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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 or the class meeting for holders of H Shares 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.

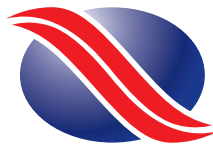
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**China Cinda Asset Management Co., Ltd.**

**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))**

**THE EXTENSION OF THE VALIDITY PERIOD FOR THE  
AUTHORISATION TO DEAL WITH MATTERS RELATING TO THE  
ISSUANCE OF OFFSHORE PREFERENCE SHARES  
NOTICE OF THE 2022 FIRST  
EXTRAORDINARY GENERAL MEETING  
AND  
NOTICE OF THE 2022 FIRST CLASS MEETING FOR  
H SHAREHOLDERS**

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Notices of convening the EGM and the relevant Class 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 Friday, January 28, 2022 at 10:00 a.m. (Hong Kong time) for the EGM and at 10:10 a.m. (Hong Kong time) or immediately after the conclusion of the Domestic Share Class Meeting for the H Share Class Meeting are set out on pages 24 to 29 of this circular.

If you wish to appoint a proxy to attend the EGM and/or H Share Class Meeting 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 and/or the H Share Class Meeting or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, the H Share Class Meeting or at any adjourned meeting.

January 13, 2022

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## DEFINITIONS

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

“Additional Tier 1 Capital”	as defined in the Administrative Measures for Capital of Financial Asset Management Companies (Trial) promulgated by the China Banking Regulatory Commission on December 26, 2017 and came into effect on January 1, 2018
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“CBIRC”	the China Banking and Insurance Regulatory Commission
“Chairman”	the chairman of the Company
“Class Meeting(s)”	the Domestic Share Class Meeting and/or the H Share Class Meeting, as applicable
“Company”	China Cinda Asset Management Co., Ltd., a joint stock limited liability company incorporated in the PRC, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 01359)
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as fully paid in RMB
“Domestic Share Class Meeting”	the 2022 first class meeting for Domestic Shareholders of the Company to be held, at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at the later of 10:05 a.m. (Hong Kong time) or immediately after the conclusion of the EGM on Friday, January 28, 2022
“Domestic Shareholder(s)”	the holder(s) of Domestic Shares

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## DEFINITIONS

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“EGM”	the 2022 first extraordinary general meeting to be held by the Company, at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. (Hong Kong time) on Friday, January 28, 2022
“Existing Preference Share(s)”	U.S.\$3,200,000,000 4.45 per cent. non-cumulative perpetual offshore preference shares of the Company issued on September 30, 2016 with a par value of RMB100 each, which were redeemed in full on September 30, 2021
“Existing Preference Shareholder(s)”	holder(s) of Existing Preference Shares
“First Issuance”	U.S.\$1,700,000,000 4.40 per cent. non-cumulative perpetual offshore preference shares of the Company issued on November 3, 2021 with a par value of RMB100 each
“Further Issuances”	the proposed issuances of the remaining Offshore Preference Shares by the Company under the Offshore Preference Share Issuance Plan
“H Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, listed on the Hong Kong Stock Exchange
“H Share Class Meeting”	the 2022 first class meeting for H Shareholders of the Company to be held, at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at the later of 10:10 a.m. (Hong Kong time) or immediately after the conclusion of the Domestic Share Class Meeting on Friday, January 28, 2022
“H Shareholder(s)”	the holder(s) of H Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Latest Practicable Date”	January 10, 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“NDRC”	National Development and Reform Commission of the People’s Republic of China
“Offshore Preference Share(s)”	the preference shares of an aggregate amount of not more than RMB18 billion (inclusive) or its equivalent issued or proposed to be issued by the Company in the offshore market pursuant to the Offshore Preference Share Issuance Plan as set out in Appendix I to this circular
“Offshore Preference Share Issuance”	proposed issuance in the offshore market of not more than 180 million (inclusive) preference shares with an aggregate amount of not more than RMB18 billion (inclusive) or its equivalent by the Company pursuant to the Offshore Preference Share Issuance Plan
“Offshore Preference Share Issuance Authorisation”	Authorisation relating to matters in connection with the issuance of Offshore Preference Shares as specified under item 17.1 under the Offshore Preference Share Issuance Plan
“Offshore Preference Share Issuance Plan”	the Plan for Non-public Issuance of Offshore Preference Shares which was approved by the Company on February 2, 2021 and remains valid
“Offshore Preference Shareholder(s)”	holder(s) of Offshore Preference Shares
“Ordinary Share(s)”	Domestic Share(s) and H Share(s)
“Ordinary Shareholder(s)”	holder(s) of Ordinary Shares
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this circular, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan Region
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“Share(s)” the share(s) of the Company, including Domestic Shares and H Shares

“Shareholder(s)” holder(s) of Shares of the Company

“%” per cent.

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## LETTER FROM THE BOARD

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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))**

*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

January 13 2022

*To shareholders,*

Dear Sir or Madam,

**THE EXTENSION OF THE VALIDITY PERIOD FOR THE  
AUTHORISATION TO DEAL WITH MATTERS RELATING TO THE  
ISSUANCE OF OFFSHORE PREFERENCE SHARES  
NOTICE OF THE 2022 FIRST  
EXTRAORDINARY GENERAL MEETING  
AND  
NOTICE OF THE 2022 FIRST CLASS MEETING FOR  
H SHAREHOLDERS**

#### **1 INTRODUCTION**

The purpose of this circular is to provide you with the notice of the EGM, the notice of the H Share Class Meeting, and the information regarding resolutions to be proposed at the EGM and the H Share Class Meeting to enable you to make informed decisions on whether to vote for or against the resolutions at the EGM and the H Share Class Meeting.

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## LETTER FROM THE BOARD

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### **2 MATTERS TO BE CONSIDERED AT THE EGM AND THE H SHARE CLASS MEETING**

The special resolutions to be proposed at the EGM and the H Share Class Meeting for Shareholders' consideration and approval are the extension of the validity period for the authorisation to deal with matters relating to the issuance of Offshore Preference Shares.

Details of the matters to be considered at the EGM and the H Share Class Meeting are set out in the notice of the EGM and the H Share Class Meeting on pages 24 to 29 of this circular. In order to enable you to have a better understanding of the resolutions to be proposed at the EGM and the H Share Class Meeting and to make well-informed decisions, the Company has provided detailed information in this circular, including plan for non-public issuance of Offshore Preference Shares (see Appendix I).

### **3 THE EXTENSION OF THE VALIDITY PERIOD FOR THE AUTHORISATION TO DEAL WITH MATTERS RELATING TO THE ISSUANCE OF OFFSHORE PREFERENCE SHARES**

References are made to (i) the announcement of the Company dated December 3, 2020 regarding the Company's proposed non-public issuance of Offshore Preference Shares; (ii) the circular of the Company dated January 4, 2021 regarding, among other things, the Offshore Preference Share Issuance Plan, including the authorisation to the Board to deal with matters relating to the issuance of Offshore Preference Shares; (iii) the announcement of the Company dated February 2, 2021, regarding, among other things, consideration and approval of the Offshore Preference Share Issuance Plan; and (iv) the announcement of the Company dated October 28, 2021 regarding the First Issuance of the Company.

The Offshore Preference Share Issuance Plan has been considered and approved at each of the 2021 first extraordinary general meeting, the 2021 first class meeting for Domestic Shareholders, the 2021 first class meeting for H Shareholders and the 2021 first class meeting for Existing Preference Shareholders held on February 2, 2021. The validity period of the Offshore Preference Share Issuance Authorisation is 12 months following the passing of the resolution relating to authorisation in the Offshore Preference Share Issuance Plan.

The issuance of the Offshore Preference Shares will be conducted by way of a non-public issuance in accordance with the relevant rules on issuance and the Offshore Preference Shares shall, after being approved by regulatory authorities, be issued in a single or multiple series in accordance with the relevant procedures. It is intended that the Offshore Preference Shares will be initially placed to third parties independent from the Company and its connected persons as defined under the Listing Rules. The listing/trading arrangements for the Offshore Preference Shares will be set out in the issuance documents. The Company shall have the right to mandatorily convert all or part of the Offshore Preference Shares into H Shares on the occurrence of certain prescribed events.



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## LETTER FROM THE BOARD

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The Company proposes to conduct the Further Issuances, such that when aggregated with the First Issuance, the issuances of the Offshore Preference Shares will not be more than 180 million (inclusive) preference shares to raise funds of not more than RMB18 billion (inclusive) or its equivalent. Pursuant to the First Issuance, the Company issued 85,000,000 Offshore Preference Shares on November 3, 2021. Consequently, pursuant to the Further Issuances, the Company may issue up to an additional 95,000,000 Offshore Preference Shares in accordance with the Offshore Preference Share Issuance Plan.

For reference and illustration purposes only, assuming that an issue size equivalent to RMB18 billion of Offshore Preference Shares as approved by the Company's shareholders on February 2, 2021 were issued and all the Offshore Preference Shares were subject to Conversion, on the basis of the initial Compulsory Conversion Price of HK\$4.52<sup>1</sup> per H Share, the number of H Shares issued upon conversion of the Offshore Preference Shares would not exceed 4,705,264,825 H Shares.

As at the Latest Practicable Date, there were 13,567,602,831 H Shares of the Company in issue. Assuming that the number of issued H Shares remains as stated above on the date the proposed special resolutions regarding the extension of the validity period for the authorisation to deal with matters relating to the issuance of Offshore Preference Share are passed at the EGM and the Class Meetings, the maximum number of H Shares may be issued represents (i) 34.68% of the total number of H Shares in issue of the Company, (ii) 25.75% of the enlarged H Shares of the Company, and (iii) 12.33% of the current total issued Shares of the Company.

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<sup>1</sup> For basis of determination of the initial mandatory conversion price, please refer to the circular of the Company dated January 4, 2021 which includes, among other things, the proposed non-public issuance of Offshore Preference Shares.

## LETTER FROM THE BOARD

For illustrative purposes only, the table below sets forth the impact on the Company's share capital structure if all the Offshore Preference Shares under the Offshore Preference Share Issuance Plan were converted into H Shares pursuant to such mandatory conversion:

	As at the Latest Practicable Date		After issuance of the Offshore Preference Shares under the First Issuance <sup>1</sup>		After conversion of Offshore Preference Shares issued under the First Issuance only <sup>2</sup>		After issuance of all the Offshore Preference Shares under the First Issuance and the Further Issuances <sup>1</sup>		After conversion of all the Offshore Preference Shares issued under the First Issuance and the Further Issuances <sup>2</sup>	
	Shares	Percentage of Share Capital	Shares	Percentage of Share Capital	Shares	Percentage of Share Capital	Shares	Percentage of Share Capital	Shares	Percentage of Share Capital
<b>Domestic Share</b>										
Ministry of Finance of the PRC	22,137,239,084	58.00%	22,137,239,084	58.00%	22,137,239,084	53.89%	22,137,239,084	58.00%	22,137,239,084	51.64%
National Council for Social Security Fund	2,459,693,232	6.44%	2,459,693,232	6.44%	2,459,693,232	5.99%	2,459,693,232	6.44%	2,459,693,232	5.74%
<b>Total issued Domestic Shares</b>	<b>24,596,932,316</b>	<b>64.45%</b>	<b>24,596,932,316</b>	<b>64.45%</b>	<b>24,596,932,316</b>	<b>59.88%</b>	<b>24,596,932,316</b>	<b>64.45%</b>	<b>24,596,932,316</b>	<b>57.38%</b>
<b>H Share</b>										
National Council for Social Security Fund	2,901,006,093	7.60%	2,901,006,093	7.60%	2,901,006,093	7.06%	2,901,006,093	7.60%	2,901,006,093	6.77%
Public shareholders	10,666,596,738	27.95%	10,666,596,738	27.95%	13,582,247,180	33.06%	10,666,596,738	27.95%	15,371,861,563	35.86%
<b>Total issued H Shares</b>	<b>13,567,602,831</b>	<b>35.55%</b>	<b>13,567,602,831</b>	<b>35.55%</b>	<b>16,483,253,273</b>	<b>40.12%</b>	<b>13,567,602,831</b>	<b>35.55%</b>	<b>18,272,867,656</b>	<b>42.62%</b>
<b>Total</b>	<b>38,164,535,147</b>	<b>100.00%</b>	<b>38,164,535,147</b>	<b>100.00%</b>	<b>41,080,185,589</b>	<b>100.00%</b>	<b>38,164,535,147</b>	<b>100.00%</b>	<b>42,869,799,972</b>	<b>100.00%</b>

**Notes:**

- 1 If there is no trigger event for mandatory conversion, the issuance of the Offshore Preference Shares will not affect the ordinary share capital of the Company.
- 2 The maximum number of H Shares issuable upon conversion of the Offshore Preference Shares is calculated based on the assumptions that (i) the issue size is equivalent to RMB18 billion and all of the Offshore Preference Shares are subject to conversion, and (ii) the conversion price is HK\$4.52.
- 3 As of the Latest Practicable Date, the total number of shares held by the National Council for Social Security Fund (including 2,459,693,232 Domestic Shares and 2,901,006,093 H Shares) accounted for approximately 14.04% of the total issued share capital of the Company. Therefore, the National Council for Social Security Fund is a substantial shareholder and a core connected person of the Company, and the shares held by the National Council for Social Security Fund would not be treated as held by public.

Based on the public information available to the Company and on the basis that all the newly issued Offshore Preference Shares will be initially placed to persons independent from the Company and persons that are not connected persons of the Company, the percentage of share capital held by the public is (i) 27.95% as at the Latest Practicable Date; (ii) 27.95% after the issuance of the Offshore Preference Shares; and (iii) 35.86% after the conversion of all the Offshore Preference Shares into H Shares (subject to other changes in the shares, the shareholders or the capital of the Company).

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## LETTER FROM THE BOARD

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Following the First Issuance, to further meet the requirement of capital for the sustainable development of the Company, improve the capability of capital management, enhance the operating competence of the Company and support the sustainable and stable development of the core business of distressed asset management including distressed assets acquisition and disposal, and debt-to-equity swaps, the Company proposes to conduct the Further Issuances, such that when aggregated with the First Issuance, the issuances of the Offshore Preference Shares will not be more than 180 million (inclusive) preference shares to raise funds of not more than RMB18 billion (inclusive) or its equivalent in the offshore market to replenish the Company's additional tier 1 capital.

As a Chinese financial asset management company, the Company's capital adequacy ratios need to meet the requirements of relevant laws, regulations and regulatory authorities. The Company's core tier-1 capital adequacy ratio, tier-1 capital adequacy ratio and capital adequacy ratio as at 30 June 2021 is 10.60%, 13.67% and 16.01%, respectively.

Given the Company proposes to conduct the Further Issuances but the validity period of the Offshore Preference Share Issuance Authorisation will expire on February 1, 2022, the Company proposes to extend the validity period of the Offshore Preference Share Issuance Authorisation for 12 months from the approval of the EGM and the Class Meetings. The Offshore Preference Share Issuance Plan is still within the 36-month validity period, the specific contents of the Offshore Preference Share Issuance Authorisation remain unchanged, and the "Authorisation relating to matters in connection with Offshore Preference Shares that remain outstanding" under item 17.2 of the Offshore Preference Share Issuance Plan continues to apply so long as the Offshore Preference Shares remain outstanding. The full text of the Offshore Preference Share Issuance Plan including the Offshore Preference Share Issuance Authorisation is set out in Appendix I to the circular of the Company dated January 4, 2021 and reproduced in Appendix I to this circular. The Company will deal with the relevant matters in respect of the Further Issuances in accordance with relevant laws and regulations, the requirements set out in the relevant approvals and filing and registration which have been obtained from the regulatory authorities including the CBIRC, the NDRC and the CSRC and the authorisations granted by the shareholders' meetings of the Company.

The resolution has been considered and approved by the Board, and is hereby submitted to the EGM and the Class Meetings for consideration and approval, respectively.

**Shareholders and potential investors shall be aware that the Further Issuances is subject to all necessary approvals being obtained and various factors including market conditions, and therefore the Further Issuances may or may not proceed.**

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## LETTER FROM THE BOARD

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### 4 THE EGM AND THE CLASS MEETINGS

The EGM will be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC on Friday, January 28, 2022 at 10:00 a.m. (Hong Kong time), the Domestic Share Class Meeting will be held at the later of 10:05 a.m. (Hong Kong time) on the same day or immediately after the conclusion of the EGM, and the H Share Class Meeting will be held at the later of 10:10 a.m. (Hong Kong time) on the same day or immediately after the conclusion of the Domestic Share Class Meeting.

The notices of the EGM and the H Share Class Meeting are set out in this circular.

In order to determine the H Shareholders who are entitled to attend the EGM and the H Share Class Meeting, the H Shares register of members of the Company will be closed from Tuesday, January 25, 2022 to Friday, January 28, 2022 (both days inclusive). H Shareholders of the Company who intend to attend the EGM or the H Share Class Meeting 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. (Hong Kong time) on Monday, January 24, 2022. H Shareholders whose names appear on the H Shares register of members of the Company at the close of business on Monday, January 24, 2022 are entitled to attend the EGM and the H Share Class Meeting.

Proxy forms for the EGM and the H Share Class Meeting are enclosed herein and also published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). H Shareholders who intend to attend the EGM or the H Share Class Meeting 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 holding the EGM and the H Share Class Meeting. Completion and return of the proxy form will not preclude you from attending the EGM or the H Share Class Meeting and voting in person if you so wish.

The voting at the EGM and the Class Meetings shall be 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 and/or the Class Meetings as his or her/their respective representative(s) to vote on the relevant resolutions rather than attend the EGM and/or the Class Meetings in person.

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## LETTER FROM THE BOARD

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### 5 RECOMMENDATION

The Board considers that the resolutions set out in the notice of EGM and the notice of H Share Class Meeting 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 all resolutions to be proposed at the EGM and the Class Meetings.

Yours faithfully,  
By order of the Board  
**China Cinda Asset Management Co., Ltd.**  
**ZHANG Zi'ai**  
*Chairman*

The Plan for Non-public Issuance of Offshore Preference Shares is written in Chinese, with no official English translation. The English translation is provided for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail. The full version of the Plan for Non-public Issuance of Offshore Preference Shares is as follows:

## **PLAN FOR NON-PUBLIC ISSUANCE OF OFFSHORE PREFERENCE SHARES**

The detailed Offshore Preference Share Issuance Plan is as follows:

### **1 Type of preference shares to be issued**

The type of preference shares to be issued in the offshore market will be preference shares that comply with the requirements of the PRC and foreign laws, regulations and regulatory documents.

### **2 Number of preference shares to be issued and issue size**

The aggregate number of the Offshore Preference Shares to be issued will not exceed 180 million (inclusive), with an aggregate amount to be issued not exceeding RMB18 billion or its equivalent (inclusive). The actual number and issue size is to be determined by the Board within the above-mentioned limit, in accordance with the authorisation given by the shareholders' general meeting.

### **3 Par value and issue price**

The par value of the Offshore Preference Shares will be RMB100 per share. The Offshore Preference Shares will be issued at or above the par value. The actual currency and issue price will be determined by the Board prior to issuance with reference to market conditions and in accordance with relevant laws and regulations, market practice and the authorisation given by the shareholders' general meeting.

### **4 Maturity**

The Offshore Preference Shares will have no maturity date.

### **5 Method of issuance and target investors**

The issuance of Offshore Preference Shares will be conducted by way of a non-public issuance in accordance with the relevant rules on issuance and the Offshore Preference Shares shall, after being approved by regulatory authorities, be issued in a single or multiple series in accordance with the relevant procedures. If the Offshore Preference Shares are to be issued in multiple series, no separate approval shall be required to be obtained from the existing Preference Shareholders of the Company for each such issuance.

Each series of the Offshore Preference Shares will be offered to overseas qualified investors in compliance with the relevant rules on issuance. All target investors shall subscribe for the Offshore Preference Shares in cash.

**6 Lock-up period**

There will be no lock-up period for the Offshore Preference Shares.

**7 Terms of dividend distribution*****7.1 Principles for determining the dividend rate***

The proposed dividend rate for the Offshore Preference Shares (such dividend rate will be calculated by reference to the issue price of the relevant series of the Offshore Preference Shares, similarly construed hereinafter) may be adjusted at different intervals. The dividend rate at the time of issuance shall be determined by the Board by way of market pricing, in accordance with the authorisation given by the shareholders' general meeting with reference to other factors including relevant laws and regulations, market conditions at the time of issuance, investors' need and the actual circumstances of the Company. In any adjusted dividend rate period, dividends on the Offshore Preference Shares will be paid at the same prescribed dividend rate and will reset at specified intervals thereafter.

The dividend rate consists of the benchmark rate and the fixed margin. The fixed margin will be determined by deducting the benchmark rate at the time of pricing from the dividend rate at the time of pricing of the relevant series of the Offshore Preference Shares and will remain unchanged once determined. On each reset determination date, the new dividend rate for the next adjusted dividend rate period will be determined, and will equal to the sum of the benchmark rate as at the reset determination date and the fixed margin as determined at the time of pricing.

The dividend rate of the Offshore Preference Shares shall not exceed the weighted average return on equity<sup>1</sup> of the Company for the two most recent financial years before issuance.

***7.2 Conditions for distribution of dividends***

*7.2.1* If the Company has distributable after-tax profits<sup>2</sup> after offsetting the losses in previous years and contributing to its statutory reserve fund and general reserves, the Company may pay dividends to the Offshore Preference Shareholders in accordance with the Articles, provided that the capital adequacy ratios of the Company meet the regulatory requirements. The Offshore Preference Shareholders shall rank in priority to the Ordinary Shareholders in terms of dividend distribution. Distribution of dividends shall not be linked to any rating of the Company and shall not be adjusted as a result of any changes in such rating in the future.

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<sup>1</sup> Weighted average return on equity is calculated based on the return attributable to the holders of Ordinary Shares of the Company

<sup>2</sup> Distributable after-tax profits is the undistributed profit as shown in the financial statements of the parent company prepared in accordance with Chinese Accounting Standards or International Financial Reporting Standards, whichever amount is lower.

7.2.2 Subject to a resolution passed at a shareholders' general meeting, the Company shall have the right, under any circumstances, to cancel (in whole or in part) any dividend on the Offshore Preference Shares and this will not constitute an event of default. The Company may, at its discretion, use the funds arising from the cancellation of dividend on the Offshore Preference Shares to repay other indebtedness that are due. The cancellation of any dividend payment to the Offshore Preference Shareholders will only constitute a restriction on the payment of dividend to the Ordinary Shareholders and will not constitute any other restrictions on the Company. The Company will fully consider the rights and interests of the Offshore Preference Shareholders when exercising the above-mentioned right. Any declaration and payment of all of the dividends on the Offshore Preference Shares by the Company will be determined by the Board in accordance with the authorisation given by the shareholders' general meeting.

7.2.3 If the Company cancels all or part of the distribution of dividends on the Offshore Preference Shares, the Company shall not distribute any profits to the Ordinary Shareholders from the next day following the resolution being passed at the shareholders' general meeting until the resumption of payment of dividends in full<sup>3</sup>.

### ***7.3 Method of dividend payment***

Dividends on the Offshore Preference Shares shall be payable in cash. The dividend-bearing principal amount of the Offshore Preference Shares shall be the aggregate value of the relevant series of the Offshore Preference Shares then issued and outstanding (namely, the product of the issue price of the relevant series of the Offshore Preference Shares and the number of shares under the relevant series of Offshore Preference Shares then issued and outstanding, similarly construed hereinafter). Dividends on the Offshore Preference Shares shall be paid annually, and will accrue from the due date for payment for the issuance of the relevant series of the Offshore Preference Shares.

### ***7.4 Dividend accumulation***

The dividends on the Offshore Preference Shares will be non-cumulative, namely, in the event of any cancellation by the Company of all or part of the dividends on the Offshore Preference Shares, any amount of dividends not paid to the Offshore Preference Shareholders in full in the current dividend period will not be accumulated to the following dividend period.

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<sup>3</sup> Resumption of payment of dividends in full means that the Company decides to resume payment of dividends in full to the Offshore Preference Shareholders. However, as the Offshore Preference Shares have adopted a non-cumulative dividend approach, the Company will not pay any dividends which have been cancelled in previous years.



### ***7.5 Distribution of residual profits***

After receiving the dividends at the prescribed dividend rate, the Offshore Preference Shareholders shall not be entitled to any distribution of residual profits of the Company together with the Ordinary Shareholders.

## **8 Terms of mandatory conversion**

### ***8.1 Mandatory conversion trigger events***

Unless the losses of the Company can be fully absorbed prior to the Offshore Preference Shareholders assuming any losses, in accordance with the relevant requirements of the CBIRC, the Company shall, upon the occurrence of the below-mentioned trigger event, convert, without the need for the consent of the Offshore Preference Shareholders or Ordinary Shareholders, all or part of the Offshore Preference Shares then issued and outstanding into H Shares based on the aggregate value of such Offshore Preference Shares. Once an Offshore Preference Share has been converted into H Shares, it will not be restored to preference shares in any circumstances. Unless otherwise required by the CBIRC, a trigger event means the earlier of the following events: (a) the CBIRC having concluded that without a decision on a write off or conversion into Ordinary Shares, the Company would become non-viable, and (b) the relevant regulatory authorities such as the Ministry of Finance of the PRC and the People's Bank of China having concluded that without a decision on a public sector injection of capital or equivalent support, the Company would become non-viable.

Upon the occurrence of the above-mentioned mandatory conversion trigger event, the Company shall report to the CBIRC for review and determination and shall fulfil its relevant information disclosure obligations such as making provisional reports or announcements in accordance with relevant regulatory requirements.

### ***8.2 Mandatory conversion period***

The mandatory conversion period of the Offshore Preference Shares commences on the first trading day immediately following the completion date of issuance of the Offshore Preference Shares and ends on the date of redemption or conversion of all the Offshore Preference Shares.

### ***8.3 Mandatory conversion price and method of adjustments of the mandatory conversion price***

The initial mandatory conversion price of the Offshore Preference Shares will be equal to the net asset value per share attributable to equity holders of the parent company as disclosed in the Company's reviewed consolidated financial statements as at 30 June 2020 and denominated in Hong Kong dollars (which shall be converted with reference to the Central Parity Rate of Renminbi to Hong Kong dollars used by the interbank foreign exchange market as published by the China Foreign Exchange Trade System on the trading day prior to the announcement date of the Board resolution on the Offshore Preference Share Issuance Plan and rounded up to the nearest 2 decimal places) and which shall be HK\$4.52 per share.

In the event that the Company, among other things, issues any H Share by way of bonus issuance or capitalisation issue, or issues H Shares below the market price of the H Shares (excluding any increase in the share capital as a result of conversion of certain financial instruments issued by the Company that are convertible into Ordinary Shares) or issue any H Shares by way of a rights issue, after the date the Board approves the Offshore Preference Share Issuance Plan, the Company will adjust the mandatory conversion price to reflect the above-mentioned events on a cumulative basis and in the order of the occurrence of such events. The distribution of cash dividends to the Ordinary Shareholders will not result in any adjustment to the mandatory conversion price. The mandatory conversion price will be adjusted based on the following:

Bonus issuance or capitalisation issue:  $P1 = P0 \times N/(N + n)$ ;

Issuance of new H Shares below the market price of the H Shares or by way of a rights issue:  $P1 = P0 \times (N + k)/(N + n)$ ;  $k = n \times A/M$ ;

where, “P1” denotes the mandatory conversion price effective after such adjustment; “P0” denotes the mandatory conversion price effective before such adjustment; “N” denotes the aggregate number of H Shares of the Company prior to such bonus issuance, capitalisation issue, issuance of new H Shares below the market price of the H Shares or rights issue; “n” denotes the number of new H Shares issued in such bonus issuance, capitalisation issue, issuance of new H Shares below the market price of the H Shares or rights issue; “A” denotes the price of new H Shares issued in such issuance of new H Shares below the market price of the H Shares or rights issue; and “M” denotes the closing price per H Shares on the trading day immediately preceding the date of announcement of such issuance of new H Shares below the market price of the H Shares or rights issue (being the announcement containing the effective and irrevocable terms of such issuance or rights issue).

In the event that the rights and interests of the Offshore Preference Shareholders may be affected by any repurchase of the Ordinary Shares by, or merger or division of, the Company or any other circumstances that may cause changes in the Company’s share class, number of shares and/or shareholders’ equity, the Company shall have the right to adjust the mandatory conversion price based on the actual circumstances and in accordance with the principles of fairness, justice and equity as well as to fully protect the rights and interests of the Offshore Preference Shareholders and the Ordinary Shareholders. The adjustment mechanism for the mandatory conversion price in these circumstances will be determined in accordance with applicable laws and regulations.

#### ***8.4 Principles for determining the ratio and number for mandatory conversion***

Upon the occurrence of a trigger event, the Board will, in accordance with the approval of the CBIRC and the authorisation given by the shareholders’ general meeting, determine the aggregate amount of the Offshore Preference Shares to be mandatorily converted and implement mandatory conversion of the Offshore Preference Shares then

issued and outstanding in whole or in part. The formula for determining the number of shares to be converted shall be:  $Q = V/P \times \text{conversion exchange rate}$ . Where: “Q” denotes the number of H Shares that shall be converted from the Offshore Preference Shares held by each Offshore Preference Shareholder; “V” denotes the amount of the Offshore Preference Shares held by each Offshore Preference Shareholder that are subject to mandatory conversion (namely, the number of the Offshore Preference Shares held by such Offshore Preference Shareholder that are subject to mandatory conversion multiplied by their issue price, similarly construed hereinafter); “P” denotes the effective mandatory conversion price of the Offshore Preference Shares; and the “conversion exchange rate” refers to the cross rate between Hong Kong dollars and the currency in which the relevant series of the Offshore Preference Shares are denominated based on the RMB Central Parity Rate published by the China Foreign Exchange Trade System on the trading day preceding the date of the announcement of the Board resolution in respect of the Offshore Preference Share Issuance Plan. Any fractional share less than one share resulting from the conversion will be dealt with by the Company in accordance with relevant regulatory requirements. Where it is not specified in the regulatory requirements, any fractional share will be rounded down to the nearest whole number.

Upon the occurrence of a trigger event, the Offshore Preference Shares then issued and outstanding will be converted into the corresponding number of H Shares based on the above formula in whole or in part on a ratable basis.

#### ***8.5 Entitlement to dividends on Ordinary Shares in the year of mandatory conversion***

The H Shares issued as a result of the mandatory conversion of the Offshore Preference Shares will rank equally in all respects with the existing issued H Shares, and all Ordinary Shareholders whose names appear on the register of members of the Company on the record date for dividend entitlement (including the holders of H Shares issued as a result of the mandatory conversion of the Offshore Preference Shares) shall be entitled to receive the Ordinary Share dividend for the current dividend period and enjoy the same rights.

### **9 Terms of conditional redemption**

#### ***9.1 Entity with the redemption right***

The Company shall have the right to redeem the Offshore Preference Shares subject to obtaining the approval of the CBIRC. The Offshore Preference Shareholders do not have the right to require the Company to redeem the Offshore Preference Shares and should not expect that the Offshore Preference Shares will be redeemed. The Offshore Preference Shares shall not have any investor put right and the Offshore Preference Shareholders shall not have any right to put back the Offshore Preference Shares held by them to the Company.

***9.2 Redemption terms and period***

From the fifth year (inclusive) following the date of issuance of the Offshore Preference Shares and subject to obtaining the approval of the CBIRC and compliance with the relevant requirements, the Company shall have the right to redeem all or part of the Offshore Preference Shares. The specific commencement date of the redemption period shall be determined by the Board (as authorised by the shareholders' general meeting) in accordance with market conditions. The redemption period for the Offshore Preference Shares ends on the date of redemption or conversion of all the Offshore Preference Shares.

The exercise by the Company of its right to redeem the Offshore Preference Shares shall be subject to the fulfilment of the following conditions:

- 9.2.1 the Company shall use capital instruments of the same or superior quality to replace the Offshore Preference Shares to be redeemed and such replacement shall only be made at a time at which the Company has a sustainable income generating capability; or
- 9.2.2 the capital position of the Company immediately after redemption of the Offshore Preference Shares will remain significantly higher than the regulatory capital requirements prescribed by the CBIRC and other relevant regulatory authorities.

***9.3 Redemption price and basis for determining the redemption price***

The redemption price of the Offshore Preference Shares will be an amount equal to the issue price plus the amount of dividend declared but unpaid for the current period.

**10 Limited voting rights and terms of restoration of voting rights*****10.1 Limited voting rights***

Under normal circumstances, the Offshore Preference Shareholders are not entitled to convene or attend any shareholders' general meeting nor do the Offshore Preference Shares carry any voting rights in any shareholders' general meeting. If any of the following circumstances occurs, the Offshore Preference Shareholders will be entitled to attend shareholders' general meetings and vote as a separate class from the Ordinary Shareholders. Under such circumstance, each Offshore Preference Share will be entitled to one vote, but the Offshore Preference Shares held by the Company do not entitle the Company to vote:

- 10.1.1 amendments to the Articles that relate to preference shares;

- 10.1.2 reduction of the registered capital of the Company by more than 10% on a single or aggregate basis;
- 10.1.3 merger, division, dissolution or change of corporate form of the Company;
- 10.1.4 issuance of preference shares by the Company; and
- 10.1.5 other events specified in the laws, administrative regulations and departmental rules and the Articles.

Resolutions relating to the above matters shall be approved by more than two-thirds of the votes held by the Ordinary Shareholders present at the meeting (including preference shareholders with restored voting rights) and by more than two-thirds of the votes held by the preference shareholders present at the meeting (excluding preference shareholders with restored voting rights).

#### ***10.2 Terms of restoration of voting rights***

Following the issuance of the Offshore Preference Shares and so long as any such Offshore Preference Shares remain outstanding, if the Company fails to pay the prescribed dividend to the Offshore Preference Shareholders for three financial years in aggregate or two consecutive financial years, the Offshore Preference Shareholders shall have the right to attend and vote at the shareholders' general meetings together with the Ordinary Shareholders from the day immediately after the shareholders' general meeting resolves that the Company will not pay the prescribed dividend for the current dividend period. The formula for calculating the voting rights of the Offshore Preference Shares with restored voting rights is as follows:  $Q = V/P \times \text{conversion exchange rate}$ , with any fractional restored voting right rounded down to the nearest whole number.

Where: "Q" denotes the H Share voting rights restored from the Offshore Preference Shares held by each Offshore Preference Shareholder; "V" denotes the aggregate value of the Offshore Preference Shares with restored voting rights held by each Offshore Preference Shareholder; "P" denotes the conversion price, where the conversion price is equal to the initial mandatory conversion price; and the "conversion exchange rate" refers to the cross rate between Hong Kong dollars and the currency in which the Offshore Preference Shares are denominated based on the RMB Central Parity Rate published by the China Foreign Exchange Trade System on the trading date preceding the date of the announcement of the Board resolution in respect of the Offshore Preference Share Issuance Plan.

***10.3 Cancellation of restored voting rights***

After any restoration of the voting rights of the Offshore Preference Shares, such restored voting rights will be cancelled from the date on which the dividend on the Offshore Preference Shares for the current dividend period is paid in full. After the cancellation of the restored voting rights, if the Company fails to make any scheduled dividend payment, then “10.2 Terms of restoration of voting rights” above shall apply again.

**11 Order of priority in liquidation and methods for liquidation**

In accordance with the Articles, the remaining assets of the Company shall be distributed to the shareholders in proportion to their shareholdings after the payment of the liquidation fees, employees’ salaries, social security expenses and statutory compensation, outstanding taxes and debts of the Company.

In the event of liquidation of the Company as a result of dissolution, bankruptcy or other reasons, the remaining assets of the Company after distribution in accordance with laws, administrative regulations, departmental rules and the aforesaid provisions of the Articles, shall be distributed first to the preference shareholders in an amount equal to the aggregate value of the preference shares then issued and outstanding plus any declared but unpaid dividends for the current period. If there are insufficient remaining assets, the distribution will be made rateably according to the aggregate value of the preference shares held by each preference shareholder as a proportion of the aggregate value of all preference shares.

The remaining assets of the Company after distribution in accordance with the aforesaid provisions shall be distributed to the Ordinary Shareholders of the Company in proportion to the Ordinary Shares held by them.

**12 Rating arrangements**

The detailed rating arrangements for the Offshore Preference Shares will be determined in accordance with the relevant laws and regulations and market conditions for issuance.

**13 Security arrangements**

The Offshore Preference Shares will not have any security arrangements.

**14 Use of proceeds**

Subject to the approvals of relevant regulatory authorities, after deduction of the commissions and expenses relating to the issuance, the net proceeds from the issuance of the Offshore Preference Shares will be used to replenish the Company’s Additional Tier 1 Capital.

**15 Listing/trading arrangements**

The listing/trading arrangements for the Offshore Preference Shares will be set out in the issuance documents.

**16 Validity period of the resolution for the issuance of Offshore Preference Shares**

The Offshore Preference Share Issuance Plan will be valid for 36 months from the date on which the resolution is passed at the shareholders' general meeting. Under the framework of the Offshore Preference Share Issuance Plan passed on the shareholders' general meeting, no separate approval shall be required from the holders of the Offshore Preference Shares then issued and outstanding for issuance in multiple series within the validity period of the resolution.

**17 Matters relating to authorisation*****17.1 Authorisation relating to matters in connection with the issuance of Offshore Preference Shares***

To ensure smooth implementation of the issuance of Offshore Preference Shares, it is proposed that the shareholders' general meeting authorise the Board, and the Board delegate the authority to the Chairman of the Board or any other person authorised by the Chairman of the Board, to exercise, under the framework and principles approved at shareholders' general meeting, the full power to jointly or individually deal with the matters in connection with the issuance of the Offshore Preference Shares within the validity period of the authorisation for the issuance of the Offshore Preference Shares, including but not limited to those set out below:

*17.1.1* to formulate and implement the final Offshore Preference Share Issuance Plan, including but not limited to:

- (i) to determine the number of series and the respective issue number and issue size of each series of the Offshore Preference Shares within the approved total issue number and issue size;
- (ii) to determine the method for determining the dividend rate and the specific dividend rate and adjusted dividend rate period of the Offshore Preference Shares;
- (iii) to determine whether to issue at par or at premium, the issue price, the denomination currency, the issuance method, and the specific commencement date of the redemption period, redemption conditions and tax arrangements of the Offshore Preference Shares, with reference to market conditions before issuance;



- (iv) to determine the timing of issuance (including suspension, termination, etc.) and target investors of the Offshore Preference Shares with reference to market conditions and subject to approval from regulatory authorities; and
  - (v) to determine other matters in relation to the Offshore Preference Share Issuance Plan (including but not limited to rating arrangements, special account for the proceeds, the tax arrangements in relation to any dividend payment, and the listing of the Offshore Preference Shares) and to make necessary adjustments to the Offshore Preference Share Issuance Plan according to the latest regulatory requirements or opinions from regulatory authorities, except for those matters that requires a separate vote at a shareholders' general meeting in accordance with the relevant laws and regulations and the Articles.
- 17.1.2* if there are any new laws, regulations, regulatory rules or policies by relevant regulatory authorities on preference shares or any changes to market conditions prior to the issuance of the Offshore Preference Shares, to amend the Offshore Preference Share Issuance Plan accordingly to reflect such new laws, regulations, regulatory rules, policies or changes, except for any amendment that requires a separate vote at a shareholders' general meeting according to relevant laws, regulations and the Articles;
- 17.1.3* to produce, amend, execute and file the application materials relating to the issuance and transfer of the Offshore Preference Shares, and the documents relating to the issuance and transfer of the Offshore Preference Shares (such as offering circular, issuance circular, prospectus and etc., as applicable) and to deal with related matters, such as approval, registration, filing, authorisation and consent by relevant regulatory authorities according to the requirements of such relevant regulatory authorities;
- 17.1.4* to amend, execute, implement, submit and publish all agreements, contracts and documents (including but not limited to underwriting agreements and other agreements entered into with intermediaries in relation to the issuance of the Offshore Preference Shares, agreements relating to the issuance proceeds, subscription agreements entered into with investors, announcements, circulars and other disclosure documents) in relation to the issuance of the Offshore Preference Shares;
- 17.1.5* to make appropriate amendments, adjustments and supplements to the issuance terms of the Offshore Preference Shares (including but not limited to the relevant terms in relation to mandatory conversion) in accordance with the opinions of the relevant regulatory authorities and the actual circumstances of the Company to the extent permitted by laws and regulations; and
- 17.1.6* to deal with other matters relating to the issuance of the Offshore Preference Shares.



The authorisation for the issuance of the Offshore Preference Shares shall remain valid during the 12 months following the passing of the resolution at the shareholders' general meeting. If the issuance of the Offshore Preference Shares is not completed before the expiration of the validity period of such authorisation, then such authorisation will lapse, but the Board has the right to seek approval at a shareholders' general meeting to extend or renew the validity period of such authorisation.

***17.2 Authorisation relating to matters in connection with Offshore Preference Shares that remain outstanding***

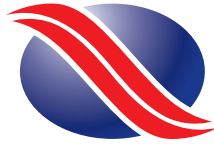
So long as the Offshore Preference Shares remain outstanding, it is proposed that the shareholders' general meeting authorise the Board (which authority can be further delegated) to exercise full power to deal with the following matters, to the extent permitted under laws and regulations, the Articles and relevant regulatory rules and in accordance with the framework and principles approved at the shareholders' general meeting:

- 17.2.1* to deal with all matters relating to conversion of the Offshore Preference Shares during the conversion period upon occurrence of any trigger event for mandatory conversion of the Offshore Preference Shares, including but not limited to, determining the timing of conversion, conversion ratio and implementing the procedures for conversion, issuing related H Shares, amending the relevant provisions of the Articles, dealing with regulatory approvals, registering with the administration for industry and commerce for the change in registered capital of the Company as well as other matters;
- 17.2.2* to decide on matters relating to redemption of the Offshore Preference Shares during the redemption period with reference to market conditions and other factors, and to deal with all matters relating to redemption as approved by the CBIRC and other regulatory authorities; and
- 17.2.3* to determine and deal with matters in relation to dividend payment to the Offshore Preference Shareholders in accordance with the requirements of the issuance documents. However, cancellation of Offshore Preference Share dividends in whole or in part shall still require the approval of the shareholders' general meeting.

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## NOTICE OF EGM

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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))**

#### **NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2022 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 PRC at 10:00 a.m. (Hong Kong time) on Friday, January 28, 2022, for considering and, if thought fit, passing the following resolution:

#### **SPECIAL RESOLUTION**

1. To consider and approve the extension of the validity period for the authorisation to deal with matters relating to the issuance of Offshore Preference Shares

#### **Notice of Closure of Register of Members**

The register of holders of H Shares of the Company will be closed from Tuesday, January 25, 2022 to Friday, January 28, 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. (Hong Kong time) on Monday, January 24, 2022. Ordinary Shareholders whose names appear on the H Share register of members of the Company at the close of business on Monday, January 24, 2022 will be entitled to attend the EGM.

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## NOTICE OF EGM

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The address of the H Share Registrar of the Company is as follows:

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 January 13, 2022. Unless otherwise stated, terms defined in the circular shall have the same meaning in this notice.

By order of the Board  
**China Cinda Asset Management Co., Ltd.**  
**ZHANG Zi'ai**  
*Chairman*

Beijing, the PRC  
January 13, 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.*

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## NOTICE OF EGM

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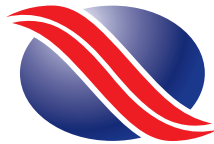
*Notes:*

1. The register of members of the Company will be closed from Tuesday, January 25, 2022 to Friday, January 28, 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 Monday, January 24, 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. (Hong Kong time) on Monday, January 24, 2022.
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 needs not to 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 an Ordinary Shareholder or his/her attorney duly authorised in writing. If the Ordinary Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorised attorney. If that instrument is signed by an attorney of the Ordinary Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarized.
4. In order to be valid, the proxy form, the notarized power of attorney or other authorisation 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) (i.e. before Hong Kong time 10:00 a.m. on Thursday, January 27, 2022). Completion and return of a proxy form will not preclude an Ordinary Shareholder from attending and voting in person at the EGM or any adjournment thereof.
5. Pursuant to the Articles, 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 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.

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## NOTICE OF THE 2022 FIRST CLASS MEETING FOR H SHAREHOLDERS

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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))**

## NOTICE OF THE 2022 FIRST CLASS MEETING FOR H SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the 2022 first class meeting for holders of H shares (the “**H Share Class Meeting**”) 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 PRC at later of 10:10 a.m. (Hong Kong time) or immediately after the conclusion of the 2022 first class meeting for Domestic Shareholders or any adjournment thereof on Friday, January 28, 2022, for considering and, if thought fit, passing the following resolution:

### **SPECIAL RESOLUTION**

1. To consider and approve the extension of the validity period for the authorisation to deal with matters relating to the issuance of Offshore Preference Shares

### **Notice of Closure of Register of Members**

The register of holders of H Shares of the Company will be closed from Tuesday, January 25, 2022 to Friday, January 28, 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 H Share Class Meeting 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. (Hong Kong time) on Monday, January 24, 2022. Holders of H Shares whose names appear on the H Share register of members of the Company at the close of business on Monday, January 24, 2022 will be entitled to attend the H Share Class Meeting.

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## NOTICE OF THE 2022 FIRST CLASS MEETING FOR H SHAREHOLDERS

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The address of the H Share Registrar of the Company is as follows:

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 H Share Class Meeting of the Company dated January 13, 2022. Unless otherwise stated, terms defined in the circular shall have the same meaning in this notice.

By order of the Board  
**China Cinda Asset Management Co., Ltd.**  
**ZHANG Zi'ai**  
*Chairman*

Beijing, the PRC  
January 13, 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.*

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## NOTICE OF THE 2022 FIRST CLASS MEETING FOR H SHAREHOLDERS

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*Notes:*

1. The register of holders of H Shares of the Company will be closed from Tuesday, January 25, 2022 to Friday, January 28, 2022 (both dates inclusive). Holders of H Shares whose names appear on the holders of H Shares of the Company at the close of business on Monday, January 24, 2022 shall be entitled to attend and vote at the H Share Class Meeting. Holders of H Shares of the Company who wish to attend and vote at the H Share Class Meeting 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. (Hong Kong time) on Monday, January 24, 2022.
2. A holder of H Share entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not to be a shareholder of the Company, but he/she must attend the H Share Class Meeting in person to represent the relevant holder of H Share.
3. The instrument appointing a proxy must be in writing under the hand of a holder of H Shares or his/her attorney duly authorised in writing. If the holder of H Shares is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorised attorney. If that instrument is signed by an attorney of the holder of H Shares, the power of attorney authorising that attorney to sign or other authorisation document must be notarized.
4. In order to be valid, the proxy form, the notarized power of attorney or other authorisation document (if any) must be delivered 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 H Share Class Meeting or any adjournment thereof (as the case may be) (i.e. before Hong Kong time 10:10 a.m. on Thursday, January 27, 2022). Completion and return of a proxy form will not preclude a holder of H Shares from attending and voting in person at the H Share Class Meeting or any adjournment thereof.
5. Pursuant to the Articles, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution set out in the notice of the H Share Class Meeting will be voted by poll.
6. The H Share Class Meeting is expected to last for half a day. Holders of H Shares (in person or by proxy) attending the H Share Class Meeting are responsible for their own transportation and accommodation expenses. Holders of H Shares or their proxies attending the H Share Class Meeting shall produce their identity documents.
7. In the case of joint holders of H Shares, 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 holder(s) of H Shares, 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 holding.
8. In order to prevent and control the COVID-19 epidemic as well as safeguard public health, the Company encourages holder(s) of H Shares to consider appointing the chairman of the H Share Class Meeting as his or her/their respective representative(s) to vote on the relevant resolution rather than attend the H Share Class Meeting in person.