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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 AGM FOR 2015

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of China Cinda Asset Management Co., Ltd. (the “Company”) for the year 2015 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 Thursday, June 30, 2016 for the purpose of considering and, if thought fit, passing the following resolutions:

Ordinary Resolutions

1. To consider and approve the work report of the Board for 2015
2. To consider and approve the report of the Board of Supervisors for 2015
3. To consider and approve the final financial account plan for 2015
4. To consider and approve the profit distribution plan for 2015
5. To consider and approve the fixed assets investment budget for 2016
6. To consider and approve item by item the election of Directors of the third session of the Board of Directors of the Company
 - 6.1 To consider and approve the re-election of Mr. Hou Jianhang as the executive Director
 - 6.2 To consider and approve the re-election of Mr. Zang Jingfan as the executive Director
 - 6.3 To consider and approve the election of Mr. Chen Xiaozhou as the executive Director
 - 6.4 To consider and approve the re-election of Mr. Li Honghui as the non-executive Director
 - 6.5 To consider and approve the re-election of Mr. Song Lizhong as the non-executive Director

- 6.6 To consider and approve the re-election of Ms. Xiao Yuping as the non-executive Director
- 6.7 To consider and approve the re-election of Ms. Yuan Hong as the non-executive Director
- 6.8 To consider and approve the re-election of Mr. Lu Shengliang as the non-executive Director
- 6.9 To consider and approve the re-election of Mr. Chang Tso Tung, Stephen as the independent non-executive Director
- 6.10 To consider and approve the re-election of Mr. Xu Dingbo as the independent non-executive Director
- 6.11 To consider and approve the election of Mr. Zhu Wuxiang as the independent non-executive Director
- 6.12 To consider and approve the election of Mr. Sun Baowen as the independent non-executive Director
- 7. To consider and approve item by item the election of Supervisors of the third session of the Board of Supervisors of the Company
 - 7.1 To consider and approve the re-election of Mr. Gong Jiande as the Shareholder Representative Supervisor
 - 7.2 To consider and approve the re-election of Ms. Liu Yanfen as the External Supervisor
 - 7.3 To consider and approve the re-election of Mr. Li Chun as the External Supervisor
 - 7.4 To consider and approve the election of Mr. Zhang Zheng as the External Supervisor
- 8. To consider and approve the appointment of accounting firms for 2016

Special Resolutions

- 9. To consider and approve the granting of general mandate to issue additional H Shares to the Board
- 10. To consider and approve item by item the proposal on non-public issuance of Offshore Preference Shares by the Company
 - 10.1 type of preference shares to be issued
 - 10.2 number of preference shares to be issued and issue size

- 10.3 par value and issue price
 - 10.4 maturity
 - 10.5 method of issuance and target investors
 - 10.6 lock-up period
 - 10.7 dividend distribution terms
 - 10.8 terms of mandatory conversion
 - 10.9 terms of conditional redemption
 - 10.10 restrictions on voting rights and terms of restoration of voting rights
 - 10.11 order of distribution on liquidation and procedures for liquidation
 - 10.12 rating arrangements
 - 10.13 security arrangements
 - 10.14 use of proceeds
 - 10.15 listing/trading arrangements
 - 10.16 validity period of the resolution for the issuance of Offshore Preference Shares
 - 10.17 matters relating to authorisation
11. To consider and approve the proposal on the amendments to the Articles of Association

As Reporting Document

1. To review the work report of the independent non-executive Directors for 2015

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 AGM 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 AGM.

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 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 and domestic 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 AGM. Holders of H Shares of the Company who wish to attend and vote at the AGM 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 Monday, May 30, 2016.
2. The register of members of the Company will be closed from Thursday, July 7, 2016 to Tuesday, July 12, 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 Tuesday, July 12, 2016 shall be entitled to receive cash dividend of RMB1.161 (tax inclusive) per 10 shares for 2015 subject to the approval of the Shareholders at the annual general meeting. Subject to approval, the cash dividend for 2015 is expected to be distributed on or around August 18, 2016 to the holders of domestic shares and H shares whose names appear in the register of Shareholders of the Company on the record date for dividend distribution. Dividend for H Shares will be paid in Hong Kong dollars, the actual amount of which shall be calculated on the basis of the average benchmark exchange rate between RMB and Hong Kong dollars as announced by the People's Bank of China in one week prior to the date of the AGM (including the date of the AGM). Holders of H Shares of the Company who wish to receive the cash dividend for 2015 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 Wednesday, July 6, 2016. The last trading day for H Shares of the Company before ex-dividend will be Monday, July 4, 2016, and the ex-dividend shall start from Tuesday, July 5, 2016.

Withholding and Payment of Enterprise Income Tax (also referred to as “withholding tax” hereinafter) for Foreign Non-resident Enterprise Shareholders

Pursuant to the Enterprise Income Tax Law of the People’s Republic of China and its implementation regulations and other relevant rules and regulations, the Company is required to withhold enterprise income tax at the rate of 10% when distributing the annual dividend for 2015 to non-resident enterprise shareholders whose names appear on the H Shares register of members of the Company. Any shares registered in the name of non-individual shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the enterprise income tax.

Withholding and Payment of Individual Income Tax for Individual Foreign Shareholders

Pursuant to the Individual Income Tax Law of the People’s Republic of China, the Implementation Regulations of the Individual Income Tax Law of the People’s Republic of China, the Announcement of the State Administration of Taxation in relation to Issuance of the “Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties” (State Administration of Taxation Announcement [2015] No. 60), the Notice of the State Administration of Taxation on the Questions Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) and other relevant laws and regulations, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual H Shareholders in respect of the annual dividend for 2015 to be distributed to them. However, the individual H Shareholders may be entitled to certain tax preferential treatments pursuant to the tax treaties between People’s Republic of China (the “PRC”) and the countries (regions) in which the individual H Shareholders are domiciled and the tax arrangements between mainland China and Hong Kong (or Macau). In this regard, the Company will implement the following arrangements in relation to the withholding and payment of individual income tax for the individual H Shareholders:

- For individual H Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of the annual dividend for 2015.
- For individual H Shareholders whose country (region) of domicile has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of the annual dividend for 2015.
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax on behalf of the individual H Shareholders at the effective tax rate stipulated in the relevant tax treaty in the distribution of the annual dividend for 2015.
- For individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual H Shareholders in the distribution of the annual dividend for 2015.

Dividend Distribution for Investors of Southbound Trading

For investors of the Shanghai Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company (the “**Southbound Trading**”), the Company will distribute the cash dividend for 2015 to the Shanghai Branch of China Securities Depository and Clearing Corporation Limited which, as the nominee of the investors of H Shares of Southbound Trading, will then distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Caishui [2014] No. 81) (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知), for domestic individual investors, the Company shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For domestic securities investment funds, the tax payable shall be the same as that for individual investors. The Company will not withhold and pay the income tax of dividends for domestic enterprise investors which shall report and pay the relevant tax themselves.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the H Shareholders of the Company. Should the H Shareholders of the Company have any doubts in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for the relevant tax impacts in mainland China, Hong Kong (or Macau) and other countries (regions) on the possession and disposal of the H Shares of the Company.

3. A Shareholder entitled to attend and vote at the AGM 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 AGM in person to represent the relevant Shareholder.
4. 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.
5. 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 AGM 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 AGM or any adjournment thereof if he/she so wishes.
6. Holders of domestic shares and holders of H Shares who intend to attend the AGM in person or by proxy should deliver the reply slip at the Board of Directors' Office of the Company and 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 respectively 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).
7. 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 AGM will be voted by poll.
8. The AGM is expected to last for half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents.
9. 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 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.