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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 and the reply slip 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. WANG SHAOSHUANG AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY AND NOTICE OF EGM**

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A notice of convening the first extraordinary general meeting of China Cinda Asset Management Co., Ltd. for 2020 at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 3:00 p.m. on Tuesday, September 15, 2020 is set out on pages 6 to 7 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 or any adjourned meeting thereof (as the case may be). If you wish to attend the EGM in person or by proxy, you are required to complete and return the accompanying reply slip in accordance with the instructions printed thereon on or before Wednesday, August 26, 2020. 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.

July 31, 2020

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	2
1. Introduction .....	2
2. Matter to be considered at the EGM .....	3
3. EGM .....	3
4. Recommendation .....	4
<b>Appendix I – Details of the candidate for the non-executive director</b> ....	5
<b>Notice of EGM</b> .....	6

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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”	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
“Company”	China Cinda Asset Management Co., Ltd.
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
“EGM”	the first extraordinary general meeting of the Company in 2020 to be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 3:00 p.m. on Tuesday, September 15, 2020
“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 and subscribed for and traded in Hong Kong dollars
“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”	July 27, 2020, 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 excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising H Shares and Domestic Shares
“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

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

July 31, 2020

*To the Shareholders,*

### **ELECTION OF MR. WANG SHAOSHUANG AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

### **AND**

### **NOTICE OF EGM**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with the notice of EGM and the information on the 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 the Shareholders to consider and approve is: the election of Mr. WANG Shaoshuang as a non-executive director of the Company.

The resolution to be proposed at the EGM is set out in the notice of EGM on pages 6 to 7 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 informed decision, the Company has provided the details of the candidate for the non-executive director (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 3:00 p.m. on Tuesday, September 15, 2020. The notice of 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 Sunday, August 16, 2020 to Tuesday, September 15, 2020 (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, at or before 4:30 p.m. on Friday, August 14, 2020. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Friday, August 14, 2020 are entitled to attend the EGM.

A proxy form and a reply slip for use at the EGM are 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 (i.e. before Hong Kong time 3:00 p.m. on Monday, September 14, 2020). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person. Holders of H Shares who intend to attend the EGM in person or by proxy should complete and return the reply slip by hand, by post or by fax to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Wednesday, August 26, 2020.

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 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*

**I. TO CONSIDER AND APPROVE THE ELECTION OF MR. WANG SHAOSHUANG AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

In accordance with requirements set forth by the Articles and work arrangement, the Board nominated Mr. WANG Shaoshuang as a non-executive director of the Company. The qualification of Mr. WANG Shaoshuang is in compliance with applicable laws and regulations and the Articles. Mr. WANG Shaoshuang shall begin to assume office upon the approval at the EGM and the approval of his qualification as director by the CBIRC until the expiry of the current session of the Board.

**The biographical information of Mr. WANG Shaoshuang is set out as follows:**

Mr. WANG Shaoshuang was born in 1964. From August 1989 to June 2010, he successively served as a cadre of Human Resources Department of MOF, a staff of Technology Department of Chinese Abacus Arithmetic Association, as well as several positions of MOF, such as the staff and senior staff of Research Division and the principal staff of Government Procurement Division of Budget Department, the principal staff, research assistant and deputy director of Government Procurement Division and the deputy director and researcher of Government Procurement Management Division of Treasury Department, and the researcher and director of Government Procurement Management Division II of Treasury Department (Treasury Payment Center). From June 2010 to September 2015, he consecutively served as the chief accountant (deputy-department level) and deputy director of the Treasury Payment Center under MOF. Since September 2015, he has been serving as the deputy director of Treasury Department of MOF. Mr. WANG graduated from Zhongnan University of Finance and Economics (currently known as Zhongnan University of Economics and Law) with a bachelor's degree in Economics in 1989.

As mentioned above, Mr. WANG'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 the current session of the Board. He shall be eligible for re-election upon the expiry of his term of office. Mr. WANG 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. WANG 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. WANG 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. WANG 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 the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The resolution has been considered and approved by the fourth meeting of the Board in 2020, and it is submitted to the EGM for consideration and approval in accordance with the requirements of the Articles.

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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 04607 (Preference Shares))**

### **NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2020**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of China Cinda Asset Management Co., Ltd. (the “**Company**”) for 2020 (the “**EGM**”) 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 3:00 p.m. on Tuesday, September 15, 2020 for considering and, if thought fit, passing the following resolution:

#### **ORDINARY RESOLUTION**

1. To consider and approve the election of Mr. WANG Shaoshuang 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 Sunday, August 16, 2020 to Tuesday, September 15, 2020 (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, August 14, 2020. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Friday, August 14, 2020 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 EGM

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Details of the above resolution are set out in the circular for the EGM of the Company dated July 31, 2020. 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  
July 31, 2020

*Notes:*

1. The register of members of the Company will be closed from Sunday, August 16, 2020 to Tuesday, September 15, 2020 (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, August 14, 2020 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, August 14, 2020.
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 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, 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 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 3:00 p.m. on Monday, September 14, 2020). 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. Holders of Domestic Shares and holders of H Shares who intend to attend the EGM in person or by proxy should deliver the reply slip at the Board of Directors' Office of the Company 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 respectively on or before Wednesday, August 26, 2020 by hand, by post or by fax (fax no: (852) 2865 0990).
6. 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 on by poll.
7. 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.
8. 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.
9. 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.