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**If you have sold or transferred** all your shares in China Cinda Asset Management Co., Ltd., you should at once hand this supplementary circular and the accompanying supplementary proxy form 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)**

**SUPPLEMENTARY CIRCULAR TO AGM FOR 2014  
IN RELATION TO  
GRANTING OF GENERAL MANDATE  
TO ISSUE ADDITIONAL H SHARES TO THE BOARD  
AND  
SUPPLEMENTARY NOTICE OF AGM FOR 2014**

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This supplementary circular (the “**Supplementary Circular**”) should be read in conjunction with the circular dated May 14, 2015 (the “**First Circular**”) to shareholders (the “**Shareholders**”) of China Cinda Asset Management Co., Ltd. (the “**Company**”).

A notice of convening the annual general meeting (the “**AGM**”) 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 Monday, June 29, 2015 at 9:30 a.m. is set out in the First Circular. The supplementary notice of AGM for 2014 (the “**Supplementary Notice**”) is set out on pages 5 to 6 in this Supplementary Circular.

A supplementary proxy form for the AGM for 2014 of the Company (the “**Supplementary Proxy Form**”) is enclosed herein and is available on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). The accompanying Supplementary Proxy Form with this Supplementary Circular will replace the proxy form dispatched with the First Circular. If you wish to appoint a proxy to attend the AGM on your behalf, you are required to complete and return the accompanying Supplementary Proxy Form in accordance with the instructions printed thereon no later than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the Supplementary Proxy Form will not preclude you from attending and voting in person at the AGM should you so wish.

June 12, 2015

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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

June 12, 2015

*To the Shareholders,*

Dear Sir or Madam,

**SUPPLEMENTARY CIRCULAR TO AGM FOR 2014  
IN RELATION TO  
GRANTING OF GENERAL MANDATE  
TO ISSUE ADDITIONAL H SHARES TO THE BOARD  
AND  
SUPPLEMENTARY NOTICE OF AGM FOR 2014**

#### **1. INTRODUCTION**

This Supplementary Circular shall be read in conjunction with the First Circular. Unless the context otherwise requires, the capitalized terms used in this Supplementary Circular shall have the same meanings as those defined in the First Circular.

On June 11, 2015, the Company received an additional resolution from its substantial Shareholder, the Ministry of Finance of the People's Republic of China (which holds 24,596,932,316 domestic shares of the Company, accounting for approximately 67.84% of the total issued share capital of the Company as of June 11, 2015). The form and procedures of the proposal of the additional resolution are in compliance with the applicable laws and regulations and the Articles.

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## LETTER FROM THE BOARD

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The purpose of this Supplementary Circular is to provide you with the Supplementary Notice of AGM (which is set out on pages 5 to 6 herein) and all information on the additional resolution which is reasonably necessary to enable you to make an informed decision on the additional resolution.

### 2. ADDITIONAL RESOLUTION

#### **To consider and approve the granting of general mandate to issue additional H Shares to the Board**

In order to further optimize the Company's mechanism and framework of capital replenishment, improve the efficiency of relevant corporate governance procedures, and capitalize on opportunities which may arise from the favourable market conditions with reference to relevant experience of similar companies, the general mandate to issue additional H Shares is proposed to grant to the Board at the AGM. The main contents are as follows: a general mandate to the Board to issue, allot or dispose of additional H Shares of the Company in an amount of no more than 20% of the issued H Shares of the Company within 12 months from the date of approval at the Shareholders' general meeting and a mandate to the Board, as it deems appropriate, to increase the registered capital of the Company and to make corresponding amendments to the Articles, so as to reflect the new structure of the share capital upon the Completion of the issuance and allotment of shares; and a mandate to the Board to determine the timing of issue, the single issue amount, the issue method and target, use of proceeds and other matters in relation to the placement. The details of this proposal are set out in the Appendix I to this Supplementary Circular.

In accordance with the Articles, such matter shall be considered by the Shareholders at the Shareholders' general meeting and approved by a special resolution. The additional special resolution will be proposed to the AGM for the approval of the granting of general mandate to issue additional H Shares to the Board.

### 3. AGM

The Supplementary Notice is set out on pages 5 to 6 herein. The AGM will be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC on Monday, June 29, 2015 at 9:30 a.m. as scheduled.

Please refer to the First Circular and the notice of AGM for 2014 of the Company, both dated May 14, 2015, for the details of other resolutions to be proposed in the AGM, the qualification to attend the AGM, the registration procedures, the closure of register of members, the poll at the meeting and other relevant matters.

### 4. RECOMMENDATION

The Board considers that the additional resolution set out above is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the above resolution to be proposed at the AGM.

Yours faithfully,  
By order of the Board  
**China Cinda Asset Management Co., Ltd.**  
**Hou Jianhang**  
*Chairman*

**GRANTING OF GENERAL MANDATE TO ISSUE ADDITIONAL H SHARES TO  
THE BOARD OF CHINA CINDA ASSET MANAGEMENT CO., LTD.**

Particulars of the mandate are as follows:

(I) To authorize the Board to determine if the Company shall issue H Shares after taking into account the market conditions and the needs of the Company, in an amount of no more than 20% of the issued H Shares of the Company as at the date of consideration and passing of the relevant resolution at the Shareholders' general meeting.

(II) Particulars of the mandate include but are not limited to:

1. To authorize the Board to allot, issue and dispose of H Shares (“**New Shares**”) in accordance with the Company Law of the PRC and the regulatory requirements of the jurisdictions in which the shares of the Company are listed, after obtaining the approval of the China Securities Regulatory Commission and other relevant PRC government departments. The amount of the New Shares to be allotted and issued (whether pursuant to a share option or otherwise) shall not exceed 20% of the total issued H Shares of the Company as at the date of passing of this resolution.
2. To authorize the Board to exercise all the powers of the Company, to determine the terms and conditions for the allotment and issue of the New Shares, which include the following:
  - (1) the class and number of the New Shares to be allotted and (or) issued;
  - (2) issuance method;
  - (3) the target of the issue and the use of proceeds;
  - (4) pricing method and (or) the issue price (including the price range and the final price) of the New Shares;
  - (5) the commencement and closing dates for the issue;
  - (6) the class and number of the New Shares to be issued to existing shareholders; and
  - (7) the making or granting of offers for sale, agreements and options which may require the exercise of such powers.
3. To authorize the Board to execute all necessary documents, to complete the necessary formalities and to take other necessary actions in order to complete the allotment, issue and listing of the New Shares, provided that there is no violation of the relevant laws, administrative regulations, the regulatory requirements of the jurisdictions in which the shares of the Company are listed and the Articles, including but not limited to:
  - (1) to consider, approve and execute, on behalf of the Company, the agreements and documents in relation to the issue, including but not limited to the placing underwriting agreement and engagement letters of intermediaries;

- (2) to consider, approve and execute, on behalf of the Company, legal documents in relation to the issuance which shall be submitted to the relevant regulatory authorities, and to fulfill the relevant approval processes according to the requirements of the regulatory authorities and the jurisdictions in which the shares of the Company are listed;
  - (3) to amend the relevant agreements and legal documents mentioned in (1) and (2) above in accordance with the domestic and foreign regulatory authorities;
  - (4) to approve and to execute all necessary, appropriate, desirable or relevant acts, deeds, documents and other related matters.
- 4. To authorize the Board to, subject to the approval of the relevant PRC authorities and in accordance with the Company Law of the PRC, increase the registered capital of the Company to the required amount according to the actual shareholding structure of the Company at the time of completion of the allotment and issue of the New Shares.
  - 5. To authorize the Board to make amendments to the Articles as appropriate and necessary based on the actual shareholding structure of the Company upon the completion of the allotment and issue of the New Shares, in order to reflect the changes in the share capital structure, the registered capital and any other changes of the Company caused by this authorization.

(III) The general mandate shall come into force as of the date of passing of this resolution at the AGM for 2014 and shall continue in force until the earliest of the following three dates:

- 1. the conclusion of the annual general meeting for 2015 of the Company;
- 2. the expiration of the 12-month period following the passing of this resolution at the AGM for 2014; and
- 3. the date on which the authority given under this resolution is revoked or amended by a special resolution of the Shareholders of the Company in the general meeting.

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## SUPPLEMENTARY NOTICE OF AGM FOR 2014

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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)

## SUPPLEMENTARY NOTICE OF AGM FOR 2014

**Reference is made to** the notice of annual general meeting for 2014 (the “AGM”) of China Cinda Asset Management Co., Ltd. (the “Company”) dated May 14, 2015, which set out the resolutions to be considered and approved by the Shareholders in the AGM 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 Monday, June 29, 2015. Unless the context otherwise requires, capitalized terms used in this supplementary notice (the “**Supplementary Notice**”) shall have the same meanings as those defined in the circular of the Company dated May 14, 2015 and the supplementary circular dated June 12, 2015 (the “**Supplementary Circular**”).

**SUPPLEMENTARY NOTICE IS HEREBY GIVEN** that the AGM will be held as scheduled. In addition to the resolutions set out in the notice of AGM of the Company dated May 14, 2015, the following resolution will also be considered and approved:

### SPECIAL RESOLUTION

7. To consider and approve the granting of general mandate to issue additional H Shares to the Board

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

June 12, 2015

#### Notes:

1. Save as the additional proposed resolution, there is no other change to the resolutions set out in the notice of AGM dated May 14, 2015. For details of other resolutions and other related matters to be considered and approved at the AGM, please refer to the notice of AGM and the circular of the Company dated May 14, 2015.
2. As the proxy form enclosed in the circular dated May 14, 2015 (the “**First Proxy Form**”) does not contain the additional proposed resolution set out in this Supplementary Circular, a new proxy form (the “**Supplementary Proxy Form**”) has been prepared and is enclosed herein.
3. The Supplementary Proxy Form for use at the AGM is enclosed herein and is available on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.cinda.com.cn](http://www.cinda.com.cn)). Whether you attend the AGM or not, you are required to complete and return the accompanying Supplementary Proxy Form in accordance with the instructions printed thereon no later than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the Supplementary Proxy Form will not preclude you from attending and voting in person at the AGM should you so wish.

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## SUPPLEMENTARY NOTICE OF AGM FOR 2014

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4. A Shareholder who has not yet lodged the First Proxy Form in accordance with the instructions printed thereon is required to lodge the Supplementary Proxy Form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the First Proxy Form should not be lodged.
5. A Shareholder who has already lodged the First Proxy Form in accordance with the instructions printed thereon should note that:
  - (i) If no Supplementary Proxy Form is lodged in accordance with the instructions printed thereon, the First Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the First Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolution set out in this Supplementary Notice.
  - (ii) If the Supplementary Proxy Form is lodged in accordance with the instructions printed thereon before 24 hours prior to the time appointed for holding the AGM or any adjournment thereof (the “**Closing Time**”), the Supplementary Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed.
  - (iii) If the Supplementary Proxy Form is lodged after the Closing Time, the Supplementary Proxy Form will be deemed invalid. It will not revoke the First Proxy Form previously lodged by the Shareholder. The First Proxy Form will be treated as a valid proxy form if duly completed. The proxy appointed under the First Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolution set out in this Supplementary Notice.
6. Shareholders are reminded that completion and return of the First Proxy Form and/or the Supplementary Proxy Form will not preclude them from attending and voting in person at the AGM or any adjournment thereof.