

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

ANNOUNCEMENT

POLL RESULTS OF THE ANNUAL GENERAL MEETING FOR 2014

The annual general meeting (the “**AGM**”) of China Cinda Asset Management Co., Ltd. (the “**Company**”) for the year 2014 was 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, June 29, 2015.

Resolutions of the AGM

The AGM was convened by the Board of the Company and chaired by the chairman of the Board, Mr. Hou Jianhang. The total number of shares of the Company in issue as at the date of the AGM was 36,256,690,035 shares, which was the total number of shares entitling the holders to attend and vote for or against or abstain from voting on the resolutions proposed at the AGM. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM. 10 Shareholders and their proxies attended the AGM who held in aggregate 30,414,903,225 voting shares, representing 83.887700% of the total voting shares of the Company. The convening, holding of the AGM and its voting process were in compliance with applicable laws and regulations, including the Company Law of the People's Republic of China and the Articles.

For details of the resolutions considered at the AGM, Shareholders may refer to the notice of the AGM and circular (the “**Circular**”) of the Company, both dated May 14, 2015, and the supplementary notice of the AMG and the supplementary circular (the “**Supplementary Circular**”), both dated June 12, 2015. Capitalized terms in this announcement shall have the same meanings as those defined in the Circular and the Supplementary Circular unless the context otherwise requires.

All the resolutions contained in the notice of AGM and the supplementary notice of AGM have been passed by way of poll. The poll results are set out below:

		For		Against		Abstention	
		Votes	Percentage	Votes	Percentage	Votes	Percentage
ORDINARY RESOLUTIONS							
1.	To consider and approve the work report of the Board for 2014	30,414,903,225	(100%)	0	(0%)	0	(0%)
2.	To consider and approve the work report of the Board of Supervisors for 2014	30,414,903,225	(100%)	0	(0%)	0	(0%)
3.	To consider and approve the final financial account plan for 2014	30,414,903,225	(100%)	0	(0%)	0	(0%)
4.	To consider and approve the profit distribution plan for 2014	30,414,903,225	(100%)	0	(0%)	0	(0%)
5.	To consider and approve the fixed assets investment budget for 2015	30,414,903,225	(100%)	0	(0%)	0	(0%)
6.	To consider and approve the appointment of accounting firm for 2015	30,410,771,225	(99.986415%)	4,132,000	(0.013585%)	0	(0%)
SPECIAL RESOLUTION							
7.	To consider and approve the granting of general mandate to issue additional H Shares to the Board	28,523,562,559	(93.781533%)	1,744,344,666	(5.735164%)	146,996,000	(0.483303%)
AS REPORTING DOCUMENT							
1.	To review the work report of the independent non-executive Directors for 2014	N/A		N/A		N/A	

Computershare Hong Kong Investor Services Limited (the H Share Registrar of the Company) acted as the scrutineer for the voting at the AGM.

Distribution of final dividend

The resolution on the profit distribution plan for 2014 was duly approved by the Shareholders at the AGM. Please refer to the Circular for the full text of the resolution.

The Company will distribute the final dividend for 2014 on or around Wednesday, August 19, 2015 to the Shareholders whose names appear on the register of members of the Company on Thursday, July 9, 2015. The final dividend for 2014 will be denominated and declared in RMB at RMB0.985 per 10 Shares (tax inclusive). Total dividend will amount to approximately RMB3.571 billion.

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 (i.e. HK\$1 = RMB0.788718) 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). Accordingly, the cash dividend per H Share of the Company is HK\$0.124886 (tax inclusive).

In order to determine the entitlement of the holders of H Shares to the final dividend for 2014, the H Share register of members of the Company will be closed from Saturday, July 4, 2015 to Thursday, July 9, 2015 (both days inclusive), during which period no transfer of shares will be registered. Holders of H Shares of the Company who wish to receive the final dividend for 2014 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, July 3, 2015. The last trading day for H Shares of the Company before ex-dividend will be Tuesday, June 30, 2015, and the ex-dividend shall start from Thursday, July 2, 2015.

Withholding and Payment of Enterprise Income Tax for Non-resident Enterprise Shareholders

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) 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 2014 to non-resident enterprise shareholders whose name 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 (《中華人民共和國個人所得稅法》), the Implementation Regulations of the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No.124) (《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)), 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) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) 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 2014 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 2014.
- 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 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 2014.
- 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 2014.
- 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 2014.

Profit 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 has entered into the Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading (《港股通 H 股票現金紅利派發協議》) with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the H Shareholders for Southbound Trading, will receive all cash dividends distributed by the Company and then distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (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) (Caishui [2014] No.81), for dividends received by domestic investors by investing in H shares listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds by investing in H shares listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors 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.

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

Beijing, the PRC
June 29, 2015

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.