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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 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 04607 (Preference Shares))**

**ELECTION OF MR. CHEN XIAOWU AS  
A NON-EXECUTIVE DIRECTOR OF THE COMPANY  
AND  
NOTICE OF THE 2021 THIRD EXTRAORDINARY GENERAL MEETING**

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A notice of convening the third 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 Wednesday, September 29, 2021 is set out on pages 7 to 8 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.

September 13, 2021

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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:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“CBIRC”	China Banking and Insurance Regulatory Commission
“(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 third 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 Wednesday, September 29, 2021
“H Share(s)”	the ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	September 9, 2021, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its printing
“MOF”	the Ministry of Finance of the PRC
“PRC”	the People’s Republic of China, and which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of RMB1.00 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) of the Company

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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 04607 (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

September 13, 2021

Dear Shareholders,

**ELECTION OF MR. CHEN XIAOWU AS  
A NON-EXECUTIVE DIRECTOR OF THE COMPANY  
AND  
NOTICE OF THE 2021 THIRD EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the notice of the EGM and the information on relevant proposed resolution to be considered at the EGM to enable you to make informed decision on whether to vote for or against the resolution at the EGM.

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## LETTER FROM THE BOARD

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### 2. MATTER TO BE CONSIDERED AT THE EGM

The ordinary resolution to be proposed at the EGM for Shareholders' consideration and approval is: the election of Mr. CHEN Xiaowu as a non-executive director of the Company.

Details of the matter to be considered at the EGM are set out in the notice of the EGM on pages 7 to 8 of this circular. In order to enable you to have a better understanding of the resolution to be proposed at the EGM and to make well-informed decision, the Company has provided detailed information of candidate for non-executive director (See Appendix I) in this circular.

### 3. EGM

The EGM will be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Wednesday, September 29, 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 Friday, September 24, 2021 to Wednesday, September 29, 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 Thursday, September 23, 2021. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Thursday, September 23, 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](http://www.hkexnews.hk)). Holders of H Shares who intend to attend the EGM by proxy shall complete and return the proxy form to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the time appointed for convening the EGM. Completion and return of the proxy form will not preclude you from attending the EGM and voting in person.

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

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

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## LETTER FROM THE BOARD

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### 4. RECOMMENDATION

The Board considers that the resolution set out in the notice of the EGM for consideration and approval by Shareholders is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM.

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

**TO CONSIDER AND APPROVE THE ELECTION OF MR. CHEN XIAOWU AS A  
NON-EXECUTIVE DIRECTOR OF THE COMPANY**

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

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

Mr. CHEN Xiaowu, born in 1965, consecutively served as the cadre and senior staff of the department of education under the MOF, the principal staff in, and the department secretary (deputy director level) and department secretary (director level) of general affairs division in the department of personnel and education under MOF from August 1987 to September 2002. From October 1997 to October 1998, he practiced as the assistant to the mayor of Sanhe City of Hebei Province. From September 2002 to July 2016, he successively acted as the financial manager (director level) and general manager (deputy-department level) of Bauhinia Magazine in Hong Kong. From July 2016 to January 2021, he successively served as the deputy directors (deputy-department level) of the tariff policy research center and fiscal notes supervision center under the MOF. Since January 2021, he has been serving as the deputy director and first-class inspector of fiscal notes supervision center under the MOF. Mr. CHEN graduated from the accounting major under Financial Accounting Department of Jiangxi College of Finance and Economics (currently known as Jiangxi University of Finance and Economics) in 1987 with a bachelor’s degree in Economics, and graduated from the University of South Australia in 2005 with a master’s degree in business administration. Mr. CHEN holds the professional title of Accounting.

As mentioned above, Mr. CHEN’s term of office shall commence from the date of approval at the EGM and the approval of his qualification as director by CBIRC until the expiry of the term of three years. He shall be eligible for re-election upon the expiry of his term of office. Mr. CHEN has not entered into any service contract with the Company and did not receive director’s fee or remuneration from the Company.

Save as disclosed above, Mr. CHEN does not hold any directorships in other listed companies in the past three years, does not hold any positions in the Company or any of its subsidiaries, and does not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. CHEN does not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)), and has not been subject to any penalty or punishment imposed by China Securities Regulatory Commission or any other relevant authorities or stock exchanges.

Mr. CHEN has confirmed that there is no other matter relating to his nomination that needs to be brought to the attention of the shareholders of the Company, and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The proposal has been considered and approved at the seventh meeting of the Board in 2021 and is hereby submitted to the EGM for consideration and approval in accordance with the Articles of Association.

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## NOTICE OF THE 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 04607 (Preference Shares))**

#### **NOTICE OF THE 2021 THIRD EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2021 third extraordinary general meeting (the “**EGM**”) of China Cinda Asset Management Co., Ltd. (the “**Company**”) will be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the People’s Republic of China (the “**PRC**”) at 10:00 a.m. on Wednesday, September 29, 2021 for considering and, if thought fit, passing the following resolution:

#### **Ordinary Resolution**

1. To consider and approve the election of Mr. CHEN Xiaowu as a non-executive director of the Company.

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

The register of holders of H Shares of the Company will be closed from Friday, September 24, 2021 to Wednesday, September 29, 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 Thursday, September 23, 2021. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Thursday, September 23, 2021 will be entitled to attend and vote at the EGM.

The address of the H Share Registrar of the Company:

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716,  
17th Floor, Hopewell Centre,  
183 Queen’s Road East,  
Wanchai,  
Hong Kong

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## NOTICE OF THE EGM

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Details of the above resolution are set out in the circular for the EGM of the Company dated September 13, 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  
September 13, 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.*

*Notes:*

1. The register of members of the Company will be closed from Friday, September 24, 2021 to Wednesday, September 29, 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 Thursday, September 23, 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 Thursday, September 23, 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 Tuesday, September 28, 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 resolution set out in the notice of the EGM will be voted on by poll.
6. The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.
7. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s), and for this purpose, seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint Shareholders.
8. In order to prevent and control the COVID-19 epidemic as well as safeguard public health, the Company encourages Shareholder(s) to consider appointing the chairman of the EGM as his or her/their respective representative(s) to vote on the relevant resolution rather than attend the EGM in person.