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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 form of proxy 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)

**REMUNERATION SETTLEMENT SCHEME FOR DIRECTORS FOR 2013
REMUNERATION SETTLEMENT SCHEME FOR SUPERVISORS FOR 2013
APPOINTMENT OF ACCOUNTING FIRMS FOR 2015
ELECTION OF MR. GONG JIANDE, MS. LIU YANFEN AND
MR. LI CHUN AS SUPERVISORS OF THE COMPANY
ISSUANCE PLAN OF FINANCIAL BONDS FOR 2015 AND
RELEVANT AUTHORIZATION
AND
NOTICE OF EGM**

A notice of convening the first EGM in 2015 of China Cinda Asset Management Co., Ltd. at Donghua Hall, 11th Floor, Beijing Minzu Hotel, No.51 Fuxingmennei Street, Xicheng District, Beijing, the PRC on Tuesday, February 10, 2015 at 9:30 a.m. is set out on pages 12 to 14 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 Wednesday, January 21, 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.

December 23, 2014

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DEFINITIONS

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
“Board of Supervisors”	the board of supervisors of the Company
“CBRC”	China Banking Regulatory Commission
“Director(s)”	director(s) of the Company
“EGM”	the first extraordinary general meeting of the Company in 2015 to be held at Donghua Hall, 11th Floor, Beijing Minzu Hotel, No. 51 Fuxingmennei Street, Xicheng District, Beijing, the PRC on Tuesday, February 10, 2015 at 9:30 a.m.
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on 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
“Supervisor(s)”	supervisor(s) of the Company

LETTER FROM THE BOARD



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

Xu Zhichao

Non-executive Directors:

Li Honghui

Song Lizhong

Xiao Yuping

Yuan Hong

Lu Shengliang

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

Independent non-executive Directors:

Li Xikui

Qiu Dong

Chang Tso Tung, Stephen

Xu Dingbo

December 23, 2014

To the Shareholders

Dear Sir and Madam,

**REMUNERATION SETTLEMENT SCHEME FOR DIRECTORS FOR 2013
REMUNERATION SETTLEMENT SCHEME FOR SUPERVISORS FOR 2013
APPOINTMENT OF ACCOUNTING FIRMS FOR 2015
ELECTION OF MR. GONG JIANDE, MS. LIU YANFEN AND
MR. LI CHUN AS SUPERVISORS OF THE COMPANY
ISSUANCE PLAN OF FINANCIAL BONDS FOR 2015 AND
RELEVANT AUTHORIZATION
AND
NOTICE OF EGM**

1. INTRODUCTION

The purpose of this circular is to provide you the notice of the 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 resolutions at the EGM.

LETTER FROM THE BOARD

2. MATTERS TO BE CONSIDERED AT THE EGM

Resolutions to be proposed at the EGM for the Shareholders to consider and approve include: (a) remuneration settlement scheme for Directors for 2013; (b) remuneration settlement scheme for Supervisors for 2013; (c) appointment of accounting firms for 2015; (d) election of Mr. Gong Jiande, Ms. Liu Yanfen and Mr. Li Chun as Supervisors of the Company; and (e) issuance plan of financial bonds for 2015 and relevant authorization. Resolutions set out in (a) to (d) above are ordinary resolutions whereas the one set out in (e) above is a special resolution.

Details of the matters to be considered at the EGM are set out on pages 12 to 14 in the Notice of EGM in this circular. In order to enable you to have a better understanding of the resolutions to be proposed at the EGM and to make well-informed decisions, we have provided detailed information in this circular, including matters to be considered at the EGM (see Appendix I) and biographies of candidates of Supervisors (see Appendix II).

3. EGM

The EGM will be held at Donghua Hall, 11th Floor, Beijing Minzu Hotel, No. 51 Fuxingmennei Street, Xicheng District, Beijing, the PRC on Tuesday, February 10, 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 H Shares register of members of the Company will be closed from Sunday, January 11, 2015 to Tuesday, February 10, 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 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, January 9, 2015. Holders of H Shares whose names appear on the H Shares register of members of the Company at the close of business on Friday, January 9, 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). 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 Wednesday, January 21, 2015.

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

LETTER FROM THE BOARD

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

I. TO CONSIDER AND APPROVE THE REMUNERATION SETTLEMENT SCHEME FOR DIRECTORS FOR 2013

In accordance with relevant PRC policies and requirements, the Company formulated the remuneration settlement scheme for Directors for 2013. Such resolution has been considered and approved at the fourth meeting and the fourth regular meeting of the Board in 2014, and is hereby submitted to the EGM for consideration in accordance with the Articles and the procedural rules of the Shareholders' general meeting of the Company. Details of the scheme are as follows:

Unit: RMB10,000

Name	Position	Annual remuneration (before tax)	Allowance	Benefits	Total remuneration before tax for 2013 (including the deferred payment)
Hou Jianhang	Chairman, executive Director	165.65	—	32.84	198.49
Zang Jingfan	Executive Director, president	149.08	—	31.54	180.62
Xu Zhichao	Executive Director, vice president	143.59	—	30.73	174.32
Wang Shurong	Non-executive Director	—	—	—	—
Yin Boqin	Non-executive Director	—	—	—	—
Xiao Yuping	Non-executive Director	—	—	—	—
Lu Shengliang	Non-executive Director	—	—	—	—
Yuan Hong	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	—	6.25	—	6.25
Xu Dingbo	Independent non-executive Director	—	6.25	—	6.25

Name	Position	Annual remuneration (before tax)	Allowance	Benefits	Total remuneration before tax for 2013 (including the deferred payment)
Resigned Directors during the year					
Zhuang Enyue	Executive Director, vice president	71.79	—	15.24	87.03
Li Yanping	Non-executive Director	—	—	—	—
Liu Xianghui	Non-executive Director	—	—	—	—
Yuen Tin Fan, Francis	Independent non- executive Director	—	14.00	—	14.00

Notes:

- Pursuant to the relevant PRC requirements, for the total remuneration before tax payable to the chairman, president and executive Directors of the Company, 50% or more of the performance-based annual remuneration will be subject to a deferred payment until 2014 to 2016 and the proportion payable for each year will be one-third of the amount.
- Mr. Zhuang Enyue ceased to serve as executive Director of the Company since June 28, 2013 due to expiry of his term of office and he only received remuneration for the period during which he served as an executive Director.
- Non-executive Directors do not receive remuneration from the Company.
- In accordance with the allowance plan for independent 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 term of office.
- Change of Directors:
 - Mr. Zhuang Enyue ceased to serve as executive Director of the Company since June 28, 2013 due to expiry of his term of office.
 - Ms. Li Yanping and Mr. Liu Xianghui ceased to serve as non-executive Directors of the Company since June 28, 2013 due to expiry of their term of office.
 - Mr. Yuen Tin Fan, Francis ceased to serve as independent non-executive Director of the Company since June 28, 2013 due to expiry of his term of office.
 - Ms. Yuan Hong was elected as non-executive Director of the Company at the annual general meeting for 2012 and her qualification for serving the position was approved by the CBRC on July 15, 2013.
 - Mr. Chang Tso Tung, Stephen and Mr. Xu Dingbo were elected as independent non-executive Directors of the Company at the annual general meeting for 2012 and their qualifications for serving the position were approved by the CBRC on September 16, 2013.

II. TO CONSIDER AND APPROVE THE REMUNERATION SETTLEMENT SCHEME FOR SUPERVISORS FOR 2013

In accordance with relevant PRC policies and requirements, the Company formulated the remuneration settlement scheme for Supervisors for 2013. The tenth meeting of the Board of Supervisors of the Company in 2014 has considered and approved the resolution regarding the submission of the remuneration settlement scheme for Supervisors for 2013 to the EGM for consideration. Such resolution is hereby submitted to the EGM for consideration in accordance with the Articles and the procedural rules of the Shareholders' general meeting of the Company. Details of the scheme are as follows:

Unit: RMB10,000

Name	Position	Annual remuneration (before tax)	Allowance	Benefits	Total remuneration before tax for 2013 (including the deferred payment)
Chen Weizhong	Chairman of the Board of Supervisors, Shareholder representative Supervisor	147.44	—	31.27	178.71
Dong Juan	External Supervisor	—	20.00	—	20.00
Liu Xianghui	External Supervisor	—	—	—	—
Lin Jian	Employee representative Supervisor	—	1.00	—	1.00
Wei Jianhui	Employee representative Supervisor	—	1.00	—	1.00
Resigned Supervisors during the year					
Zhang Guoying	Employee representative Supervisor	—	1.00	—	1.00
Wu Deqiao	Employee representative Supervisor	—	1.00	—	1.00
Wang Ting	Shareholder representative Supervisor	—	1.00	—	1.00

Notes:

- Pursuant to the relevant PRC requirements, for the total remuneration before tax payable to the chairman of the Board of Supervisors, 50% or more of the performance-based annual remuneration will be subject to a deferred payment until 2014 to 2016 and the proportion payable for each year will be one-third of the amount.
- 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 term of office.
- 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 term of office.
- The basic annual allowance of each shareholder representative Supervisor, as determined based on the basic annual allowance for employee representative Supervisors, is RMB20,000 (before tax), which will be calculated according to the actual term of office.

5. Change of Supervisors:

- 1) Ms. Wang Ting ceased to serve as shareholder representative Supervisor of the Company since June 28, 2013 due to expiry of her term of office.
- 2) Ms. Zhang Guoying and Mr. Wu Deqiao ceased to serve as employee representative Supervisors of the Company since June 20, 2013 due to expiry of their terms of office.
- 3) On June 20, 2013, Mr. Lin Jian and Mr. Wei Jianhui were elected as employee representative Supervisors at the second session of the employee representative meeting of the Company.
- 4) On June 28, 2013, Mr. Liu Xianghui was elected as external Supervisor of the Company at the annual general meeting for 2012. He was not entitled to receive remuneration from the Company.

III. APPOINTMENT OF ACCOUNTING FIRMS FOR 2015

In accordance with relevant requirements of the “Administrative Measures of the Tendering Procedures for the Appointment of Accounting Firms by Financial Enterprises (Provisional)” (《金融企業選聘會計師事務所招標管理辦法(試行)》) (Caijin No. [2010] 169) (the “Measures”) issued by the Ministry of Finance, the term of appointment of an accounting firm by a financial enterprise shall not exceed five years in principle. Since the terms of service of Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu, the current onshore and offshore auditors of the Company, respectively (collectively referred to as “Deloitte”), will soon reach the limit stipulated in the Measures, the Company shall appoint other onshore and offshore accounting firms for 2015. In accordance with the Measures and the requirements of the relevant policies of the Company, the Company has arranged for the appointment of accounting firms for 2015.

In accordance with the results of selection, the Company proposed to appoint Ernst & Young Hua Ming LLP and Ernst & Young as the onshore and offshore auditors for 2015, respectively, responsible for the audit of financial statements, review of the interim financial statements, audit of internal control and other professional services for 2015. The total auditing fee will be RMB9.15 million (excluding auditing fees of the subsidiaries for 2015), which include fees for the review of interim financial statements for 2015, the audit of annual financial statements for 2015 and the audit of internal control of RMB3.00 million, RMB5.02 million and RMB1.13 million, respectively.

Such resolution has been considered and approved at the third meeting and the third regular meeting of the Board in 2014, and is hereby submitted to the EGM for consideration in accordance with the Articles and the procedural rules of the Shareholders’ general meeting of the Company.

Deloitte, the external auditors of the Company for 2014, will continue to provide annual audit service on the financial statements and internal control of the Company for 2014. Deloitte has confirmed that there is no matter relating to their non-reappointment which shall be brought to the attention of the Shareholders. The Board has also confirmed that there is no matter relating to the change of auditors which shall be brought to the attention of the Shareholders.

IV. TO CONSIDER AND APPROVE THE ELECTION OF MR. GONG JIANDE, MS. LIU YANFEN AND MR. LI CHUN AS SUPERVISORS OF THE COMPANY

In accordance with relevant provisions under the PRC Company Law and other laws and regulations and the Articles, the Board of Supervisors nominated Mr. Gong Jiande as the candidate for shareholder representative Supervisor, and Ms. Liu Yanfen and Mr. Li Chun as the candidates for external Supervisors.

The biography of each candidate is set out in Appendix II of the Circular.

Such resolution has been considered and approved at the eighth and tenth meetings of the Board of Supervisors of the Company in 2014 respectively, and is hereby submitted to the EGM for consideration in accordance with the Articles and the procedural rules of the Shareholders' general meeting of the Company.

V. TO CONSIDER AND APPROVE THE ISSUANCE PLAN OF FINANCIAL BONDS FOR 2015 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 capitalize on liberalized financing channels, the Company has proposed to issue domestic financial bonds of no more than RMB20.0 billion in 2015. Details of the issuance plan are as follows:

1. Aggregate issue size: not more than RMB20.0 billion.
2. Term of bonds: three-year term and five-year term.
3. Tranches: one round of application with one to two tranches of issue.
4. Coupon rates of bonds: to be determined based on market interest rates, either fixed or floating.
5. Target subscribers: members of the PRC inter-bank bond market.
6. Use of proceeds: to increase working capital sources of the Company, optimize the structure of assets and liabilities of the Company, promote business development and financial innovation, 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 issue: from the effective date of the resolution of the EGM to December 31, 2016.

In addition, the EGM is advised 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, and handle matters relating to the issue of bonds such as applying for the approvals of relevant government authorities.

The resolution regarding the issuance plan of financial bonds for 2015 and relevant authorization shall be passed as special resolution by the Shareholders at the EGM.

Such resolution has been considered and approved at the fourth meeting and the fourth regular meeting of the Board in 2014, and is hereby submitted to the EGM for consideration in accordance with the Articles and the procedural rules of the Shareholders' general meeting of the Company.

Details of candidates of Supervisors of the Company are as follows:

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 term of office of the abovementioned candidates of Supervisors shall commence from the date of approval by the EGM of the Company until the expiry of the term of office of the current session of the Board of Supervisors. They shall be eligible for re-election upon the expiry of their term of office. The abovementioned candidates of Supervisors have not entered into any service contract with the Company. The remuneration of the abovementioned candidates of 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 candidates 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 circular, the abovementioned candidates 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 candidates have not been subject to any punishment imposed by the China Securities Regulatory Commission or any other relevant authorities and stock exchanges.

The abovementioned candidates confirm 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.

NOTICE OF EGM



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 first extraordinary general meeting (the “EGM”) of China Cinda Asset Management Co., Ltd. (the “Company”) for 2015 will be held at Donghua Hall, 11th Floor, Beijing Minzu Hotel, No. 51 Fuxingmennei Street, Xicheng District, Beijing, the PRC at 9:30 a.m. on Tuesday, February 10, 2015 for the following purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the remuneration settlement scheme for Directors for 2013
2. To consider and approve the remuneration settlement scheme for Supervisors for 2013
3. To consider and approve the appointment of accounting firms for 2015
- 4.1 To consider and approve the election of Mr. Gong Jiande as a Supervisor of the Company
- 4.2 To consider and approve the election of Ms. Liu Yanfen as a Supervisor of the Company
- 4.3 To consider and approve the election of Mr. Li Chun as a Supervisor of the Company

SPECIAL RESOLUTION

5. To consider and approve the issuance plan of financial bonds for 2015 and relevant authorization

Notice of Closure of Register of Members

The register of holders of H Shares of the Company will be closed from Sunday, January 11, 2015 to Tuesday, February 10, 2015 (both days inclusive), during which period no transfer of H Shares will be registered. Any holder of H Shares of the Company who wish 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, January 9, 2015. Shareholders whose names appear on the H Share register of members of the Company at the close of business on Friday, January 9, 2015 will be entitled to attend the EGM.

NOTICE OF 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

Details of the above resolutions are set out in the circular for EGM of the Company dated December 23, 2014. 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

December 23, 2014

Notes:

1. The register of members of the Company will be closed from Sunday, January 11, 2015 to Tuesday, February 10, 2015 (both days inclusive). Holders of H Shares and domestic shares whose name appear on the register of members of the Company at the close of business on Friday, January 9, 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, January 9, 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 needs not to 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.

NOTICE OF EGM

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 Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong respectively on or before Wednesday, January 21, 2015 by hand, by post or by fax (fax no: (852) 2865 0990 for Computershare Hong Kong Investor Services Limited).
6. Pursuant to the Articles of the Company, any vote of Shareholders at a general meeting must be taken by poll. As such, the 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.