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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting (the “**EGM**”) of China Cinda Asset Management Co., Ltd. (the “**Company**”) for 2016 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 Wednesday, 24 February 2016 for the purpose of considering and, if thought fit, approving the following resolutions. Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the major transaction announcement of the Company dated 18 December 2015:

As Special Resolutions

1. To consider and approve the SPA and the transactions contemplated thereunder. *(Note 1)*
2. To consider and approve the proposed capital injection into Cinda HK.

Please refer to Appendix I to this notice for detailed information of the proposed capital injection into Cinda HK.

As Ordinary Resolutions

3. To consider and approve the remuneration settlement scheme for the Directors for the year of 2014.

Please refer to Appendix II to this notice for detailed information of the remuneration settlement scheme for the Directors for the year of 2014.

4. To consider and approve the remuneration settlement scheme for the Supervisors for the year of 2014.

Please refer to Appendix III to this notice for detailed information of the remuneration settlement scheme for the Supervisors for the year of 2014.

NOTICE OF CLOSURE OF REGISTER OF MEMBERS

The register of holders of H Shares of the Company will be closed from Monday, 25 January 2016 to Wednesday, 24 February 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, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 22 January 2016.

Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Friday, 22 January 2016 will be entitled to attend and vote at the EGM.

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

Beijing, the PRC
9 January 2016

As at the date of this notice, 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.

Notes:

1. For details of the SPA and the transactions contemplated thereunder, please refer to the major transaction announcement of the Company dated 18 December 2015.
2. The register of members of the Company will be closed from Monday, 25 January 2016 to Wednesday, 24 February 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, 22 January 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 by no later than 4:30 p.m. on Friday, 22 January 2016.
3. 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.

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. 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).
5. Holders of domestic shares and holders of H Shares who intend to attend the EGM in person or by proxy should complete and deliver the reply slip to the Board of Directors' Office of the Company, and 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, respectively, on or before Thursday, 4 February 2016 by hand, by post or by fax.
6. 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 resolution(s) set out in the notice of the EGM will be voted on by poll.
7. In accordance with the Articles of Association of the Company, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such share at the EGM, and this notice shall be deemed to be given to all joint holders of such share.
8. 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.

APPENDIX I

Resolution 2

In order to satisfy the business development needs of the Group and carry out the Acquisition, the Company intends to inject additional capital by way of cash into Cinda HK.

(i) Amount

The proposed capital increase is US\$3 billion or the equivalent in other currency.

(ii) Purpose of the Capital Increase

The additional capital injection will be mainly used by Cinda HK to replenish its working capital and carry out the Acquisition.

This resolution has been considered and approved at the Eighth Meeting of the Board for 2015 (being the fourth periodic Board meeting), and is hereby submitted to the EGM for consideration and approval in accordance with the Articles of Association and the Rules of Procedures for Shareholders' General Meeting of the Company.

APPENDIX II

Resolution 3

In accordance with relevant policies and requirements of the PRC government, the Company has formulated the remuneration settlement scheme for the Directors for the year of 2014. This resolution has been considered and approved at the Eighth Meeting of the Board for 2015 (being the fourth periodic Board meeting). This resolution is hereby submitted to the EGM for consideration and approval in accordance with the Articles of Association and the Rules of Procedures for Shareholders' General Meeting of the Company. Details of the scheme are as follows:

Unit: RMB10,000

Name	Position	Basic annual remuneration	Performance-based annual remuneration		Allowance	Benefits	Total remuneration before tax
			Current payment	Deferred payment			
Hou Jianhang	Chairman, executive Director	49.00	54.71	54.72	—	36.03	194.46
Zang Jingfan	Executive Director, president	44.10	49.24	49.25	—	35.17	177.76
Xu Zhichao	Executive Director, vice president	43.12	47.07	47.08	—	34.23	171.50
Li Honghui	Non-executive Director	—	—	—	—	—	—
Song Lizhong	Non-executive Director	—	—	—	—	—	—
Xiao Yuping	Non-executive Director	—	—	—	—	—	—
Yuan Hong	Non-executive Director	—	—	—	—	—	—
Lu Shengliang	Non-executive Director	—	—	—	—	—	—
Wang Shurong	Non-executive Director	—	—	—	—	—	—
Yin Boqin	Non-executive Director	—	—	—	—	—	—
Li Xikui	Independent non-executive Director	—	—	—	25.00	—	25.00
Qiu Dong	Independent non-executive Director	—	—	—	25.00	—	25.00
Chang Tso Tung, Stephen	Independent non-executive Director	—	—	—	25.00	—	25.00
Xu Dingbo	Independent non-executive Director	—	—	—	25.00	—	25.00

Notes:

- (1) Pursuant to the relevant requirements of the PRC government, for the total remuneration before tax payable to the chairman, president and executive Directors of the Company for 2014, 50% of the performance-based annual remuneration will be subject to a deferred payment until 2015 to 2017 and the proportion payable for each year will be one-third of the amount.
- (2) Non-executive Directors do not receive remuneration from the Company.
- (3) In accordance with the allowance plan for independent non-executive Directors approved at the Shareholders' general meeting of the Company, the basic annual allowance of each independent non-executive Director is RMB250,000 (before tax), which will be calculated according to the actual duration of service.

(4) Changes of Directors:

- (i) Mr. Xu Zhichao has ceased to serve as an executive Director since 20 January 2015 due to change of work arrangement.
- (ii) Ms. Wang Shurong and Mr. Yin Boqin have ceased to serve as non-executive Director since 13 August 2014 due to change of work arrangement.
- (iii) Mr. Li Honghui and Mr. Song Lizhong were elected as non-executive Directors of the Company at the annual general meeting for 2013 and their qualifications for serving the position were approved by the China Banking Regulatory Commission on 13 August 2014.

APPENDIX III

Resolution 4

In accordance with relevant policies and requirements of the PRC government, the Company has formulated the remuneration settlement scheme for the supervisors of the Company (the “**Supervisors**” and each a “**Supervisor**”) for the year of 2014. This resolution has been considered and approved at the Fifth Meeting of the Board of Supervisors of the Company for 2015. This resolution is hereby submitted to the EGM for consideration and approval in accordance with the Articles of Association and the Rules of Procedures for Shareholders’ General Meeting of the Company. Details of the scheme are as follows:

Unit: RMB10,000

Name	Position	Basic annual remuneration	Performance-based annual remuneration		Allowance	Benefits	Total remuneration before tax
			Current payment	Deferred payment			
Chen Weizhong	Chairman of the Board of Supervisors	44.10	48.14	48.15	—	34.84	175.23
Dong Juan	External Supervisor	—	—	—	8.00	—	8.00
Liu Xianghui	External Supervisor	—	—	—	—	—	—
Lin Jian	Employee Supervisor	—	—	—	1.00	—	1.00
Wei Jianhui	Employee Supervisor	—	—	—	2.00	—	2.00
Gong Hongbing	Employee Supervisor	—	—	—	1.00	—	1.00

Notes:

- (1) Pursuant to the relevant requirements of the PRC government, for the total remuneration before tax payable to the chairman of the Board of Supervisors for 2014, 50% of the performance-based annual remuneration will be subject to a deferred payment until 2015 to 2017 and the proportion payable for each year will be one-third of the amount.
- (2) In accordance with the allowance plan for external Supervisors approved at the Shareholders’ general meeting of the Company, the basic annual allowance of each external Supervisor is RMB200,000 (before tax), which will be calculated according to the actual duration of service.
- (3) In accordance with the allowance plan for employee representative Supervisors approved at the Shareholders’ general meeting of the Company, the basic annual allowance for each employee representative Supervisor is RMB20,000 (before tax), which will be calculated according to the actual duration of service.
- (4) Ms. Dong Juan, an external Supervisor, received allowances of RMB80,000 (before tax) from January to May 2014. In accordance with the relevant requirements and upon her own request, she has ceased to receive allowances since June 2014.
- (5) Mr. Liu Xianghui, an external Supervisor, did not receive any remuneration from the Company during his term of office.

(6) Changes of Supervisors:

- (i) Mr. Liu Xianghui has ceased to act as an external Supervisor since 5 June 2014 due to work arrangement.
- (ii) Mr. Lin Jian has ceased to act as employee representative Supervisor since 16 July 2014 due to work arrangement.
- (iii) According to the resolution of the Second Meeting of the Second Session of the Employee Representatives Meeting of the Company, Ms. Gong Hongbing has acted as an employee representative Supervisor since 16 July 2014.