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信達國際控股有限公司
CINDA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 111)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "**SGM**") of Cinda International Holdings Limited (the "**Company**", together with its subsidiaries the "**Group**") will be held at 45th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong on 26 May 2016 at 10:45 a.m. (or immediately after the conclusion of the annual general meeting which is to be held on the same date and at the same place at 10:30 a.m., whichever is later) for the purpose of considering and, if thought fit, with or without amendment, passing the following resolution:

ORDINARY RESOLUTION

"**THAT:**

(i) the supplemental agreement dated 31 March 2016 (a copy of which is tabled at the SGM marked "**A**" and initialled by the Chairman of the meeting for identification purpose) to the master agreement dated 18 December 2015 entered into between the Company and China Cinda Asset Management Co., Ltd. ("**CCAM**") in relation to the provision of certain financial service by the Group to the CCAM, its subsidiaries, and/or its associates and vice versa (the "**Supplemental Agreement**") (a copy of which is tabled at the SGM marked "**B**" and initialled by the Chairman of the meeting for identification purpose), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

(ii) the Revised Annual Caps for Category I Transactions, Category II Transactions and Category III Transactions (as defined in the circular of the Company dated 10 May 2016) as contemplated under the Supplemental Agreement be and are hereby approved, confirmed and ratified; and

(iii) the execution of the Supplemental Agreement by any director of the Company be and is hereby approved, ratified and confirmed and any director of the Company be and is hereby authorised to sign, execute, perfect and deliver all such documents and, where necessary, to affix the common seal of the Company on any such document as and when necessary and do all such acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with the implementation of the Supplemental Agreement and the transactions contemplated thereunder."

By order of the Board
Cinda International Holdings Limited
Lau Mun Chung
Executive Director

Hong Kong, 10 May 2016

Notes:

1. A form of proxy for use at the SGM is enclosed herewith.

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.

3. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.

4. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.

5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting convened by the above notice or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this announcement, the Board comprises:

Executive Directors:	*Mr. Zhao Hongwei (Chairman)* *Mr. Gong Zhijian (Managing Director)* *Mr. Lau Mun Chung*
Non-executive Director:	*Mr. Chow Kwok Wai*
Independent Non-executive Directors:	*Mr. Wang Tongsan* *Mr. Chen Gongmeng* *Mr. Hung Muk Ming*

Website: http://www.cinda.com.hk