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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 proxy form 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 and 4607 (Preference Shares))

**ELECTION OF MR. ZHANG GUOQING
AS NON-EXECUTIVE DIRECTOR
SUBSCRIPTION OF THE NEWLY ISSUED SHARES
OF HAPPY LIFE
AND
NOTICE OF EGM**

A notice of convening the first EGM in 2017 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 Wednesday, January 4, 2017 at 9:30 a.m. is set out on pages 7 to 8 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 Thursday, December 15, 2016. 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.

November 18, 2016

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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
“CBRC”	China Banking Regulatory Commission
“(our) Company”	China Cinda Asset Management Co., Ltd., a joint stock limited company incorporated in the PRC with its H Shares listed on the Hong Kong Stock Exchange (stock code: 1359 and 4607 (preference Shares))
“Director(s)”	director(s) of the Company
“EGM”	the first extraordinary general meeting of the Company in 2017 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 Wednesday, January 4, 2017
“H Share(s)”	the ordinary shares in the share capital of the Company with nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange
“Happy Life”	Happy Life Insurance Co., Ltd., a subsidiary of our Company
“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 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 of the PRC 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

DEFINITIONS

“subsidiary(ies)” has the meanings ascribed to it under the Listing Rules

“%” percentage

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

Beijing, the PRC
November 18, 2016

As at the date of this circular, the Board of the Company consists of Mr. HOU Jianhang and Mr. CHEN Xiaozhou as executive Directors, Mr. LI Honghui, Mr. SONG Lizhong, Ms. XIAO Yuping and Ms. YUAN Hong as non-executive Directors, and Mr. CHANG Tso Tung, Stephen, Mr. XU Dingbo, Mr. ZHU Wuxiang and Mr. SUN Baowen as independent non-executive Directors.

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 and 4607 (Preference Shares))

Executive Directors:

Hou Jianhang
Chen Xiaozhou

Non-executive Directors:

Li Honghui
Song Lizhong
Xiao Yuping
Yuan Hong

Independent non-executive Directors:

Chang Tso Tung, Stephen
Xu Dingbo
Zhu Wuxiang
Sun Baowen

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

November 18, 2016

To the Shareholders,

**ELECTION OF MR. ZHANG GUOQING
AS NON-EXECUTIVE DIRECTOR
SUBSCRIPTION OF THE NEWLY ISSUED SHARES
OF HAPPY LIFE
AND
NOTICE OF EGM**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of EGM and the information on relevant proposed resolutions to be considered at the EGM to enable you to make informed decisions on whether to vote for or against the resolutions at the EGM.

LETTER FROM THE BOARD

2. MATTERS TO BE CONSIDERED AT THE EGM

The ordinary resolution to be proposed at the EGM for the Shareholders to consider and approve is the election of Mr. Zhang Guoqing as non-executive Director of the Company and the special resolution is the subscription of the newly issued shares of Happy Life.

(I) TO CONSIDER AND APPROVE THE RESOLUTION REGARDING THE ELECTION OF MR. ZHANG GUOQING AS NON-EXECUTIVE DIRECTOR

On November 18, 2016, Mr. Lu Shengliang tendered his resignation as the non-executive Director and member of the Strategic Development Committee and the Risk Management Committee of the Board due to change in work arrangement. Accordingly, the Board proposed to nominate Mr. Zhang Guoqing as the non-executive Director of the Company. His qualification as a Director complies with the relevant laws and regulations as well as the Articles, and his term of office shall take effect upon the approval by the EGM and the approval of his qualification as Director by the CBRC until the expiry of the current session of the Board.

The biographical information of Mr. Zhang Guoqing is set out as follows:

Mr. Zhang Guoqing, born in 1966, is currently the director of the domestic compliance division under the department of regulation and supervision of the National Council for Social Security Fund (“NSSF”). Mr. Zhang had successively served as the teaching assistant, lecturer and associate professor of the social science department of Jiangxi University of Traditional Chinese Medicine from July 1990 to September 2000, and the officer of the regulation and supervision department and assistant consultant of the division of regulation of the NSSF from November 2003 to September 2007. Since September 2007, he has acted as the director of the domestic compliance division under the department of regulation and supervision of the NSSF. From March 2010 to June 2016, Mr. Zhang acted as the supervisor of CECEP Wind-power Corporation Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 601016). Mr. Zhang graduated from Jiangxi University and Zhengzhou University with a bachelor’s degree and a master’s degree in history in 1987 and 1990, respectively. In 2003, he graduated from China University of Political Science and Law with a doctor’s degree in law.

(II) TO CONSIDER AND APPROVE THE RESOLUTION REGARDING THE SUBSCRIPTION OF THE NEWLY ISSUED SHARES OF HAPPY LIFE

Happy Life has submitted its capital increase proposal to the Company to seek the opinion of its shareholders on the capital increase.

As an important strategic investment platform of the Company, Happy Life is one of the subsidiaries whose development will receive predominant support under our “second five-year” plan. Happy Life is significantly conducive to the future development of our business by virtue of its supporting role, synergy and sound long-term investment returns.

The Company intends to subscribe the newly issued shares of Happy Life in proportion to the existing shareholding with an aggregate amount not exceeding RMB3.557 billion.

LETTER FROM THE BOARD

We intend to subscribe the newly issued shares of Happy Life with the internal fund of the Company.

Pursuant to the capital increase proposal of Happy Life, if any of the other shareholders of Happy Life decides not to subscribe or does not make the contribution in full pursuant to their shareholding proportion, the unsubscribed amount may be taken up by other shareholders or new investors. If the increased capital is not fully paid up in a lump sum because the search for qualified investors or fund-raising of shareholders and investors is still under progress, the procedures for obtaining administrative approvals for the capital increase may be carried out in stages based on the actual payment progress within the validity period of the evaluation.

The capital increase proposal of Happy Life does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules or any connected transaction under Chapter 14A of the Listing Rules, thus it is not subject to the requirement of disclosure or shareholders' approval. Nevertheless, according to the Articles, the proposal is subject to approval by the Shareholders at the general meeting by way of a special resolution.

The above resolutions have been considered and approved at the eighth meeting of the Board in 2016, and are hereby submitted to the EGM for consideration.

3. EGM

The EGM will 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 Wednesday, January 4, 2017. 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 register of holders of H Shares of the Company will be closed from Monday, December 5, 2016 to Wednesday, January 4, 2017 (both days inclusive). 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, December 2, 2016. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Friday, December 2, 2016 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 you from attending the EGM and voting in person if you so wish. 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 Thursday, December 15, 2016.

LETTER FROM THE BOARD

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

4. RECOMMENDATION

The Directors consider that the 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 the resolutions to be proposed at the EGM.

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

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 and 4607 (Preference Shares))

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of China Cinda Asset Management Co., Ltd. (the “**Company**”) for 2017 (the “**EGM**”) will 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 Wednesday, January 4, 2017 for considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION

1. To consider and approve the election of Mr. Zhang Guoqing as non-executive Director

SPECIAL RESOLUTION

1. To consider and approve the subscription of newly issued shares of Happy Life

Notice of Closure of Register of Members

The register of holders of H Shares of the Company will be closed from Monday, December 5, 2016 to Wednesday, January 4, 2017 (both days inclusive), during which period no transfer of H Shares will be registered. Any holder of H Shares of the Company who wishes 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, December 2, 2016. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Friday, December 2, 2016 will be entitled to attend the 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

NOTICE OF EGM

Details of the above resolutions are set out in the circular for the EGM of the Company dated November 18, 2016. 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

November 18, 2016

As at the date of this notice, the Board of the Company consists of Mr. HOU Jianhang and Mr. CHEN Xiaozhou as executive Directors, Mr. LI Honghui, Mr. SONG Lizhong, Ms. XIAO Yuping and Ms. YUAN Hong as non-executive Directors, and Mr. CHANG Tso Tung, Stephen, Mr. XU Dingbo, Mr. ZHU Wuxiang and Mr. SUN Baowen as independent non-executive Directors.

Notes:

1. The register of members of the Company will be closed from Monday, December 5, 2016 to Wednesday, January 4, 2017 (both days inclusive). Holders of H Shares and domestic shares whose names appear on the register of members of the Company at the close of business on Friday, December 2, 2016 shall be entitled to attend and vote at the EGM. Holders of H Shares 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, December 2, 2016.
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 need not 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.
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 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 respectively on or before Thursday, December 15, 2016 by hand, by post or by fax (fax no: (852) 2865 0990 for Computershare Hong Kong Investor Services Limited).
6. Pursuant to the Articles, any vote of Shareholders at a general meeting must be taken by poll. As such, all 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 Shareholders.