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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)**

## **ANNOUNCEMENT**

# **POLL RESULTS OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2015 AND RESIGNATION OF SUPERVISORS**

The first extraordinary general meeting (the “**EGM**”) of China Cinda Asset Management Co., Ltd. (the “**Company**”) in 2015 was held at Donghua Hall, 11th Floor, Beijing Minzu Hotel, No. 51 Fuxingmennei Street, Xicheng District, Beijing, the PRC at 9:30 a.m. on February 10, 2015.

### **Resolutions of the First EGM in 2015**

The EGM was convened by the Board 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 EGM 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 EGM. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the EGM. Seven Shareholders and their proxies attended the EGM who held in aggregate 30,947,628,505 voting shares, representing 85.36% of the total voting shares of the Company. The convening, holding of the EGM 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 EGM, Shareholders may refer to the notice of the first EGM in 2015 and circular (the “**Circular**”) of the Company dated December 23, 2014. Capitalized terms in this announcement shall have the same meanings as those defined in the Circular unless the context otherwise requires.

All the resolutions contained in the EGM notice have been passed by poll as follow:

	<b>Number of votes for (%)</b>	<b>Number of votes against (%)</b>	<b>Number of votes abstained (%)</b>
<b>ORDINARY RESOLUTIONS</b>			
1. To consider and approve the remuneration settlement scheme for Directors for 2013	30,947,622,505 (99.999981%)	6,000 (0.000019%)	0 (0%)
2. To consider and approve the remuneration settlement scheme for Supervisors for 2013	30,947,622,505 (99.999981%)	6,000 (0.000019%)	0 (0%)
3. To consider and approve the appointment of accounting firms for 2015	30,947,625,505 (99.99999%)	3,000 (0.00001%)	0 (0%)
4.1 To consider and approve the election of Mr. Gong Jiande as a Supervisor of the Company	30,947,625,505 (99.99999%)	3,000 (0.00001%)	0 (0%)
4.2 To consider and approve the election of Ms. Liu Yanfen as a Supervisor of the Company	30,947,625,505 (99.99999%)	3,000 (0.00001%)	0 (0%)
4.3 To consider and approve the election of Mr. Li Chun as a Supervisor of the Company	30,947,625,505 (99.99999%)	3,000 (0.00001%)	0 (0%)
<b>SPECIAL RESOLUTION</b>			
5. To consider and approve the issuance plan of financial bonds for 2015 and relevant authorization	30,878,033,144 (99.775119%)	69,595,361 (0.224881%)	0 (0%)

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

## Appointment of Supervisors

The appointment of Mr. Gong Jiande, Ms. Liu Yanfen and Mr. Li Chun as Supervisors of the Company was approved by the Shareholders at the EGM. Their terms of office shall commence from February 10, 2015, the date of being elected, and last until the expiration of the term of the current session of the Board of Supervisors and are renewable upon re-election. The biographies and other relevant information of Mr. Gong Jiande, Ms. Liu Yanfen and Mr. Li Chun are set out in the Circular. As at the date of this announcement, there has been no change in such information, details of which are as follow:

**Mr. Gong Jiande**, aged 51, has served as deputy secretary of the Party Committee of the Company since September 2014. Mr. Gong served as secretary to general office, deputy secretary and secretary of department level to the State Ethnic Affairs Commission of the PRC from August 1995 to October 2000. He also held various positions such as department cadre, research consultant, deputy director and director of the organization department of the CPC Central Financial Work Committee from October 2000 to July 2003, the secretary to the Discipline Supervisory Committee (deputy director level) of the CBRC, the chairman of the labour union (deputy director level) of the CBRC, the member of Discipline Supervisory Committee (during which he worked for the central financial inspection team) of the CBRC, general deputy secretary to the Party Committee (director level) of the CBRC, member of the informatization panel of the CBRC, head of the government sourcing administration office of the CBRC, deputy chairman of the Research Institute of the Party Construction of the government authorities and deputy director of the Chamber of Financial Street from July 2003 to September 2014. Mr. Gong graduated from the Party School of the Central Committee of C.P.C majoring in economic management in December 1996, and graduated from the postgraduate program of the Party School of the Central Committee of C.P.C in July 2007.

**Ms. Liu Yanfen**, aged 61, is a senior accountant and certified public accountant of the PRC. Ms. Liu joined Bank of China Limited (listed on the Hong Kong Stock Exchange, stock code: 3988; listed on the Shanghai Stock Exchange, stock code: 601988) in 1982. She served as the general manager of the financial and accounting department of the head office of Bank of China Limited from June 1998 to February 2007, as general manager of the Singapore branch of Bank of China Limited from June 2007 to December 2011, and as chief auditor of Bank of China Limited from December 2011 to November 2014. Prior to the above, Ms. Liu had held various positions such as the general manager of China Dongfang Trust and Investment Company and deputy general manager of the financial and accounting department of the head office of Bank of China Limited. Ms. Liu graduated from Liaoning Finance Institute with a bachelor's degree in 1982 and obtained a master's degree in finance from Wuhan University in 1999.

**Mr. Li Chun**, aged 57, is the founding partner and executive partner of Grandall Law Firm, the managing partner of the Hong Kong office of Grandall Law Firm, the president and chief researcher of the Grandall Research Institute. Mr. Li served as solicitor of Changchun Law Firm, deputy director of Jilin Institute of Law of Chinese Academy of Social Sciences, general manager of Jilin Economic and Legal Consultation Centre, chief legal adviser of China Merchants Shekou Industrial Zone Ltd., deputy general manager and chief legal counsel of Shenzhen Property Rights Exchange, president of Shenzhen Lawyers Association, vice president of Guangdong Lawyers Association, member of the first session of the Listing Committee of Shenzhen Stock Exchange, Secretary-general to Lawyer Development Strategy Special Committee of All China Lawyers Association.

Mr. Li concurrently holds the positions as chief executive and chief researcher of China Private Funds and Risk Investment Legal Consultation Centre, honorable president of Shenzhen Lawyers Association, adjunct professor and researcher of Peking University, Renmin University of China, East China University of Political Science and Law and Shenzhen University. He has participated in the drafting and consultation process for the PRC Company Law and PRC Securities Law. At present, he is the independent director of Shangdong Airlines Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 200152), Shenzhen Laibao Hi-Tech Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 002106) and EDAN Instruments, INC. (listed on the Shenzhen Stock Exchange, stock code: 300206). Mr. Li graduated from Jilin University in July 1996 and obtained his master degree from the Legal Department.

The abovementioned Supervisors have not entered into any service contract with the Company. The remuneration of the abovementioned Supervisors shall follow the relevant rules and regulations. The remuneration settlement scheme for Supervisors will be submitted to the Shareholders' general meeting for consideration and approval after being considered according to relevant procedures. Details of the remuneration of the Supervisors are available in the Company's annual reports. Save as disclosed above, the abovementioned Supervisors have not held any directorship in any other listed companies in the past three years or any other positions in the Company or any of its subsidiaries, nor have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, the abovementioned Supervisors do not have any interest in the securities of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). The abovementioned Supervisors have not been subject to any punishment imposed by the China Securities Regulatory Commission or any other relevant authorities and stock exchanges. The abovementioned Supervisors have confirmed that there is no other matter relating to their appointment that needs to be brought to the attention of the Shareholders of the Company, nor is there any other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

## **Resignation of Supervisors**

On February 10, 2015, Mr. Chen Weizhong tendered his resignation due to age, and ceased to act as chairman of the Board of Supervisors and shareholder representative Supervisor of the Company with immediate effect.

Mr. Chen Weizhong has confirmed that he has no disagreement with the Board of Supervisors and there is no matter that needs to be brought to the attention of the Shareholders of the Company.

The Board of Supervisors of the Company considers that Mr. Chen Weizhong has effectively managed the work of the Board of Supervisors of the Company, proactively enhanced the supervision mechanism, and made remarkable contribution in various aspects, including promoting strategic transformation, improving corporate governance, strengthening internal management and maintaining the sustainable and sound development of the Company, during his term of office. The Company and the Board of Supervisors of the Company highly appreciate his contribution and would like to express its sincere gratitude.

On February 10, 2015, Ms. Dong Juan tendered her resignation due to other work arrangement and ceased to act as external Supervisor and member of the Supervision Committee of the Board of Supervisors of the Company with immediate effect.

Ms. Dong Juan has confirmed that she has no disagreement with the Board of Supervisors and there is no matter that needs to be brought to the attention of the Shareholders of the Company.

The Board of Supervisors of the Company considers that Ms. Dong Juan has demonstrated dedication and diligence in serving the Company and actively provided constructive recommendations for the corporate governance and operation of the Board of Supervisors during her term of office. The Company and the Board of Supervisors of the Company highly appreciate the contributions of Ms. Dong Juan and would like to express its sincere gratitude.

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

Beijing, China  
February 10, 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.*