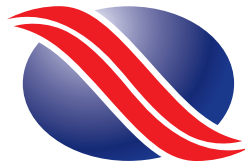

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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. ZHAO LIMIN AS AN EXECUTIVE DIRECTOR OF THE COMPANY AND NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

A notice of convening the second extraordinary general meeting of China Cinda Asset Management Co., Ltd. for 2022 at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Thursday, April 7, 2022 is set out on pages 8 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. 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.

March 22, 2022

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DEFINITIONS

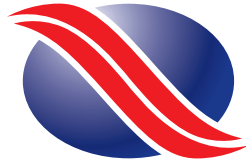
In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“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)
“COVID-19/Pandemic”	Corona Virus Disease 2019
“Director(s)”	director(s) of the Company
“EGM”	the 2022 second extraordinary general meeting of the Company 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 Thursday, April 7, 2022
“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
“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”	March 17, 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its printing

DEFINITIONS

“PRC”	the People’s Republic of China, and 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) of RMB1.00 each in the share capital of the Company
“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 Zi'ai

ZHANG Weidong

Non-executive Directors:

HE Jieping

WANG Shaoshuang

CHEN Xiaowu

ZHANG Yuxiang

ZHANG Guoqing

LIU Chong

Independent Non-executive Directors:

ZHU Wuxiang

SUN Baowen

LU Zhengfei

LAM Chi Kuen

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

March 22, 2022

Dear Shareholders,

**ELECTION OF MR. ZHAO LIMIN
AS AN EXECUTIVE DIRECTOR OF THE COMPANY
AND
NOTICE OF THE 2022 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 resolution to be considered at the EGM to enable you to make informed decision on whether to vote for or against the resolution at the EGM.

LETTER FROM THE BOARD

2. MATTER TO BE CONSIDERED AT THE EGM

The ordinary resolution to be proposed at the EGM for Shareholders' consideration and approval is: the election of Mr. ZHAO Limin as an executive director of the Company.

Details of the matter 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 resolution to be proposed at the EGM and to make well-informed decision, the Company has provided detailed information of candidate for executive director (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 Thursday, April 7, 2022. The notice of the 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 Friday, April 1, 2022 to Thursday, April 7, 2022 (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, no later than 4:30 p.m. on Thursday, March 31, 2022. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Thursday, March 31, 2022 are entitled to attend the EGM.

Proxy form for use at the EGM is 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.

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

In order to prevent and control the COVID-19 epidemic as well as safeguard public health, the Company encourages Shareholder(s) to consider appointing the chairman of the EGM as his or her/their respective representative(s) to vote on the relevant resolution rather than attend the EGM in person.

LETTER FROM THE BOARD

4. RECOMMENDATION

The Board considers that the resolution set out in the notice of the EGM for consideration and approval by Shareholders is 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 resolution to be proposed at the EGM.

Yours faithfully,

By order of the Board

China Cinda Asset Management Co., Ltd.

ZHANG Zi'ai

Chairman

**TO CONSIDER AND APPROVE THE ELECTION OF MR. ZHAO LIMIN AS AN
EXECUTIVE DIRECTOR OF THE COMPANY**

According to the relevant requirements of the Articles of Association and work requirements, the Board nominated Mr. ZHAO Limin (“**Mr. ZHAO**”) as an executive director of the Company. The qualification of Mr. ZHAO is in compliance with the applicable laws and regulations and the Articles of Association, and he shall begin to assume office upon the approval at the EGM and the approval of his qualification as director by CBIRC for a term of three years.

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

Mr. ZHAO Limin, born in 1969, has been serving as the Vice President of the Company since May 2021. He worked in China Construction Bank from July 1993 to September 1999. He joined the Company in September 1999, and had held various positions successively, including the deputy director of the Hohhot Office, the general manager of the Jilin Branch and the general manager of Cinda Investment Co., Ltd. Mr. ZHAO has been serving as an Assistant to President and a member of the Party Committee of the Company since August 2019, and serving as the chairman of Cinda Real Estate since December 2020. Mr. ZHAO obtained a bachelor’s degree in management from Liaoning University in 1993. He holds the professional title of Senior Economist.

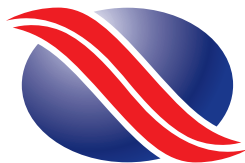
As mentioned above, Mr. ZHAO’s term of office shall commence from the date of approval at the EGM and the approval of his qualification as director by CBIRC until the expiry of the term of three years. He shall be eligible for re-election upon the expiry of his term of office. Mr. ZHAO is currently the Vice President of the Company. The remuneration of the directors of the Company shall be determined in accordance with relevant requirements. The remuneration settlement plan shall be considered and approved by the Board upon being considered by the Nomination and Remuneration Committee of the Board before being proposed to the general meeting of the Company for consideration and approval. Details of the remuneration of the Company’s directors are available in the Company’s annual reports.

Save as disclosed above, Mr. ZHAO 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, Mr. ZHAO 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 China Securities Regulatory Commission or any other relevant authorities or stock exchanges.

Mr. ZHAO 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 that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The proposal has been considered and approved at the third 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 2022 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 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 Thursday, April 7, 2022 for considering and, if thought fit, passing the following resolution:

Ordinary Resolution

1. To consider and approve the election of Mr. ZHAO Limin as an 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, April 1, 2022 to Thursday, April 7, 2022 (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, March 31, 2022. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Thursday, March 31, 2022 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 resolution are set out in the circular for the EGM of the Company dated March 22, 2022. 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 Zi'ai
Chairman

Beijing, the PRC
March 22, 2022

As at the date of this notice, the Board of the Company consists of Mr. ZHANG Zi'ai and Mr. ZHANG Weidong as executive directors, Mr. HE Jieping, Mr. WANG Shaoshuang, Mr. CHEN Xiaowu, Ms. ZHANG Yuxiang, Mr. ZHANG Guoqing and Mr. LIU Chong as non-executive directors, and Mr. ZHU Wuxiang, Mr. SUN Baowen, Mr. LU Zhengfei and Mr. LAM Chi Kuen as independent non-executive directors.

NOTICE OF THE EGM

Notes:

1. The register of members of the Company will be closed from Friday, April 1, 2022 to Thursday, April 7, 2022 (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, March 31, 2022 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, March 31, 2022.
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 Wednesday, April 6, 2022, 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 resolution 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.
8. In order to prevent and control the COVID-19 epidemic as well as safeguard public health, the Company encourages Shareholder(s) to consider appointing the chairman of the EGM as his or her/their respective representative(s) to vote on the relevant resolution rather than attend the EGM in person.