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))

THE REMUNERATION SETTLEMENT SCHEME FOR THE DIRECTORS FOR THE YEAR OF 2017 THE REMUNERATION SETTLEMENT SCHEME FOR THE SUPERVISORS FOR THE YEAR OF 2017 PROPOSED TRANSFER OF PART OF THE EQUITY INTEREST IN JINGU TRUST AND RELEVANT AUTHORIZATION AND NOTICE OF EGM

A notice of convening the first 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 Friday, January 11, 2019 at 9:30 a.m. is set out on pages 9 to 10 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 Saturday, December 22, 2018. 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 27, 2018

CONTENTS

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
"Board of Supervisors"	the board of supervisors of the Company
"CBRC"	China Banking Regulatory Commission, currently known as the China Banking and Insurance Regulatory Commission
"(our) Company"	China Cinda Asset Management Co., Ltd.
"Director(s)"	director(s) of the Company
"EGM"	the first 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 Friday, January 11, 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
"Jingu Trust"	China Jingu International Trust Co., Ltd., in which our Company holds 92.29% of its shares and is its controlling shareholder
"Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"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)"	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
"Supervisor(s)"	supervisor(s) of the Company
"(the) Transfer"	the proposed transfer of 25% equity interest in Jingu Trust by our Company

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Executive Directors:
ZHANG Zi'ai
CHEN Xiaozhou

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

Independent non-executive Directors:
CHANG Tso Tung, Stephen
XU Dingbo
ZHU Wuxiang
SUN Baowen

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 27, 2018

To the Shareholders,

THE REMUNERATION SETTLEMENT SCHEME FOR THE DIRECTORS FOR THE YEAR OF 2017
THE REMUNERATION SETTLEMENT SCHEME FOR THE SUPERVISORS FOR THE YEAR OF 2017
PROPOSED TRANSFER OF PART OF THE EQUITY INTEREST IN JINGU TRUST AND RELEVANT AUTHORIZATION
AND
NOTICE OF EGM

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of EGM and the information on relevant 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 remuneration settlement scheme for the Directors for the year of 2017; (2) the remuneration settlement scheme for the Supervisors for the year of 2017; and (3) proposed transfer of part of the equity interest in Jingu Trust and relevant authorization. The above resolutions (1) and (2) are ordinary resolutions whereas resolution (3) is a special resolution.

The resolutions to be proposed at the EGM are set out in the notice of EGM on page 9 to page 10 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 have 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 9:30 a.m. on Friday, January 11, 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 Wednesday, December 12, 2018 to Friday, January 11, 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 Tuesday, December 11, 2018. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Tuesday, December 11, 2018 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 January 10, 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 Saturday, December 22, 2018.

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

4. RECOMMENDATION

The Directors consider that all resolutions set out in the notice of the EGM for consideration and approval by Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all 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. CONSIDERATION AND APPROVAL OF THE REMUNERATION SETTLEMENT SCHEME FOR THE DIRECTORS FOR THE YEAR OF 2017

In accordance with relevant policies and rules of the PRC government, the Company has formulated the remuneration settlement scheme for the Directors for the year of 2017. This resolution has been considered and approved at the Board meeting convened on November 26, 2018. In accordance with requirements set forth by the Articles, 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 2017	Basic annual remuneration	Performance-based annual remuneration	Total annual remuneration (before tax)	Incentive income for 2015-2017	Allowance	Benefit	Total remuneration
HOU Jianhang	Chairman and executive Director	31.20	36.81	68.01	45.72	–	17.26	130.98
CHEN Xiaozhou	Executive Director and President	31.20	36.96	68.16	43.46	–	16.92	128.53
LI Honghui	Non-executive Director	–	–	–	–	–	–	–
SONG Lizhong	Non-executive Director	–	–	–	–	–	–	–
XIAO Yuping	Non-executive Director	–	–	–	–	–	–	–
YUAN Hong	Non-executive Director	–	–	–	–	–	–	–
ZHANG Guoqing	Non-executive Director	–	–	–	–	–	–	–
LIU Chong	Non-executive Director	–	–	–	–	–	–	–
CHANG Tso Tung, Stephen	Independent non-executive Director	–	–	–	–	25.00	–	25.00
XU Dingbo	Independent non-executive Director	–	–	–	–	25.00	–	25.00
ZHU Wuxiang	Independent non-executive Director	–	–	–	–	25.00	–	25.00
SUN Baowen	Independent non-executive Director	–	–	–	–	25.00	–	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), which will be calculated according to the actual duration of service.

3. Changes of Directors:

   1) ZHANG Guoqing has served as a non-executive director of our Company since April 2017 after being elected by our Company's first extraordinary general meeting in 2017 and approved by the CBRC.

   2) LIU Chong has served as a non-executive director of our Company since August 2017 after being elected by our Company's second extraordinary general meeting in 2017 and approved by the CBRC.

II. CONSIDERATION AND APPROVAL OF THE REMUNERATION SETTLEMENT SCHEME FOR THE SUPERVISORS FOR THE YEAR OF 2017

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 2017. The meeting of Board of Supervisors convened on November 27, 2018 has considered and approved the resolution in relation to the submission of the remuneration settlement scheme for the Supervisors for the year of 2017 to the general meeting for consideration. In accordance with requirements set forth by the Articles, 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 2017	Basic annual remuneration	Performance-based annual remuneration	Total annual remuneration (before tax)	Incentive income for 2015-2017	Allowance	Benefit	Total remuneration
GONG Jiande	Chairman of the Board of Supervisors and Shareholder representative Supervisor	31.20	36.96	68.16	45.83	–	16.95	130.93
LIU Yanfen	External Supervisor	–	–	–	–	20.00	–	20.00
LI Chun	External Supervisor	–	–	–	–	20.00	–	20.00
ZHANG Zheng	External Supervisor	–	–	–	–	20.00	–	20.00
GONG Hongbing	Employee representative Supervisor	–	–	–	–	2.00	–	2.00
LIN Dongyuan	Employee representative Supervisor	–	–	–	–	2.00	–	2.00
JIA Xiuhua	Employee representative Supervisor	–	–	–	–	2.00	–	2.00

Notes:

1. In accordance with the allowance scheme for external Supervisors approved at the general meeting of the Company, the basic annual allowance of each external Supervisor is RMB200,000 (before tax), which will be calculated according to the actual duration of service.

2. In accordance with the allowance scheme for employee representative Supervisors approved at the general meeting of the Company, the basic annual allowance for each employee representative Supervisor is RMB20,000 (before tax), which will be calculated according to the actual duration of service.

III. CONSIDERATION AND APPROVAL OF THE PROPOSED TRANSFER OF PART OF THE EQUITY INTEREST IN JINGU TRUST AND RELEVANT AUTHORIZATION

Jingu Trust is an important platform for the trust business of the Company, in which the Company currently holds 92.29% equity interest. In accordance with the requirements of the competent authorities and the Company's strategy, in order to optimize the integration of platform resources of subsidiaries, promote the market-oriented reform of the Jingu Trust, and accelerate the business transformation, the Company proposes to transfer part of the equity interest in Jingu Trust and introduce competent strategic investors, and fully leverage the resource advantages of the shareholders of Jingu Trust. Details of the proposed transfer are as follows:

1. The Company proposes to transfer 25% equity interest held in Jingu Trust by way of public bidding through Beijing Financial Assets Exchange. Upon the completion of the Transfer, the Company's equity interest held in Jingu Trust will be reduced from 92.29% to 67.29%, and Jingu Trust will remain as a subsidiary of the Company.

2. The base price for bidding is reasonably determined after taking into account of the book ratio (PB) and earnings ratio (PE) of recent comparable transactions and other relevant factors and on the basis that it shall be no less than the asset valuation result and net asset value as of September 30, 2018, the evaluation base date. All the equity interest in Jingu Trust will be transferred to a single buyer in a single transaction. Based on a preliminary estimation, the price of the Transfer will be no less than RMB1.0 billion.

3. To facilitate the smooth implementation of the Transfer, it is proposed at the EGM that authorization shall be granted to the Board and extended to the chairman of the Board and his authorized personnel to decide on the particulars related to the Transfer (including but not limited to the equity interest pricing and timing of the Transfer, the qualification of transferee and the equity transfer agreement), make relevant adjustment based on the changes in market conditions, enter into relevant legal documents required to be signed by our Company as the transferor, and handle necessary procedures for the Transfer.

After formulating the principal terms of the Transfer, the Company will conduct applicable size tests according to the requirements of the Listing Rules and comply with other applicable requirements of the Listing Rules. As required by the Articles, this matter shall be approved by the Shareholders at the general meeting by way of special resolution. The Transfer shall also be subject to the approval from relevant regulatory authorities.

The above resolution has been considered and approved at the meeting of the Board convened on November 26, 2018, and is hereby submitted to the EGM for consideration.

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 2019

NOTICE IS HEREBY GIVEN that the first 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 Friday, January 11, 2019 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 the year of 2017

2. To consider and approve the remuneration settlement scheme for the Supervisors for the year of 2017

SPECIAL RESOLUTION

3. To consider and approve the proposed transfer of part of the equity interest in China Jingu International Trust Co., Ltd. and relevant authorization

Notice of Closure of Register of Members

The register of holders of H Shares of the Company will be closed from Wednesday, December 12, 2018 to Friday, January 11, 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 Tuesday, December 11, 2018. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Tuesday, December 11, 2018 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 November 27, 2018. 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 27, 2018

Notes:

1. The register of members of the Company will be closed from Wednesday, December 12, 2018 to Friday, January 11, 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 Tuesday, December 11, 2018 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 Tuesday, December 11, 2018.

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 January 10, 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 Saturday, December 22, 2018 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, all resolutions 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.