THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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))

REMUNERATION SETTLEMENT SCHEME FOR THE DIRECTORS FOR THE YEAR OF 2015
REMUNERATION SETTLEMENT SCHEME FOR THE SUPERVISORS FOR THE YEAR OF 2015
FIXED ASSETS INVESTMENT BUDGET FOR THE YEAR OF 2017
ELECTION OF MR. LIU CHONG AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY
AND
NOTICE OF EGM

A notice of convening the second 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, March 15, 2017 at 9:30 a.m. is set out on pages 9 to 10 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 designated for convening 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, February 23, 2017. 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.

January 25, 2017

CONTENTS

Page

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
"(our) Company"	China Cinda Asset Management Co., Ltd., a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange (stock code: 01359 and 4607 (Preference Shares))
"Director(s)"	director(s) of the Company
"EGM"	the second 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, March 15, 2017
"H Share(s)"	the ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong dollars
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"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) of RMB1.00 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s) of the Company
"Supervisor(s)"	supervisor(s) of the Company

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)
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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

January 25, 2017

To the Shareholders,

REMUNERATION SETTLEMENT SCHEME FOR THE DIRECTORS FOR THE YEAR OF 2015
REMUNERATION SETTLEMENT SCHEME FOR THE SUPERVISORS FOR THE YEAR OF 2015
FIXED ASSETS INVESTMENT BUDGET FOR THE YEAR OF 2017
ELECTION OF MR. LIU CHONG AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY
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.

2. MATTERS TO BE CONSIDERED AT THE EGM

The resolutions to be proposed at the EGM for the Shareholders to consider and approve are: (1) remuneration settlement scheme for the Directors for the year of 2015; (2) remuneration settlement scheme for the Supervisors for the year of 2015; (3) the fixed assets investment budget for the year of 2017; and (4) election of Mr. LIU Chong as a non-executive Director of the Company. All of the above resolutions are ordinary resolutions.

The resolutions to be proposed at the EGM are set out in the Notice of EGM on page 9 to page 10 of 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, the Company have provided detailed information in this circular, including matters to be considered at the EGM and details of the candidate for election as a non-executive Director (see Appendix I).

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, March 15, 2017. The notice of EGM 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, February 13, 2017 to Wednesday, March 15, 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, February 10, 2017. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Friday, February 10, 2017 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. 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, February 23, 2017.

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

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 resolutions to be proposed at the EGM.

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

I. CONSIDERATION AND APPROVAL OF REMUNERATION SETTLEMENT SCHEME FOR THE DIRECTORS FOR THE YEAR OF 2015

In accordance with relevant policies and rules of the PRC government, the Company has formulated the remuneration settlement scheme for the Directors for the year of 2015. This resolution has been considered and approved at the ninth meeting of the Board for 2016 (being the fourth periodic Board meeting). In accordance with requirements set forth by the Articles, the resolution is hereby submitted to the EGM for consideration and approval. Details of the scheme are set out below:

Unit: RMB10,000

Name	Position	Basic annual remuneration	Performance-based annual remuneration	Allowance	Social insurance, housing provident fund, enterprise annuity and supplementary medical insurance contributed by the Company	Total remuneration before tax
HOU Jianhang	Chairman and executive Director	27.68	29.18	–	19.91	76.77
ZANG Jingfan	Executive Director and president	27.68	29.18	–	19.52	76.38
LI Honghui	Non-executive Director[1]	–	–	–	–	–
SONG Lizhong	Non-executive Director[1]	–	–	–	–	–
XIAO Yuping	Non-executive Director[1]	–	–	–	–	–
YUAN Hong	Non-executive Director[1]	–	–	–	–	–
LU Shengliang	Non-executive Director[1]	–	–	–	–	–
LI Xikui	Independent non-executive Director[2]	–	–	25.00	–	25.00
QIU Dong	Independent non-executive Director[2]	–	–	25.00	–	25.00
CHANG Tso Tung, Stephen	Independent non-executive Director[2]	–	–	25.00	–	25.00
XU Dingbo	Independent non-executive Director[2]	–	–	25.00	–	25.00

Notes:

1. Non-executive Directors do not receive remuneration from the Company.

2. 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 duration of service.

3. Changes of Directors:

   Mr. XU Zhichao has ceased to serve as an executive Director due to change of work arrangement with effect from January 20, 2015. He did not receive remuneration from the Company in 2015.

II. CONSIDERATION AND APPROVAL OF REMUNERATION SETTLEMENT SCHEME FOR THE SUPERVISORS FOR THE YEAR OF 2015

In accordance with relevant policies and rules of the PRC government, the Company has formulated the remuneration settlement scheme for the Supervisors for the year of 2015. This resolution has been considered and approved at the sixth meeting of the Board of Supervisors for 2016. In accordance with requirements set forth by the Articles, the resolution is hereby submitted to the EGM for consideration and approval. Details of the scheme are set out below:

Unit: RMB10,000

Name	Position	Basic annual remuneration	Performance-based annual remuneration	Allowance	Social insurance, housing provident fund, enterprise annuity and supplementary medical insurance contributed by the Company	Total remuneration before tax
GONG Jiande	Chairman of the Board of Supervisors	27.68	29.18	–	19.49	76.35
LIU Yanfen	External Supervisor[1]	–	–	16.67	–	16.67
LI Chun	External Supervisor[1]	–	–	16.67	–	16.67
WEI Jianhui	Employee representative Supervisor[2]	–	–	2.00	–	2.00
GONG Hongbing	Employee representative Supervisor[2]	–	–	2.00	–	2.00

Notes:

1. 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 duration of service.

2. 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 duration of service.

3. Changes of Supervisors:

    1) Mr. CHEN Weizhong has ceased to act as a Shareholder representative Supervisor and the Chairman of the Board of Supervisors with effect from February 10, 2015 due to the reason of age. He did not receive remuneration from the Company in 2015.

    2) Ms. DONG Juan has ceased to act as an external Supervisor due to work arrangement with effect from February 10, 2015. She did not receive remuneration from the Company in 2015.

III. CONSIDERATION AND APPROVAL OF THE FIXED ASSETS INVESTMENT BUDGET FOR THE YEAR OF 2017

In accordance with the Articles and in light of the needs of Company in its operation and development, the Company has formulated the fixed assets investment budget of the Company for the year of 2017 (for the Company only, the same below). The proposed budget for fixed assets investment for the year of 2017 will be RMB169,300,000, which includes:

- The budget for acquisition of fixed assets and intangible assets is proposed to be RMB77,060,000;
- The budget for improvement and renovation of offices is proposed to be RMB28,080,000;
- The budget for our disaster recovery and support base is proposed to be RMB64,160,000.

The resolution has been considered and approved at the first meeting of the Board for 2017. In accordance with requirements set forth by the Articles, the resolution is hereby submitted to the EGM for consideration and approval.

IV. CONSIDERATION AND APPROVAL OF ELECTION OF MR. LIU CHONG AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

In accordance with requirements set forth by the PRC Company Law and other laws and regulations and the Articles, Mr. LIU Chong has been nominated by the Board as a non-executive Director of the Company. Mr. LIU Chong's qualification as a Director complies with the relevant laws and regulations as well as the Articles. His term of office shall take effect upon the approval by the Shareholders at the EGM and the approval of his qualification by the CBRC until the expiry of the current session of the Board.

Biography of Mr. LIU Chong:

Mr. LIU Chong, born in 1970, is currently serving as the general manager and an executive director of COSCO SHIPPING Development Co., Ltd. (formerly known as China Shipping Container Lines Company Limited, a company listed on Shanghai Stock Exchange, stock code: 601866 and on the Hong Kong Stock Exchange, stock code: 02866), a director of China International Marine Containers (Group) Co., Ltd. (a company listed on Shenzhen Stock Exchange, stock code: 000039 and on the Hong Kong Stock Exchange, stock code: 02039), the general manager of China Shipping (Group) Leasing Co., Ltd., a supervisor of China Merchants Securities Co., Ltd. (a company listed on Shanghai Stock Exchange, stock code: 600999 and on the Hong Kong Stock Exchange, stock code: 06099) and a supervisor of CIB Fund Management Co., Ltd. Mr. LIU Chong has held several positions in various companies, including Guangzhou Maritime Transport (Group) Co., Ltd., Bao'an branch of China Merchants Bank, Guangzhou Maritime Transport Group Real Estate Company, China Shipping

(Group) Company, China Shipping Investment Co., Ltd., China Shipping Logistics Co., Ltd., China Shipping Haisheng Co., Ltd. and China Shipping Finance Co., Ltd., etc. Mr. LIU Chong graduated in 1990 from Sun Yat-sen University with a bachelor's degree in Economics.

Mr. LIU Chong has not entered into any service contract with the Company. His term of office shall commence from the date of approval by the Shareholders at the EGM and the approval of his qualification as Director by the CBRC until the expiry of the term of the current session of the Board. He shall be eligible for re-election upon the expiry of his term of office. Mr. LIU did not receive remuneration from the Company.

Save as disclosed above, Mr. LIU Chong does not hold any directorship in any public companies listed in Hong Kong or any overseas securities markets in the past three years, does not hold any positions in the Company or any of its subsidiaries, and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this circular, Mr. LIU Chong does not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). Mr. LIU Chong has not been subject to any penalty or punishment imposed by the securities regulatory authorities in PRC or any other relevant authorities and stock exchanges.

Mr. LIU Chong has confirmed that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange.

The resolution has been considered and approved at the first meeting of the Board for 2017. In accordance with requirements set forth by the Articles, the resolution is hereby submitted to the EGM for consideration and approval.

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 second 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 People's Republic of China (the "**PRC**") at 9:30 a.m. on Wednesday, March 15, 2017 for considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the remuneration settlement scheme for the Directors for the year of 2015

2. To consider and approve the remuneration settlement scheme for the Supervisors for the year of 2015

3. To consider and approve the fixed assets investment budget for the year of 2017

4. To consider and approve election of Mr. LIU Chong as a non-executive Director of the Company

Notice of Closure of Register of Members

The register of holders of H Shares of the Company will be closed from Monday, February 13, 2017 to Wednesday, March 15, 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, February 10, 2017. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Friday, February 10, 2017 will be entitled to attend and vote at 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

Details of the above resolutions are set out in the circular for the EGM of the Company dated January 25, 2017. 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

Beijing, the PRC
January 25, 2017

Notes:

1. The register of members of the Company will be closed from Monday, February 13, 2017 to Wednesday, March 15, 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, February 10, 2017 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, February 10, 2017.

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 designated for convening 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.

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, February 23, 2017 by hand, by post or by fax (fax no: (852) 2865 0990).

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.