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 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.

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))

ISSUANCE PLAN OF TIER-2 CAPITAL BONDS AND RELEVANT AUTHORIZATION ELECTION OF MR. ZHANG WEIDONG AS AN EXECUTIVE DIRECTOR OF THE COMPANY AND NOTICE OF EGM

A notice of convening the second extraordinary general meeting of China Cinda Asset Management Co., Ltd. for 2019 at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC on Thursday, December 12, 2019 at 9:30 a.m. is set out on pages 8 to 9 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 Friday, November 22, 2019. 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.

October 28, 2019

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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"	the 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 second extraordinary general meeting of the Company in 2019 to be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 9:30 a.m. on Thursday, December 12, 2019
"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"	October 25, 2019, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its printing
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"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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中國信達資產管理股份有限公司

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Executive Director:
ZHANG Zi'ai

Non-executive Directors:
HE Jieping
XU Long
YUAN Hong
ZHANG Guoqing
LIU Chong

Independent non-executive Directors:
CHANG Tso Tung, Stephen
ZHU Wuxiang
SUN Baowen
LU Zhengfei

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

October 28, 2019

To the Shareholders,

ISSUANCE PLAN OF TIER-2 CAPITAL BONDS AND RELEVANT AUTHORIZATION
ELECTION OF MR. ZHANG WEIDONG AS AN 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 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.

2. MATTERS TO BE CONSIDERED AT THE EGM

The resolutions to be proposed at the EGM for the Shareholders to consider and approve are: (1) the issuance plan of tier-2 capital bonds and relevant authorization; and (2) the election of Mr. ZHANG Weidong as an executive Director of the Company. The above resolutions are ordinary resolutions.

The resolutions to be proposed at the EGM are set out in the notice of EGM on page 8 to page 9 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 informed decisions, the Company have provided detailed information in this circular, including matters to be considered at the EGM (see Appendix I) and the biography of the candidate for the executive Director (see Appendix II).

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 9:30 a.m. on Thursday, December 12, 2019. 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 Tuesday, November 12, 2019 to Thursday, December 12, 2019 (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 Monday, November 11, 2019. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Monday, November 11, 2019 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). 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 9:30 a.m. on December 11, 2019). 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 Friday, November 22, 2019.

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

4. RECOMMENDATION

The Board considers that the resolutions set out in the notice of 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. ISSUANCE PLAN OF TIER-2 CAPITAL BONDS AND RELEVANT AUTHORIZATION

In order to ensure its long-term stable development, effectively replenish its capital and reduce its financing costs, the Company plans to issue tier-2 capital bonds of no more than RMB30 billion.

The major details of the issuance plan of tier-2 capital bonds are as follows:

(I) nature of the bonds issued

Debt instruments for capital supplement of the Company in conformity with requirements of the CBIRC.

(II) term of the bonds issued

5+5 years.

(III) size of the bonds issued

The issue size of this tranche of bonds shall be not more than RMB30 billion, which may be issued in one or several tranches.

(IV) determination of the interest rate of the bonds

The issuance of the bonds shall be in manner of book-building.

(V) use of proceeds

The proceeds raised from the issuance of tier-2 capital bonds shall be used to replenish the working capital of the Company, increase its excess capital and capital adequacy ratio for promoting business development of the Company and other purposes approved by the competent authorities, in accordance with current laws and regulations, approvals granted by regulatory authorities and the relevant provisions of the industrial policy of the PRC.

According to the requirements under the Articles, the plan is hereby submitted to the general meeting for consideration, and it will also be proposed at the general meeting to authorize the Board of Directors to mandate the Chairman of the Board and his authorized personnel to conduct the specific matters of the issuance of tier-2 capital bonds, sign all relevant legal documents, handle matters relating to the issue of bonds such as applying for approvals of relevant government regulatory authorities and adjust the bonds issuance plan according to the opinions of relevant regulatory authorities and changes in market condition.

II. TO CONSIDER AND APPROVE THE ELECTION OF MR. ZHANG WEIDONG AS AN EXECUTIVE DIRECTOR OF THE COMPANY

Subject to relevant provisions stipulated in the Articles, the Board nominated Mr. ZHANG Weidong as an executive Director of the Company according to the work requirements of the Company. Mr. ZHANG Weidong satisfies the qualification of a director as stipulated in the relevant laws, regulations and the Articles. His term of office will commence after obtaining approval by the EGM and the approval from the CBIRC of his qualification as director and it shall be expired when current session of the Board expires.

The biography of the candidate for the executive Director of the Company is set out in Appendix II to this circular.

The proposal has been considered and passed by the ninth meeting of the Board in 2019, and it is submitted to the EGM for consideration and approval in accordance with the requirements of the Articles.

The detailed information of Mr. ZHANG Weidong, the candidate for the executive Director of the Company is as follows:

Mr. ZHANG Weidong, born in 1967, worked in China Construction Bank from July 1992 to April 1999 and previously served as the Cadre and Deputy Director of the Real Estate Credit Department. He joined the Company in April 1999 and served successively as the Deputy Director of the Asset Appraisal Department, the General Manager of the Asset Appraisal Department, the General Manager of the Market Development Department, the Head of the Reorganization Leading Panel Office, the Head of the Strategic Investors Introduction and Listing Panel Office, the Head of the Listing Preparation Leading Panel Office, the General Manager of the Investment and Financing Management Department, the Board Secretary (concurrently serving as the General Manager of Strategic Development Department, the Director of the Financial Risk Research Center and the Director of the Postdoctoral Management Office) and the Assistant to the President of the Company since September 2002. From November 2015 to October 2019, he successively held various positions in China Trust Protection Fund Co., Ltd., including the executive director, vice president and president. Mr. ZHANG Weidong graduated from Tongji University in 1989 with a bachelor's degree in Engineering and graduated from Renmin University of China in 1992 with a master's degree in Economics. He holds the professional title of Senior Economist.

As mentioned above, Mr. ZHANG Weidong's term of office shall commence from the date of approval at the EGM and the approval by the CBIRC on his qualification of director until the expiry of the term of office of the current session of the Board. He shall be eligible for re-election upon the expiry of his term of office. Mr. ZHANG Weidong has not entered into any service contract with the Company. The remuneration of the Directors of the Company shall be determined in accordance with relevant requirements. The remuneration settlement plan shall be considered and approved by the Board upon being considered by the Nomination and Remuneration Committee of the Board before being proposed to the general meeting of the Company for consideration and approval. Details of the remuneration of the Company's directors are available in the Company's annual reports.

Save as disclosed above, Mr. ZHANG Weidong does not hold any directorship in any other public companies listed in Hong Kong or any overseas securities markets in the past three years, does not hold any other 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. ZHANG Weidong 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 the China Securities Regulatory Commission or any other relevant authorities or stock exchanges.

Mr. ZHANG Weidong 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 Listing Rules.

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NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2019

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of China Cinda Asset Management Co., Ltd. (the "**Company**") for 2019 (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 9:30 a.m. on Thursday, December 12, 2019 for considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the issuance plan of tier-2 capital bonds and relevant authorization

2. To consider and approve the election of Mr. ZHANG Weidong as an executive Director of the Company

Notice of Closure of Register of Members

The register of holders of H Shares of the Company will be closed from Tuesday, November 12, 2019 to Thursday, December 12, 2019 (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 Monday, November 11, 2019. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Monday, November 11, 2019 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

Details of the above resolutions are set out in the circular for the EGM of the Company dated October 28, 2019. 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
October 28, 2019

Notes:

1. The register of members of the Company will be closed from Tuesday, November 12, 2019 to Thursday, December 12, 2019 (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, November 11, 2019 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 Monday, November 11, 2019.

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 9:30 a.m. on December 11, 2019). 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 Friday, November 22, 2019 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.