
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 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 04621 (Preference Shares))

**ELECTION OF MS. ZHANG QIUPING AS
A NON-EXECUTIVE DIRECTOR OF THE COMPANY
PURCHASE OF LIABILITY INSURANCE
FOR DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT
AND
NOTICE OF THE 2023 SECOND EXTRAORDINARY
GENERAL MEETING**

A notice of convening the 2023 second extraordinary general meeting 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 Tuesday, October 24, 2023 at 10:00 a.m. is set out on pages 8 to 10 of this circular.

If you wish to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy forms in accordance with the instructions printed thereon no later than 24 hours before the time designated for convening the EGM. Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

September 28, 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of directors of the Company
“(the) 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)
“Director(s)”	director(s) of the Company
“EGM”	the second extraordinary general meeting of the Company in 2023 to be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Tuesday, October 24, 2023
“H Share(s)”	ordinary share(s) of RMB1.00 each in the share capital of the Company 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
“Latest Practicable Date”	September 25, 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its printing
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(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 and 04621 (Preference Shares))

Executive Directors:

ZHANG Weidong
LIANG Qiang
ZHAO Limin

Non-executive Directors:

WANG Shaoshuang
CHEN Xiaowu
ZHANG Yuxiang
LIU Chong

Independent Non-executive Directors:

LU Zhengfei
LAM Chi Kuen
WANG Changyun
SUN Maosong
SHI Cuijun

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

September 28, 2023

To the Shareholders,

Dear Sir or Madam,

**ELECTION OF MS. ZHANG QIUPING AS
A NON-EXECUTIVE DIRECTOR OF THE COMPANY
PURCHASE OF LIABILITY INSURANCE FOR
DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT
AND
NOTICE OF THE 2023 SECOND EXTRAORDINARY
GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the 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 resolutions to be proposed at the EGM for the Shareholders to consider and approve are: (1) the election of Ms. ZHANG Qiuping as a non-executive director of the Company; and (2) the purchase of liability insurance for directors, supervisors and senior management. The above resolutions are all ordinary resolutions.

Details of the matters to be considered at the EGM are set out in the notice of the EGM on pages 8 to 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 has provided matters to be considered at the EGM (see Appendix I) in this circular.

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 10:00 a.m. on Tuesday, October 24, 2023. The notice of the EGM is set out in this circular.

In order to determine the H Shareholders who are entitled to attend the EGM, the register of H Shareholders of the Company will be closed from Wednesday, October 18, 2023 to Tuesday, October 24, 2023 (both days inclusive). H Shareholders 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 Tuesday, October 17, 2023. Shareholders whose names appear on the register of H Shareholders of the Company at the close of business on Tuesday, October 17, 2023 are entitled to attend the EGM.

Proxy form for the EGM is enclosed herein and also published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). H Shareholders 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.

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

LETTER FROM THE BOARD

4. RECOMMENDATION

The Board considers that the resolutions set out in the notice of the EGM for consideration and approval by Shareholders are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends 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.
ZHANG Weidong
Chairman

I. TO CONSIDER AND APPROVE THE ELECTION OF MS. ZHANG QIUPING AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

According to the relevant requirements of the Articles of Association and work requirements, the Board nominated Ms. ZHANG Qiuping (“**Ms. ZHANG**”) as a non-executive director of the Company. Ms. ZHANG’s qualification is in compliance with the relevant laws and regulations and the requirements of the Articles of Association, and she will take the office for a term of three years upon consideration and approval at the EGM and approval of her qualification as a director by the National Administration of Financial Regulation.

The biography information of Ms. ZHANG is set out as follows:

Ms. ZHANG Qiuping was born in 1964. From July 1986 to September 1990, she worked at the Chinese Academy of Preventive Medicine. From September 1990 to July 2001, she successively served as several positions of the Ministry of Finance, such as an officer, deputy chief officer and chief officer of the Statistics and Research Division of the Comprehensive Planning Department, chief officer of the Statistics and Research Division of the Comprehensive and Reform Department, chief officer of the Extra-budgetary Fund Management Division of the Comprehensive Department, and chief officer and assistant researcher of the Central Revenue Division of the Budget Department. Since July 2001, she has successively held various positions with the National Council for Social Security Fund of the People’s Republic of China, including a cadre and the deputy director of the General Division of the Financial and Accounting Department, the director of the General Division and the director of the Finance Division of the Fund Finance Department, and the deputy director of the Fund Finance Department. Ms. ZHANG obtained a bachelor’s degree in economics from Jiangxi Finance and Economic College (currently known as Jiangxi University of Finance and Economics) in 1986 and a master’s degree in public administration from a joint program organized by Peking University and the National Academy of Governance in 2011. Ms. ZHANG holds the professional title of Senior Economist.

As mentioned above, the term of office of Ms. ZHANG shall commence from the date of approval at the EGM and the approval of her qualification as a director by the National Administration of Financial Regulation until the expiry of the three-year term and is eligible for re-election upon expiry of the term. Ms. ZHANG will enter into a service contract with the Company after her qualification is approved by the National Administration of Financial Regulation. Ms. ZHANG will not receive any director’s fee or remuneration from the Company.

Save as disclosed above, Ms. ZHANG does not hold any directorships in other listed companies 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 Latest Practicable Date, Ms. ZHANG 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)), and has not been subject to any penalty or punishment imposed by the China Securities Regulatory Commission or any other relevant authorities or stock exchanges.

Ms. ZHANG has confirmed that there is no other matter relating to her nomination that needs to be brought to the attention of the shareholders of the Company, and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The resolution has been considered and approved at the 6th meeting of the Board in 2023 and is hereby submitted to the EGM for consideration and approval in accordance with the Articles of Association.

II. TO CONSIDER AND APPROVE THE PURCHASE OF LIABILITY INSURANCE FOR DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

To reduce the risks of losses arising from the potential improper performance of duties by directors, supervisors and senior management, the Company has purchased liability insurance for directors, supervisors and senior management (“**Liability Insurance for DSM**”) for ten consecutive years since 2013. The Liability Insurance for DSM bought by the Company in 2022 will be due on November 24, 2023, the Company proposes to continue to purchase the Liability Insurance for DSM, with the main contents of the insurance scheme set out as below:

1. Insurance term: one year from November 25, 2023.
2. Insurance amount: USD30 million or equivalent RMB.
3. The insured: mainly consists of the Company and its existing subsidiaries (only for securities-related compensation claims or improper employment behaviors-related compensation claims), as well as the directors, supervisors, senior management, board secretary, company secretary and other employees with senior management duties of the Company and its existing subsidiaries.
4. Insurance coverage: mainly includes the losses caused by the compensation claims due to improper behaviors of the insured during their performance of duties, and the insurance liabilities cover all the basic protections of such insurance.
5. Insurance model and insurance institutions: the Company maintained its practice in the previous years to purchase the USD30 million liability insurance in the form of layered insurance, namely USD15 million for the basic layer and USD15 million for the excess of loss layer. After a centralized procurement procedure in the competitive negotiation, the Company recommended Huatai Property and Casualty Insurance Co., Ltd. (basic layer) and Guoren Property and Casualty Insurance Co., Ltd. (excess of loss layer) as the insurance institutions.

6. Insurance premium: RMB963,553.3 and the premium rate is about 4.45%. Among them, the premium for the basic layer is RMB605,000, and the premium for the excess of loss layer is RMB358,553.3.

The resolution has been considered and approved at the 8th meeting of the Board in 2023 and is hereby submitted to the EGM for consideration and approval. It is also submitted to the EGM to authorize the Board to handle the purchase of Liability Insurance for DSM every year on the premise that the insurance amount and the insurance coverage remain unchanged, and the insurance premium is not higher than RMB1.05 million. The term of the authorization is five years, with effect from the date of approval at the EGM.

NOTICE OF THE 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 04621 (Preference Shares))

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 second extraordinary general meeting (the “EGM”) of China Cinda Asset Management Co., Ltd. (the “Company”) 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 10:00 a.m. on Tuesday, October 24, 2023 for considering and, if thought fit, passing the following resolutions:

Ordinary Resolutions

1. To consider and approve the election of Ms. ZHANG Qiuping as a non-executive director of the Company
2. To consider and approve the purchase of liability insurance for directors, supervisors and senior management

Notice of Closure of Register of Members

The register of holders of H Shares of the Company will be closed from Wednesday, October 18, 2023 to Tuesday, October 24, 2023 (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 Tuesday, October 17, 2023. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Tuesday, October 17, 2023 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

NOTICE OF THE EGM

Details of the above resolutions are set out in the circular for the EGM of the Company dated September 28, 2023. 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.
ZHANG Weidong
Chairman

Beijing, the PRC
September 28, 2023

As at the date of this notice, the Board of the Company consists of Mr. ZHANG Weidong, Mr. LIANG Qiang and Mr. ZHAO Limin as executive directors, Mr. WANG Shaoshuang, Mr. CHEN Xiaowu, Ms. ZHANG Yuxiang and Mr. LIU Chong as non-executive directors, and Mr. LU Zhengfei, Mr. LAM Chi Kuen, Mr. WANG Changyun, Mr. SUN Maosong and Ms. SHI Cuijun as independent non-executive directors.

NOTICE OF THE EGM

Notes:

1. The register of members of the Company will be closed from Wednesday, October 18, 2023 to Tuesday, October 24, 2023 (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 Tuesday, October 17, 2023 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 Tuesday, October 17, 2023.
2. A Shareholder entitled to attend and vote at the EGM may appoint one or more persons 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 for the EGM, 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 to 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 (i.e. before 10:00 a.m. on Monday, October 23, 2023, Hong Kong time) or any adjournment thereof (as the case may be). Please note that October 23, 2023 is not a working day in Hong Kong and Computershare Hong Kong Investor Services Limited's offices will not be open on this day for physical delivery of the proxy form. 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. Pursuant to the Articles of Association 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.
6. 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. Voting at the EGM will be taken by poll on site.
7. 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.