the qualification of transferee and the equity transfer agreement.

After formulating the major terms of the proposed transfer, the Company will conduct applicable size tests according to Rule 14.07 of the Listing Rules and comply with other applicable requirements of the Listing Rules. As required by the Articles of the Company, this matter shall be approved by the Shareholders at the shareholders' meeting by way of special resolution. The proposed transfer shall also be subject to the approval from relevant regulatory authorities.

The above resolution has been considered and approved at the seventh meeting of the Board in 2016, and is hereby submitted to the EGM for consideration.

### 3. EGM

The EGM will be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 9:30 a.m. on Monday, October 31, 2016. The notice of the meeting is set out in this circular.

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## LETTER FROM THE BOARD

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In order to determine the holders of H Shares who are entitled to attend the EGM, the register of holders of H Shares of the Company will be closed from Saturday, October 1, 2016 to Monday, October 31, 2016 (both days inclusive), during which period no transfer of H Shares will be effected. Holders of H Shares of the Company who intend 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 at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 4:30 p.m. on Friday, September 30, 2016. Holders of H Shares whose names appear on the register of holders of H Shares of the Company at the close of business on Friday, September 30, 2016 are entitled to attend the EGM.

A proxy form and a reply slip for use at the EGM are enclosed herein and also published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Holders of H Shares who intend to attend the EGM by proxy shall complete and return the proxy form to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the time appointed for convening the EGM. Completion and return of the proxy form will not preclude a holder of H Shares from attending the EGM and voting in person if he so wishes. Holders of H Shares who intend to attend the EGM in person or by proxy should complete and return the reply slip by hand, by post or by fax to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Tuesday, October 11, 2016.

The voting at the EGM shall be taken by way of registered poll.

#### **4. RECOMMENDATION**

The Directors consider that the resolution set out in the notice of the EGM for consideration and approval by Shareholders is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

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

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## NOTICE OF EGM

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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)

## NOTICE OF EGM

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting of China Cinda Asset Management Co., Ltd. (the “**Company**”) for 2016 (the “**EGM**”) will be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 9:30 a.m. on Monday, October 31, 2016 for considering and, if thought fit, passing the following resolution:

### SPECIAL RESOLUTION

1. To consider and approve the proposed transfer of equity in Cinda P&C and relevant authorization

### Notice of Closure of Register of Members

The register of holders of H Shares of the Company will be closed from Saturday, October 1, 2016 to Monday, October 31, 2016 (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, September 30, 2016. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Friday, September 30, 2016 will be entitled to attend 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

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## NOTICE OF EGM

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Details of the above resolution are set out in the circular for the EGM of the Company dated September 15, 2016. Unless otherwise stated, terms defined in the circular shall have the same meanings in this notice.

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

September 15, 2016

*Notes:*

1. The register of members of the Company will be closed from Saturday, October 1, 2016 to Monday, October 31, 2016 (both days inclusive). Holders of H Shares and domestic shares whose names appear on the register of members of the Company at the close of business on Friday, September 30, 2016 shall be entitled to attend and vote at the EGM. Holders of H Shares of the Company who wish to attend and vote at the EGM shall lodge all transfer documents accompanied by the relevant share certificates with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, September 30, 2016.
2. 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.
3. 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.
4. 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 appointed for the holding of 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 if he/she so wishes.
5. 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 Tuesday, October 11, 2016 by hand, by post or by fax (fax no: (852) 2865 0990 for Computershare Hong Kong Investor Services Limited).
6. Pursuant to the Articles, any vote of Shareholders at a general meeting must be taken by poll. As such, the resolution set out in the notice of the EGM will be voted on by poll.
7. 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.
8. 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.