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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)**

**PROVISION OF GUARANTEE FOR ISSUANCE OF RMB3 BILLION CAPITAL  
SUPPLEMENT BONDS BY HAPPY LIFE  
PROPOSED ISSUANCE OF FINANCIAL BONDS FOR 2016 AND RELEVANT  
AUTHORIZATION  
PROPOSED ISSUANCE OF CAPITAL SUPPLEMENT BONDS FOR 2016 AND  
RELEVANT AUTHORIZATION  
AND  
NOTICE OF EGM**

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A notice of convening the second EGM in 2015 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 Wednesday, December 16, 2015 at 9:30 a.m. is set out on pages 7 to 9 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 Thursday, November 26, 2015. 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.

October 31, 2015

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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 .....	5
4. Recommendation .....	6
<b>Notice of EGM</b> .....	7

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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
“CBRC”	China Banking Regulatory Commission
“Director(s)”	director(s) of the Company
“EGM”	the second extraordinary general meeting of the Company in 2015 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 Wednesday, December 16, 2015
“H Share(s)”	the overseas listed foreign shares in the share capital of the Company with nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange
“Happy Life”	Happy Life Insurance Co., Ltd. (幸福人壽保險股份有限公司), a subsidiary of our Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“(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
“PRC”	the People’s Republic of China excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region 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

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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  
Zang Jingfan

*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

October 31, 2015

*To the Shareholders*

Dear Sir and Madam,

**PROVISION OF GUARANTEE FOR ISSUANCE OF RMB3 BILLION CAPITAL  
SUPPLEMENT BONDS BY HAPPY LIFE  
PROPOSED ISSUANCE OF FINANCIAL BONDS FOR 2016 AND RELEVANT  
AUTHORIZATION  
PROPOSED ISSUANCE OF CAPITAL SUPPLEMENT BONDS FOR 2016 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 certain proposed resolutions to be considered at the EGM to enable you to make informed decisions on whether to vote for or against the resolutions at the EGM.

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## LETTER FROM THE BOARD

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

Resolutions to be proposed at the EGM for the Shareholders to consider and approve include: (I) provision of guarantee for issuance of RMB3 billion capital supplement bonds by Happy Life; (II) proposed issuance of financial bonds for 2016 and relevant authorization; and (III) proposed issuance of capital supplement bonds for 2016 and relevant authorization. All three resolutions are special resolutions.

#### (I) PROVISION OF GUARANTEE FOR ISSUANCE OF RMB3 BILLION CAPITAL SUPPLEMENT BONDS BY HAPPY LIFE

In order to facilitate Happy Life to improve its capital structure, enhance solvency, consolidate business continuity and build a sound development foundation, in accordance with the Announcement of the People's Bank of China and China Insurance Regulatory Commission (2015 No. 3) — Announcement on Matters Related to Issuance of Capital Supplement bonds by Insurance Companies (《中國人民銀行、中國保險監督管理委員會公告(2015年第3號) — 保險公司發行資本補充債券有關事宜公告》) and the relevant policies and rules of the Company, the Company has proposed the following resolution regarding the provision of joint and irrevocable guarantee for the issuance of RMB3 billion 10-year redeemable capital supplement bonds through private placement by Happy Life:

- (I) To approve the Company's provision of guarantee for the issuance of capital supplement bonds by Happy Life
  - 1. Target and object of guarantee: the principal and interests of RMB3 billion capital supplement bonds proposed to be issued by Happy Life;
  - 2. Term of guarantee: from the first date of issue of the bonds to the two years after the maturity date of the bonds;
  - 3. Form of guarantee: joint and irrevocable guarantee;
  - 4. Validity period of the resolution: from the date of approval by the EGM to December 31, 2016.
- (II) It is proposed at the EGM to authorize the Board and to extend the authorization to the chairman of the Board and his authorized personnel to handle the particulars of the guarantee (including but not limited to the execution of relevant legal documents and agreements, and determination of the total amount, term, form and other details of the guarantee), adjust the terms of guarantee according to changes in market conditions, sign relevant legal documents to be signed by the Company as the party thereto, and handle necessary procedures of the guarantee.

The above resolution has been considered and approved at the seventh meeting of the Board in 2015, and is hereby submitted to the EGM for consideration.

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## LETTER FROM THE BOARD

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### **(II) PROPOSED ISSUANCE OF FINANCIAL BONDS FOR 2016 AND RELEVANT AUTHORIZATION**

In order to further adjust the term structure of assets and liabilities, increase the proportion of its long-term liabilities, replenish working capital and diversify financing channels, the Company has proposed to issue financial bonds of no more than RMB40 billion in 2016. Details of the proposed issuance are as follows:

- (I) Upon consideration and approval by the Board and EGM and subject to the approval by the CBRC and relevant regulatory authorities, the Company will issue financial bonds of no more than RMB40 billion in accordance with the following terms and conditions:
1. Aggregate issue size: not more than RMB40 billion;
  2. Term of bonds: not less than a three-year term;
  3. Tranches: one round of application with one or several tranches of issue;
  4. Coupon rates of bonds: to be determined based on market interest rates;
  5. Target subscribers: members of the PRC inter-bank bond market;
  6. Use of proceeds: to increase working capital sources of the Company, replace the existing liabilities that incur higher costs, optimize the structure of assets and liabilities of the Company, promote business development of the Company and other purposes approved by the competent authorities;
  7. Method of issue: public issue in the PRC inter-bank bond market;
  8. Validity period of the resolution: from the date of approval by the EGM to December 31, 2017.
- (II) It is proposed at the EGM to authorize the Board and to extend the authorization to the chairman of the Board and his authorized personnel to handle the particulars of the issue of financial bonds to be determined upon the actual circumstances, including but not limited to the size, schedule and terms of the issue, and the maturity and the range of coupon rates of the bonds, sign all necessary legal documents, handle matters relating to the issue of bonds such as applying for the approvals of relevant government and regulatory authorities, and adjust the bonds issuance proposal according to the opinions of relevant government and regulatory authorities and the changes in market conditions.

The above resolution has been considered and approved at the seventh meeting of the Board in 2015, and is hereby submitted to the EGM for consideration.

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## LETTER FROM THE BOARD

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### **(III) PROPOSED ISSUANCE OF CAPITAL SUPPLEMENT BONDS FOR 2016 AND RELEVANT AUTHORIZATION**

In order to meet the needs of future business development, replenish capital and improve liquidity risk response level of the Company, the Company has proposed to issue capital supplement bonds of no more than RMB10 billion in 2016. Details of the proposed issuance are as follows:

- (I) Upon consideration and approval by the Board and EGM and subject to the approval by the CBRC and relevant regulatory authorities, the Company will issue capital supplement bonds of no more than RMB10 billion in accordance with the following terms and conditions:
1. Aggregate issue size: not more than RMB10 billion;
  2. Nature of bonds: debt instruments for capital supplement of the Company in conformity with requirements of the CBRC;
  3. Term of bonds: not less than a five-year term;
  4. Coupon rates of bonds: to be determined based on market interest rates;
  5. Target subscribers: members of the PRC inter-bank bond market;
  6. Use of proceeds: to replenish the capital and improve the capital adequacy ratio of the Company;
  7. Validity period of the resolution: from the date of approval by the EGM to December 31, 2017.
- (II) It is proposed at the EGM to authorize the Board and to extend the authorization to the chairman of the Board and his authorized personnel to handle the particulars of the issue of capital supplement bonds to be determined upon the actual circumstances, including but not limited to the size, schedule and terms of the issue, and the maturity and the range of coupon rates of the bonds, sign all necessary legal documents, handle matters relating to the issue of capital supplement bonds such as applying for the approvals of relevant government and regulatory authorities, and adjust the proposal of the issue of capital supplement bonds according to the opinions of relevant government and regulatory authorities and the changes in market conditions.

The above resolution has been considered and approved at the seventh meeting of the Board in 2015, 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 on Wednesday, December 16, 2015 at 9:30 a.m. The notice of the meeting is set out in this circular.

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 Monday, November 16, 2015 to Wednesday, December 16, 2015 (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

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## LETTER FROM THE BOARD

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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, November 13, 2015. 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, November 13, 2015 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 Thursday, November 26, 2015.

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

#### 4. RECOMMENDATION

The Directors consider that all resolutions set out in the notice of the EGM for consideration and approval by Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions 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 (the “EGM”) of China Cinda Asset Management Co., Ltd. (the “Company”) for 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 Wednesday, December 16, 2015 for considering and, if thought fit, passing the following resolutions:

### SPECIAL RESOLUTIONS

1. To consider and approve the provision of guarantee for issuance of RMB3 billion capital supplement bonds by Happy Life
2. To consider and approve the proposed issuance of financial bonds for 2016 and relevant authorization
3. To consider and approve the proposed issuance of capital supplement bonds for 2016 and relevant authorization

### Notice of Closure of Register of Members

The register of holders of H Shares of the Company will be closed from Monday, November 16, 2015 to Wednesday, December 16, 2015 (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, November 13, 2015. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Friday, November 13, 2015 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 resolutions are set out in the circular for the EGM of the Company dated October 31, 2015. 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*

October 31, 2015

*Notes:*

1. The register of members of the Company will be closed from Monday, November 16, 2015 to Wednesday, December 16, 2015 (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, November 13, 2015 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, November 13, 2015.
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 Thursday, November 26, 2015 by hand, by post or by fax (fax no: (852) 2865 0990 for Computershare Hong Kong Investor Services Limited).

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## NOTICE OF EGM

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6. Pursuant to the Articles, any vote of Shareholders at a general meeting must be taken by poll. As such, all resolutions 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 holding.