
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 MR. ZENG TIANMING AS
A NON-EXECUTIVE DIRECTOR OF THE COMPANY
ELECTION OF MS. SHI CUIJUN AS AN
INDEPENDENT NON-EXECUTIVE DIRECTOR
OF THE COMPANY
AND
NOTICE OF THE 2023 FIRST EXTRAORDINARY
GENERAL MEETING**

A notice of convening the 2023 first 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 Wednesday, February 8, 2023 at 10:00 a.m. is set out on pages 9 to 11 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.

January 16, 2023

TABLE OF CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
1. Introduction	3
2. Matters to be considered at the EGM.	4
3. EGM	4
4. Recommendation	5
Appendix I Details of the Candidates for the Directors	6
Notice of the EGM.	9

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
“CBIRC”	China Banking and Insurance Regulatory Commission
“(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 first 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 Wednesday, February 8, 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”	January 11, 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

DEFINITIONS

“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:

HE Jieping
WANG Shaoshuang
CHEN Xiaowu
ZHANG Yuxiang
TANG Jiang
LIU Chong

Independent Non-executive Directors:

LU Zhengfei
LAM Chi Kuen
WANG Changyun
SUN Maosong

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 16, 2023

To the Shareholders,

Dear Sir or Madam,

**ELECTION OF MR. ZENG TIANMING AS
A NON-EXECUTIVE DIRECTOR OF THE COMPANY
ELECTION OF MS. SHI CUIJUN AS AN
INDEPENDENT NON-EXECUTIVE DIRECTOR
OF THE COMPANY
AND
NOTICE OF THE 2023 FIRST EXTRAORDINARY
GENERAL MEETING**

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 resolutions to be proposed at the EGM for the Shareholders to consider and approve are: (1) the election of Mr. ZENG Tianming as a non-executive director of the Company; and (2) the election of Ms. SHI Cuijun as an independent non-executive director of the Company. 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 9 to 11 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 details of the candidates for the directors (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 Wednesday, February 8, 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 Friday, February 3, 2023 to Wednesday, February 8, 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 Thursday, February 2, 2023. Shareholders whose names appear on the register of H Shareholders of the Company at the close of business on Thursday, February 2, 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 MR. ZENG TIANMING AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

According to the relevant requirements of the Articles of Association and work requirements, the Board nominated Mr. ZENG Tianming (“**Mr. ZENG**”) as a non-executive director of the Company. Mr. ZENG’s qualification is in compliance with the relevant laws and regulations and the requirements of the Articles of Association, and he will take the office for a term of three years upon consideration and approval at the EGM and approval of his qualification as a director by the CBIRC.

The biography information of Mr. ZENG is set out as follows:

Mr. ZENG Tianming, born in 1967. From October 1985 to July 1992, he successively served as a warrior of the Third PAP Transportation Branch, as well as a warrior, a volunteer and the deputy squad leader of the gold corps of PAP. From July 1992 to November 2007, he had successively held various positions with the gold command department of the PAP, including the financial treasurer and the accountant at the level of platoon leader, the assistant at the level of deputy company commander and assistant at the level of company commander of Beijing enterprise office, and the assistant accountant and deputy director of the work department directly under the command department. From November 2007 to March 2018, he served as a cadre of the finance and accounting department, and a deputy researcher, a researcher and the director of the finance department of the finance and accounting department (solvency supervision department) of the China Insurance Regulatory Commission. From March 2018 to January 2022, he served as the office director, cadre at director level and first-class researcher of the youth league committee of the Party committee (publicity department of the Party committee) of the labor union of the CBIRC. Since January 2022, he has served as the second-class inspector of the Party committee (publicity department of the Party committee) of the CBIRC. Mr. ZENG graduated from the Engineering College of PAP majoring in financial management.

As mentioned above, the term of office of Mr. ZENG shall commence from the date of consideration and approval at the EGM and the approval of his qualification as a director by the CBIRC until the expiry of the three-year term, and he is eligible for re-election and re-appointment upon expiry of his term of office. Mr. ZENG will enter into a service contract with the Company after his qualification is approved by the CBIRC, but he does not receive any director’s fee or remuneration from the Company.

Save as disclosed above, Mr. ZENG has not held any directorships in other listed companies in the last three years, does not hold any other position 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, Mr. ZENG does not have any interests 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.

Mr. ZENG has confirmed that there is no other matter relating to his nomination that needs to be brought to the attention of the Shareholders of the Company and there is no other information which is required 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 13th meeting of the Board in 2022 and is hereby submitted to the EGM for consideration and approval in accordance with the Articles of Association.

II. TO CONSIDER AND APPROVE THE ELECTION OF MS. SHI CUIJUN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

According to the relevant requirements of the Articles of Association and work requirements, the Board nominated Ms. SHI Cuijun (“**Ms. SHI**”) as an independent non-executive director of the Company. Ms. SHI’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 CBIRC.

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

Ms. SHI Cuijun, born in 1969. She is currently the general counsel of Total Energy (Beijing) Enterprise Management Co., Ltd., as well as the arbitrator of Hong Kong International Arbitration Center, China International Economic and Trade Arbitration Commission and Beijing Arbitration Commission. She served as the legal counsel of the Beijing Representative Office of CMS Cameron McKenna LLP in the United Kingdom, the senior lawyer of the Beijing Representative Office of Herbert Smith Freehills LLP in the United Kingdom, the general counsel of State Grid Assets Management Co., Ltd., and the senior legal counsel of the legal department of Siemens Ltd., China. She is currently an independent director of Beijing Zhong Ke San Huan High-Tech Co., Ltd. She was an independent director of Traffic Control Technology Co., Ltd. Ms. SHI graduated from the College of Arts and Law of Beijing Union University with a bachelor’s degree in law in 1992. She graduated from the School of Law of Boston University with a master’s degree in banking and financial law in 2001.

In reviewing the structure of the Board, the Nomination and Remuneration Committee of the Company considers the diversity of the Board members from many aspects, including but not limited to the gender, age, cultural and educational background, professional experience, skills, knowledge and specific needs of the Company. In considering candidates, the Board takes into account the talents, skills and experience required for the overall operation of the Board to maintain an appropriate balance of Board members.

In considering the candidates for independent non-executive directors, the Nomination and Remuneration Committee of the Company has considered the past performance, independence and professional background, knowledge and experience of the candidates for independent non-executive directors. Ms. SHI has extensive experience in the legal field. In addition, Ms. SHI's education, background, experience and practice enable her to provide valuable and relevant insights and contribute to the diversity of the Board.

As mentioned above, the term of office of Ms. SHI shall commence from the date of consideration and approval at the EGM and the approval of her qualification as a director by the CBIRC until the expiry of the three-year term, and she is eligible for re-election and re-appointment upon expiry of her term of office. Ms. SHI will enter into a service contract with the Company after her qualification is approved by the CBIRC. The remuneration of Ms. SHI shall be implemented in accordance with relevant regulations. The remuneration settlement plan shall be submitted to the Board for consideration and approval after being considered by the Nomination and Remuneration Committee of the Board, and then submitted to the general meeting of the Company for consideration and approval. The specific remuneration of the Company's directors can be referred to the Company's annual report.

Save as disclosed above, Ms. SHI has not held any directorships in other listed public companies in the last three years, does not hold any other position with 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. SHI does not have any interests 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 other relevant authorities or stock exchanges.

Ms. SHI 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 which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The resolution has been considered and approved at the 13th meeting of the Board in 2022 and is hereby submitted to the EGM for consideration and approval in accordance with the Articles of Association.

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 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 first 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 Wednesday, February 8, 2023 for considering and, if thought fit, passing the following resolutions:

Ordinary Resolutions

1. To consider and approve the election of Mr. ZENG Tianming as a non-executive director of the Company
2. To consider and approve the election of Ms. SHI Cuijun as an independent 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 Friday, February 3, 2023 to Wednesday, February 8, 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 Thursday, February 2, 2023. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Thursday, February 2, 2023 will be entitled to attend and vote at the EGM.

NOTICE OF 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 16, 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
January 16, 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. HE Jieping, Mr. WANG Shaoshuang, Mr. CHEN Xiaowu, Ms. ZHANG Yuxiang, Mr. TANG Jiang and Mr. LIU Chong as non-executive directors, and Mr. LU Zhengfei, Mr. LAM Chi Kuen, Mr. WANG Changyun and Mr. SUN Maosong as independent non-executive directors.

NOTICE OF THE EGM

Notes:

1. The register of members of the Company will be closed from Friday, February 3, 2023 to Wednesday, February 8, 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 Thursday, February 2, 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 Thursday, February 2, 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 Tuesday, February 7, 2023, Hong Kong time) 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. 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.
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.