

Monthly Return of Equity Issuer on Movements in Securities

For the month ended
(dd/mm/yyyy) :

28/02/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer CHINA CINDA ASSET MANAGEMENT CO., LTD.

Date Submitted 6 March 2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 1359 Description : H Shares

| | No. of ordinary shares | Par value (RMB) | Authorised share capital (RMB) |
|-------------------------------------|---------------------------|--------------------|--------------------------------------|
| Balance at close of preceding month | <u>13,567,602,831</u> | <u>1.00</u> | <u>13,567,602,831</u> |
| Increase/(decrease) | <u>Nil</u> | | <u>Nil</u> |
| Balance at close of the month | <u>13,567,602,831</u> | <u>1.00</u> | <u>13,567,602,831</u> |

(2) Stock code : N/A Description : Domestic Shares

| | No. of ordinary shares | Par value (RMB) | Authorised share capital (RMB) |
|-------------------------------------|---------------------------|--------------------|--------------------------------------|
| Balance at close of preceding month | <u>24,596,932,316</u> | <u>1.00</u> | <u>24,596,932,316</u> |
| Increase/(decrease) | <u>Nil</u> | | <u>Nil</u> |
| Balance at close of the month | <u>24,596,932,316</u> | <u>1.00</u> | <u>24,596,932,316</u> |

2. Preference Shares

| | | | |
|--|--------------------------|-----------------|--|
| Stock code : <u>4607</u> Description : <u>U.S.\$3,200,000,000 4.45% Non-Cumulative Perpetual Offshore Preference Shares ("Offshore Preference Shares")</u> | | | |
| | No. of preference shares | Par value (RMB) | Authorised share capital (U.S.\$) (See Remark 1) |
| Balance at close of preceding month | <u>160,000,000</u> | <u>100.00</u> | <u>3,200,000,000</u> |
| Increase/(decrease) | <u>Nil</u> | <u>N/A</u> | <u>Nil</u> |
| Balance at close of the month | <u>160,000,000</u> | <u>100.00</u> | <u>3,200,000,000</u> |

3. Other Classes of Shares

| | | | |
|---|--------------------------------|----------------------------|---|
| Stock code : <u>N/A</u> Description : _____ | | | |
| | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

Total authorised share capital at the end of the month
(TOTAL REGISTERED SHARE CAPITAL AND PREFERENCE SHARES) (RMB) :

59,533,495,147
 (See Remark 2)

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|----------------|-------------------------|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | 13,567,602,831 | 24,596,932,316 | 160,000,000 | N/A |
| Increase/ (decrease) during the month | Nil | Nil | Nil | N/A |
| Balance at close of the month | 13,567,602,831 | 24,596,932,316 | 160,000,000 | N/A |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|-----------|--------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| 2. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| 3. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| Total A. (Ordinary shares) | | | | | N/A | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | | | | | N/A | |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------------|--|----------------------------------|---|---|---|
| 1. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 2. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 3. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 4. N/A | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| Total B. | | | | (Ordinary shares) | N/A | |
| | | | | (Preference shares) | N/A | |
| | | | | (Other class) | N/A | |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---|------------------------------------|----------------------------|------------------------------|--|---|
| 1. Offshore Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the Offshore Preference Shares | U.S.\$ | 3,200,000,000 | - | 3,200,000,000 | - | 7,412,441,791 H shares (See Remark 3) |
| Stock code (if listed) | 4607 | | | | | |
| Class of shares issuable (Note 1) | H shares | | | | | |
| Subscription price | The initial conversion price is HK\$3.35 per H share, subject to adjustment | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (30/06/2016) | | | | | |
| 2. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| | | | | Total C. (Ordinary shares) | N/A | |
| | | | | (Preference shares) | N/A | |
| | | | | (Other class) | N/A | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|-----------------|--|---|
| 1. N/A | | | |
| | | | |
| | (/ /) | | |
| | shares (Note 1) | | |
| | | | |
| 2. N/A | | | |
| | | | |
| | (/ /) | | |
| | shares (Note 1) | | |
| | | | |
| 3. N/A | | | |
| | | | |
| | (/ /) | | |
| | shares (Note 1) | | |
| | | | |
| Total D. (Ordinary shares) | | N/A | |
| (Preference shares) | | N/A | |
| (Other class) | | N/A | |

Other Movements in Issued Share Capital

| | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|------------|----------------------|--|--|---|
| Type of Issue | | | | | |
| 1. Rights issue | At price : | State currency _____ | Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | <u>N/A</u> | <u>N/A</u> |
| 2. Open offer | At price : | State currency _____ | Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | <u>N/A</u> | <u>N/A</u> |
| 3. Placing | At price : | State currency _____ | Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | <u>N/A</u> | <u>N/A</u> |
| 4. Bonus issue | | | Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | <u>N/A</u> | <u>N/A</u> |

| | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------|------------|----------------------|--|--|---|
| Type of Issue | | | | | |
| 5. Scrip dividend | At price : | State currency _____ | Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 6. Repurchase of shares | | | Class of shares _____ repurchased (<i>Note 1</i>) Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 7. Redemption of shares | | | Class of shares _____ redeemed (<i>Note 1</i>) Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 8. Consideration issue | At price : | State currency _____ | Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |

| | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|---|----------------------|---|--|---|
| Type of Issue | | | | | |
| 9. Capital reorganisation | Class of shares _____ issuable (Note 1) | | | | |
| | Issue and allotment date : (dd/mm/yyyy) (/ /) | | | | |
| | EGM approval date: (dd/mm/yyyy) (/ /) | | | | |
| | | | | <u>N/A</u> | <u>N/A</u> |
| 10. Other (Please specify) | At price : _____ | State currency _____ | Class of shares _____ issuable (Note 1) | | |
| | | | Issue and allotment date : (dd/mm/yyyy) (/ /) | | |
| | | | AGM approval date: (dd/mm/yyyy) (/ /) | | |
| | | | | | |
| | | | <u>N/A</u> | <u>N/A</u> | |
| Total E. (Ordinary shares) | | | | <u>N/A</u> | |
| (Preference shares) | | | | <u>N/A</u> | |
| (Other class) | | | | <u>N/A</u> | |

| | | |
|---|-----|------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | <u>Nil</u> |
| | (2) | <u>Nil</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | <u>N/A</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | <u>N/A</u> |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> | | |

Remarks (if any):

1. Calculated in accordance with the number of Offshore Preference Shares and the amount of proceeds raised from the issuance of each share, which is U.S.\$20 for each Offshore Preference Share issued.
2. Calculated based on the aggregate of ordinary share capital and the total proceeds raised from the issuance of all Offshore Preference Shares, which is converted into Renminbi at the Central Parity Rate between U.S. dollars and Renminbi of RMB6.6778 to U.S.\$1.00 as published by the China Foreign Exchange Trading Centre on 30 September 2016.
3. The initial conversion price is equal to the net asset value per share attributable to equity holders of the parent company as disclosed in the audited consolidated financial statements of China Cinda Asset Management Co., Ltd. as at the end of 2015 and denominated in Hong Kong dollars, namely HK\$3.35 per H share. The number of H shares issuable upon full conversion of the Offshore Preference Shares is equal to the aggregate liquidation preference of all the Offshore Preference Shares (being U.S.\$20 for each Offshore Preference Share, as converted into Hong Kong dollars at the fixed exchange rate of U.S.\$1.00 to HK\$7.7599) divided by the initial conversion price rounded down to the nearest whole number of H shares.

Submitted by: Ai Jiuchao

Title: Joint Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*