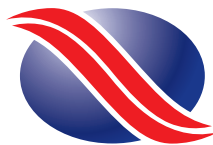

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in China Cinda Asset Management Co., Ltd., you should at once hand this circular and the accompanying proxy form of the extraordinary general meeting to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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China Cinda Asset Management Co., Ltd.

中國信達資產管理股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01359 and 04621 (Preference Shares))

**REMUNERATION SETTLEMENT SCHEME
FOR THE DIRECTORS FOR 2020
REMUNERATION SETTLEMENT SCHEME
FOR THE SUPERVISORS FOR 2020
PARTICIPATION IN THE CAPITAL INCREASE OF
CHINA HUARONG AND RELEVANT AUTHORIZATION
AND
NOTICE OF THE 2021 FOURTH
EXTRAORDINARY GENERAL MEETING**

A notice of convening the fourth extraordinary general meeting of China Cinda Asset Management Co., Ltd. for 2021 at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Thursday, December 2, 2021 is set out on pages 10 to 12 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.

November 17, 2021

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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
“Board of Supervisors”	the board of supervisors of the Company
“China Huarong”	China Huarong Asset Management Co., Ltd., a company listed on the Hong Kong Stock Exchange (stock code: 02799)
“(our) 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 2021 fourth 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, December 2, 2021
“(our) Group”	China Cinda Asset Management Co., Ltd. and its subsidiaries
“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

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
“President”	president of the Company
“RMB”	Renminbi
“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
“Share Subscription Agreements”	the share subscription agreements dated November 17, 2021 entered into between the Company and China Huarong
“Supervisor(s)”	supervisor(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

XU Long

WANG Shaoshuang

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

November 17, 2021

Dear Shareholders,

**REMUNERATION SETTLEMENT SCHEME
FOR THE DIRECTORS FOR 2020
REMUNERATION SETTLEMENT SCHEME
FOR THE SUPERVISORS FOR 2020
PARTICIPATION IN THE CAPITAL INCREASE OF
CHINA HUARONG AND RELEVANT AUTHORIZATION
AND
NOTICE OF THE 2021 FOURTH
EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM and the information on certain 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 ordinary resolutions to be proposed at the EGM for Shareholders' consideration and approval are (1) the remuneration settlement scheme for the directors for 2020; and (2) the remuneration settlement scheme for the supervisors for 2020.

The special resolution to be proposed at the EGM for Shareholders' consideration and approval is (3) the participation in the capital increase of China Huarong and relevant authorization.

Details of the matters to be considered at the EGM are set out in the notice of the EGM on pages 10 to 12 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 detailed information in this circular, including matters to be considered at the EGM (see Appendix I).

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, December 2, 2021. 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 Monday, November 29, 2021 to Thursday, December 2, 2021 (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 Friday, November 26, 2021. Shareholders whose names appear on the register of holders of H shares of the Company at the close of business on Friday, November 26, 2021 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.

LETTER FROM THE BOARD

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 resolutions rather than attend the EGM in person.

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 Zi'ai

Chairman

I. TO CONSIDER AND APPROVE THE REMUNERATION SETTLEMENT SCHEME FOR THE DIRECTORS FOR 2020

In accordance with relevant policies and rules of the PRC government, the Company has formulated the remuneration settlement scheme for the directors for 2020. This resolution has been considered and approved at the Board meeting convened on November 12, 2021. In accordance with requirements set forth by the Articles of Association, the resolution is hereby submitted to the EGM for consideration and approval. Details of the scheme are set out below:

Unit: RMB10,000

Name	Position in 2020	Basic annual remuneration	Performance-based annual remuneration	Total annual remuneration (before tax)	Incentive income for 2018-2020	Allowance	Benefit
ZHANG Zi'ai	Chairman and executive director	35.39	45.84	81.23	50.32	–	19.13
ZHANG Weidong	Executive director and president	35.39	45.84	81.23	24.33	–	17.80
HE Jieping	Non-executive director	–	–	–	–	–	–
XU Long	Non-executive director	–	–	–	–	–	–
YUAN Hong	Non-executive director	–	–	–	–	–	–
WANG Shaoshuang	Non-executive director	–	–	–	–	–	–
ZHANG Yuxiang	Non-executive director	–	–	–	–	–	–
ZHANG Guoqing	Non-executive director	–	–	–	–	–	–
LIU Chong	Non-executive director	–	–	–	–	–	–
ZHU Wuxiang	Independent non-executive director	–	–	–	–	25.00	–
SUN Baowen	Independent non-executive director	–	–	–	–	25.00	–
LU Zhengfei	Independent non-executive director	–	–	–	–	25.00	–
LAM Chi Kuen	Independent non-executive director	–	–	–	–	25.00	–

Notes:

1. Non-executive directors do not receive remuneration from the Company.
2. In accordance with the allowance scheme for independent directors approved at the shareholders' general meeting of the Company, the basic annual allowance of each independent non-executive director is RMB250,000 (before tax).
3. In accordance with the relevant policies and rules of the PRC government, the incentive income of the chairman of the board, president and executive directors of the Company for the period 2018-2020 shall be calculated at the end of the performance assessment term according to the term of office, annual remuneration level and term assessment results upon conclusion of the term assessment (taking 3 years as one performance assessment term). The incentive income of HOU Jianhang, former chairman and executive director of the Company, was RMB117,000, while that of CHEN Xiaozhou, former executive director and president, was RMB327,600.

4. Changes of directors:

- (1) ZHANG Weidong has served as an executive director and president of the Company since January 2020. The above remuneration is the total remuneration received during his service period in the Company in 2020.
- (2) ZHANG Yuxiang has served as a non-executive director of the Company since August 2020.
- (3) WANG Shaoshuang has served as a non-executive director of the Company since November 2020.
- (4) YUAN Hong has ceased to be a non-executive director of the Company since February 2020.

II. TO CONSIDER AND APPROVE THE REMUNERATION SETTLEMENT SCHEME FOR THE SUPERVISORS FOR 2020

In accordance with relevant policies and rules of the PRC government, the Company has formulated the remuneration settlement scheme for the supervisors for the year of 2020. The meeting of Board of Supervisors convened on November 12, 2021 has considered and approved the resolution in relation to the submission of the remuneration settlement scheme for the supervisors for 2020 to the shareholders' general meeting for consideration. In accordance with requirements set forth by the Articles of Association, the resolution is hereby submitted to the EGM for consideration and approval. Details of the scheme are set out below:

Unit: RMB10,000

Name	Position in 2020	Basic annual remuneration	Performance-based annual remuneration	Total annual remuneration (before tax)	Incentive income for 2018-2020	Allowance	Benefit
GONG Jiande	Chairman of the Board of Supervisors and shareholder representative supervisor	35.39	45.67	81.06	57.56	–	17.80
LIU Yanfen	External supervisor	–	–	–	–	20.00	–
ZHANG Zheng	External supervisor	–	–	–	–	20.00	–
LI Chun	External supervisor	–	–	–	–	20.00	–
GONG Hongbing	Employee supervisor	–	–	–	–	2.00	–
LU Baoxin	Employee supervisor	–	–	–	–	2.00	–
YUAN Liangming	Employee supervisor	–	–	–	–	2.00	–

Notes:

1. In accordance with the allowance scheme for external supervisors approved at the shareholders' general meeting of the Company, the basic annual allowance of each external supervisor is RMB200,000 (before tax).
2. In accordance with the allowance scheme for employee supervisors approved at the shareholders' general meeting of the Company, the basic annual allowance for each employee supervisor is RMB20,000 (before tax).
3. In accordance with the relevant policies and rules of the PRC government, the incentive income of the chairman of the board of supervisors of the Company for the period 2018-2020 shall be calculated at the end of the performance assessment term according to the term of office, annual remuneration level and term assessment results upon conclusion of the term assessment (taking 3 years as one performance assessment term).

III. TO CONSIDER AND APPROVE THE PARTICIPATION IN THE CAPITAL INCREASE OF CHINA HUARONG AND RELEVANT AUTHORIZATION

On November 17, 2021, the Company, as one of the share subscribers, entered into the Share Subscription Agreements with China Huarong to participate in the capital increase of China Huarong (the “**Investment**”).

As the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules exceed 5% but are less than 25%, the Investment constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under the Listing Rules. Details of the Investment are disclosed in the announcement dated November 17, 2021 of the Company.

To facilitate the progress of the Investment, it is hereby proposed at the EGM to authorize the Board and the Board to authorize the President and other persons authorized by the President to determine the specific matters in relation to the Investment in accordance with the proposal considered and approved at the EGM as well as the relevant laws and regulations, domestic and overseas regulatory requirements and market changes, including but not limited to:

1. making necessary supplements, amendments and adjustments to the specific investment plans, including but not limited to determining the investment amounts, shareholding percentages, pricing method, subscription price of shares, class of shares to be subscribed, payment method, transaction terms, selection and appointment of intermediaries, lock-up period and other reasonable matters to facilitate the realization of the purpose of the Investment;
2. performing the relevant approval procedures for the Investment and issuing relevant statements or undertakings;
3. negotiating with China Huarong and/or other share subscribers in respect of the share subscription (including the contents of the Share Subscription Agreements) and determining, signing, executing and completing the Share Subscription Agreements (including any supplemental agreement required) in accordance with the Investment plan;
4. handling matters such as the conversion to full circulation of domestic shares of China Huarong held by the Company;

5. in the event of changes in relevant laws, regulations or regulatory documents or changes in regulatory policies or changes in market conditions, making corresponding adjustments (including the suspension and termination of the implementation of the Investment plan) to matters related to the specific plan of the Investment, except for those matters that must be re-voted at the shareholders' general meeting in accordance with the requirements of relevant laws, regulations, regulatory documents and the Articles of Association.

The validity period of the above authorization shall be 12 months from the date of consideration and approval at the shareholders' general meeting. The Board may propose to the shareholders' general meeting to approve the extension of the validity period of this authorization according to the actual situation.

Although the Investment is not subject to shareholders' approval under the Listing Rules, it is required to be submitted to the shareholders' general meeting for Shareholders' consideration and approval by way of a special resolution in accordance with the Articles of Association. The resolution has been considered and approved at the ninth meeting of the Board in 2021, and is hereby submitted to the EGM for consideration.

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 2021 FOURTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 fourth 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, December 2, 2021 for considering and, if thought fit, passing the following resolutions:

Ordinary Resolutions

1. To consider and approve the remuneration settlement scheme for the directors for 2020
2. To consider and approve the remuneration settlement scheme for the supervisors for 2020

Special Resolution

3. To consider and approve the participation in the capital increase of China Huarong and relevant authorization

Notice of Closure of Register of Members

The register of holders of H Shares of the Company will be closed from Monday, November 29, 2021 to Thursday, December 2, 2021 (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 Friday, November 26, 2021. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Friday, November 26, 2021 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 November 17, 2021. 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
November 17, 2021

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. XU Long, Mr. WANG Shaoshuang, 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 Monday, November 29, 2021 to Thursday, December 2, 2021 (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 Friday, November 26, 2021 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 Friday, November 26, 2021.
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, December 1, 2021, 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.
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 resolutions rather than attend the EGM in person.