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))

ELECTION OF MR. HE JIEPING AND MR. XU LONG AS NON-EXECUTIVE DIRECTORS OF THE COMPANY AND NOTICE OF EGM

A notice of convening the first EGM in 2018 of China Cinda Asset Management Co., Ltd. at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC on Friday, April 20, 2018 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 Saturday, March 31, 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.

March 5, 2018

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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
"CBRC"	China Banking 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 and 04607 (Preference Shares))
"Director(s)"	director(s) of the Company
"EGM"	the first extraordinary general meeting of the Company in 2018 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, April 20, 2018
"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 Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"MOF"	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)"	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

China Cinda Asset Management Co., Ltd.
中國信達資產管理股份有限公司

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Executive Directors:
HOU Jianhang
CHEN Xiaozhou

Non-executive Directors:
LI Honghui
SONG Lizhong
XIAO Yuping
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

March 5, 2018

To the Shareholders,

ELECTION OF MR. HE JIEPING AND MR. XU LONG AS NON-EXECUTIVE DIRECTORS 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 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) election of Mr. HE Jieping as a non-executive Director of the Company; and (2) election of Mr. XU Long as a non-executive Director of the Company. Both of the above resolutions are ordinary resolutions.

The resolutions to be proposed at the EGM are set out in the Notice of EGM on pages 8 to 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 well-informed decisions, the Company have provided the details of the candidates for election as non-executive Directors (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, April 20, 2018. 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, March 21, 2018 to Friday, April 20, 2018 (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, March 20, 2018. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Tuesday, March 20, 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. 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, March 31, 2018.

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

4. RECOMMENDATION

The Directors consider that the 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 the resolutions to be proposed at the EGM.

Yours faithfully,
By order of the Board
China Cinda Asset Management Co., Ltd.
HOU Jianhang
Chairman

I. CONSIDERATION AND APPROVAL OF ELECTION OF MR. HE JIEPING AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

In accordance with requirements set forth by the Articles and work arrangement, Mr. HE Jieping has been nominated by the Board as a non-executive Director of the Company. Mr. HE Jieping's qualification as a Director complies with the relevant laws and regulations as well as the Articles. His term of office shall take effect upon the approval by the Shareholders at the EGM and the approval of his qualification by the CBRC until the expiry of the current session of the Board.

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

Mr. HE Jieping, born in 1963, served successively as the editorial cadre, assistant editor, deputy director and director of the Finance Editorial Department of China State Finance Magazine from August 1985 to May 2001, and during the period from February 1995 to February 1996, he practiced as the deputy county chief of Kazuo County, Chaoyang City, Liaoning Province. He had held various positions successively with China State Finance Magazine from May 2001 to December 2014, including the deputy chief editor (deputy-department level) and chief editor (department level). Since December 2014, he has been serving as the deputy secretary of the Party Committee and chief editor (department level) of China State Finance Magazine. Mr. HE graduated from the Department of Finance of Hubei College of Finance and Economics (currently known as Zhongnan University of Economics and Law) in 1985 with a bachelor's degree in Economics. He has a professional title of deputy editor.

Mr. HE's term of office shall commence from the date of approval at the Shareholders' general meeting of the Company and the approval of his qualification as Director by CBRC 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. HE has not entered into any service contracts with the Company and did not receive Director's fee or remuneration from the Company.

Save as disclosed above, Mr. HE does not hold any directorships in any 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 date of this circular, Mr. HE does not have any interest in the securities of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). Mr. HE 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. HE has confirmed that there is no other matter relating to his appointment 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 Hong Kong Listing Rules.

The resolution has been considered and approved at the second meeting of the Board for 2018. In accordance with requirements set forth by the Articles, the resolution is hereby submitted to the EGM for consideration and approval.

II. CONSIDERATION AND APPROVAL OF ELECTION OF MR. XU LONG AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

In accordance with requirements set forth by the Articles and work arrangement, Mr. XU Long has been nominated by the Board as a non-executive Director of the Company. Mr. XU Long's qualification as a Director complies with the relevant laws and regulations as well as the Articles. His term of office shall take effect upon the approval by the Shareholders at the EGM and the approval of his qualification by the CBRC until the expiry of the current session of the Board.

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

Mr. XU Long, born in 1966, served successively as the cadre and assistant researcher of Regional Finance Department under the Finance Science Institute of the MOF from August 1991 to October 1994, and during the period from October 1991 to October 1992, he practiced in the Finance Bureau of Mouzhong County, Henan Province. From October 1994 to June 2000, he served successively as the cadre and principal staff of the Infrastructure Department of the MOF. He had held various positions with the MOF From June 2000 to August 2013, including the deputy director of the Project Investment Division, department secretary (deputy-director level) and department secretary (director level) of the Economic Development Department, director of Environment and Resources Division, director of General Division and deputy department-level cadre, and during the period from July 2010 to August 2013, he served as a member of Party Group and deputy head of Department of Finance of Qinghai Province. Since August 2013, he has been serving as the deputy head of the Tariff Department of the MOF. Mr. XU graduated from the Economics Department of Anhui University, majoring in economic management with a bachelor's degree in economics in 1988. He obtained a master's degree and a doctoral degree in economics, majoring in finance, from the Graduate School of the Finance Science Institute of the MOF in 1991 and 2004, respectively. He has a professional title of deputy researcher.

Mr. XU's term of office shall commence from the date of approval at the Shareholders' general meeting of the Company and the approval of his qualification as Director by CBRC until the expiry of the term of the current session of the Board. He shall be eligible for re-election upon the expiry of their term of office. Mr. XU has not entered into any service contracts with the Company and did not receive Director's fee or remuneration from the Company.

Save as disclosed above, Mr. XU does not hold any directorships in any 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 date of this circular, Mr. XU does not have any interest in the securities of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). Mr. XU has not been subject or to any penalty or punishment imposed by the China Securities Regulatory Commission or any other relevant authorities or stock exchanges.

Mr. XU has confirmed that there is no other matter relating to his appointment 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 Hong Kong Listing Rules.

The resolution has been considered and approved at the second meeting of the Board for 2018. In accordance with requirements set forth by the Articles, the resolution is hereby submitted to the EGM for consideration and approval.

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 EGM

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of China Cinda Asset Management Co., Ltd. (the "**Company**") for 2018 (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, April 20, 2018 for considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

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

2. To consider and approve the election of Mr. XU Long 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 Wednesday, March 21, 2018 to Friday, April 20, 2018 (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, March 20, 2018. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Tuesday, March 20, 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 March 5, 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.
HOU Jianhang
Chairman

Beijing, the PRC
March 5, 2018

Notes:

1. The register of members of the Company will be closed from Wednesday, March 21, 2018 to Friday, April 20, 2018 (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, March 20, 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, March 20, 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). 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, March 31, 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.