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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 2016 FIRST CLASS MEETING FOR H SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2016 first class meeting for holders of H Shares (the “**H Share Class Meeting**”) of China Cinda Asset Management Co., Ltd. (the “**Company**”) will be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at the later of 10:15 a.m. or immediately after the conclusion of the 2016 first class meeting for domestic shareholders on Thursday, June 30, 2016 for the following purposes of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve item by item the proposal on non-public issuance of Offshore Preference Shares by the Company
 - 1.1 type of preference shares to be issued
 - 1.2 number of preference shares to be issued and issue size
 - 1.3 par value and issue price
 - 1.4 maturity
 - 1.5 method of issuance and target investors
 - 1.6 lock-up period
 - 1.7 dividend distribution terms
 - 1.8 terms of mandatory conversion
 - 1.9 terms of conditional redemption

- 1.10 restrictions on voting rights and terms of restoration of voting rights
- 1.11 order of distribution on liquidation and procedures for liquidation
- 1.12 rating arrangements
- 1.13 security arrangements
- 1.14 use of proceeds
- 1.15 listing/trading arrangements
- 1.16 validity period of the resolution for the issuance of Offshore Preference Shares
- 1.17 matters relating to authorisation

Notice of Closure of Register of Members

The register of holders of H Shares of the Company will be closed from Tuesday, May 31, 2016 to Thursday, June 30, 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 H Share Class Meeting 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 Monday, May 30, 2016. Shareholders whose names appear on the H Share register of members of the Company at the close of business on Monday, May 30, 2016 will be entitled to attend the H Share Class Meeting.

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 are set out in the circular for AGM for 2015 and the H Share Class Meeting of the Company dated May 16, 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

May 16, 2016

Notes:

1. The register of members of the Company will be closed from Tuesday, May 31, 2016 to Thursday, June 30, 2016 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company at the close of business on Monday, May 30, 2016 shall be entitled to attend and vote at the H Share Class Meeting. Holders of H Shares of the Company who wish to attend and vote at the H Share Class Meeting shall deposit the share certificate 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 no later than 4:30 p.m. on Monday, May 30, 2016.
2. A holder of H Share entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not to be a Shareholder of the Company, but he/she must attend the H Share Class Meeting in person to represent the relevant holder of H Share.
3. The instrument appointing a proxy must be in writing under the hand of a holder of H Shares or his/her attorney duly authorized in writing. If the holder of H Shares 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 holder of H Shares, 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 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 H Share Class Meeting or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a holder of H Shares from attending and voting in person at the H Share Class Meeting or any adjournment thereof if he/she so wishes.
5. Holders of H Shares who intend to attend the H Share Class Meeting in person or by proxy should deliver the reply slip at the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Thursday, June 9, 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 of the Company, any vote of Shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of the H Share Class Meeting will be voted by poll.
7. The H Share Class Meeting is expected to last for half a day. Holders of H Shares (in person or by proxy) attending the H Share Class Meeting are responsible for their own transportation and accommodation expenses. Holders of H Shares or their proxies attending the H Share Class Meeting shall produce their identity documents.
8. In the case of joint holders of H Shares, 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 holder(s) of H Shares, 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 holding.

As at the date of this announcement, the Board of the Company consists of Mr. HOU Jianhang and Mr. ZANG Jingfan as executive Directors, Mr. LI Honghui, Mr. SONG Lizhong, Ms. XIAO Yuping, Ms. YUAN Hong and Mr. LU Shengliang as non-executive Directors, and Mr. LI Xikui, Mr. QIU Dong, Mr. CHANG Tso Tung, Stephen, and Mr. XU Dingbo as independent non-executive Directors.