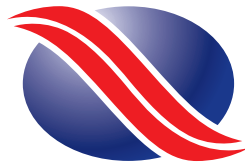

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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 04621 (Preference Shares))

**RE-ELECTION OF MR. CHEN XIAOWU AS
A NON-EXECUTIVE DIRECTOR OF THE COMPANY
ELECTION OF MS. ZHANG ZHONGMIN AS
A NON-EXECUTIVE DIRECTOR OF THE COMPANY
AND
NOTICE OF THE 2024 SECOND EXTRAORDINARY
GENERAL MEETING**

A notice of convening the 2024 second extraordinary general meeting of China Cinda Asset Management Co., Ltd. at No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC on Friday, November 22, 2024 at 10:00 a.m. is set out on pages 7 to 9 of this circular.

If you wish to appoint a proxy to attend the EGM, 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 should you so wish.

November 4, 2024

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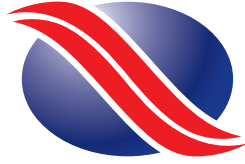
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DEFINITIONS

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
“(the) 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)
“Director(s)”	director(s) of the Company
“EGM”	the 2024 second extraordinary general meeting of the Company to be held at No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Friday, November 22, 2024
“H Share(s)”	ordinary share(s) 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”	October 30, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, 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) in the share capital of the Company with nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(s) of the Company

LETTER FROM THE BOARD



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 04621 (Preference Shares))

Executive Directors:

ZHANG Weidong

LIANG Qiang

ZHAO Limin

Non-executive Director:

CHEN Xiaowu

Independent Non-executive Directors:

LU Zhengfei

LAM Chi Kuen

WANG Changyun

SUN Maosong

SHI Cuijun

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 4, 2024

To the Shareholders,

Dear Sir or Madam,

**RE-ELECTION OF MR. CHEN XIAOWU AS
A NON-EXECUTIVE DIRECTOR OF THE COMPANY
ELECTION OF MS. ZHANG ZHONGMIN AS
A NON-EXECUTIVE DIRECTOR OF THE COMPANY
AND
NOTICE OF THE 2024 SECOND EXTRAORDINARY
GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM, and the information on related proposed resolutions to be considered at the EGM to enable you to make informed decisions on whether to vote for or against such resolutions at the EGM.

LETTER FROM THE BOARD

2. MATTERS TO BE CONSIDERED AT THE EGM

The ordinary resolutions to be proposed at the EGM for the Shareholders to consider and approve are: (1) the re-election of Mr. CHEN Xiaowu as a non-executive director of the Company; and (2) the election of Ms. ZHANG Zhongmin as a non-executive director of the Company.

Details of the matters to be considered at the EGM are set out in the notice of the EGM on pages 7 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 decisions with adequate and necessary information, the Company has provided detailed information in this circular, including details of the candidates for directors (see Appendix I).

3. EGM

The EGM will be held at No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Friday, November 22, 2024. The notice of the EGM is set out in this circular.

In order to determine the H Shareholders who are entitled to attend the EGM, the register of H Shareholders of the Company will be closed from Tuesday, November 19, 2024 to Friday, November 22, 2024 (both days inclusive). H Shareholders 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 18, 2024. Shareholders whose names appear on the register of H Shareholders of the Company at the close of business on Monday, November 18, 2024 are entitled to attend the EGM.

Proxy form for the EGM is enclosed herein and also published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). H Shareholders 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.

LETTER FROM THE BOARD

4. RECOMMENDATION

The Board considers that the resolutions set out in the notice of the 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 Weidong
Chairman

According to the relevant requirements of the Articles of Association and work requirements, the Board nominated Mr. CHEN Xiaowu (“**Mr. CHEN**”) for re-election as a non-executive director of the Company and nominated Ms. ZHANG Zhongmin (“**Ms. ZHANG**”) as a non-executive director of the Company. The qualifications of Mr. CHEN and Ms. ZHANG are in compliance with the relevant laws and regulations and the requirements of the Articles of Association. The terms of office of directors are three years. Mr. CHEN will continue to perform his duty from the date on which the resolution on his appointment is approved at the EGM. Ms. ZHANG will assume office upon approval at the EGM and approval of her qualification as a director by the National Financial Regulatory Administration.

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

Mr. CHEN Xiaowu, born in 1965, has been a non-executive director of the Company since December 2021. From August 1987 to September 2002, he consecutively served as the cadre and senior staff of the department of education under MOF, the principal staff, the department secretary (deputy director level) and the department secretary (director level) of the general affairs division in the department of personnel and education under MOF. 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 director (deputy-department level) of the tariff policy research center and fiscal notes supervision center under MOF. From January 2021 to December 2021, he has been serving as the deputy director and first-class inspector of the fiscal notes supervision center under MOF. Mr. CHEN graduated from the accounting major under the 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. He holds the professional title of Accountant.

The biographical information of Ms. ZHANG is set out as follows:

Ms. ZHANG Zhongmin, born in 1968, served as a cadre, and an assistant researcher of the research and development division of the investment department, a researcher of the equity division, the director of the direct management division, the director of the equity management division, as well as the deputy director of the equity asset department (industrial investment department) of the National Council for Social Security Fund of the People’s Republic of China. She currently serves as a director of Founder Securities Co., Ltd. Ms. ZHANG graduated from Hunan University with a bachelor’s degree in Economics in 1992, and graduated from Renmin University of China with a master’s degree and a PhD degree in Economics in 2003 and 2006, respectively.

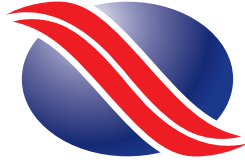
As mentioned above, Mr. CHEN's term of office shall commence from the date of approval at the EGM for three years. Ms. ZHANG's term of office shall commence from the date of approval at the EGM and the approval of her qualification as a director by the National Financial Regulatory Administration until the expiry of the term of three years. They shall be eligible for re-election upon the expiry of their terms of office. Mr. CHEN has entered into a service contract with the Company and Ms. ZHANG will enter into a service contract with the Company upon approval of her qualification by the National Financial Regulatory Administration. Non-executive directors will not receive any director's fee or remuneration from the Company.

Save as disclosed above, the above candidates for non-executive directors do not hold any directorships in other listed companies in the past three years, do not hold any positions in the Company or any of its subsidiaries, and do not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company. As at the date of the Latest Practicable Date, the above candidates for non-executive directors do 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 have not been subject to any penalty or punishment imposed by China Securities Regulatory Commission or any other relevant authorities or stock exchanges.

The above candidates for non-executive directors have confirmed that there is no other matter relating to their nominations 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.

The resolutions have been considered and approved at the 4th meeting of the Board in 2024 and are hereby submitted to the EGM for consideration and approval in accordance with the Articles of Association.

NOTICE OF THE EGM



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 04621 (Preference Shares))

NOTICE OF THE 2024 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 second extraordinary general meeting (the “**EGM**”) of China Cinda Asset Management Co., Ltd. (the “**Company**”) will be held at No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the People's Republic of China (the “**PRC**”) at 10:00 a.m. on Friday, November 22, 2024 for considering and, if thought fit, passing the following resolutions:

Ordinary Resolutions

1. To consider and approve the re-election of Mr. CHEN Xiaowu as a non-executive director of the Company
2. To consider and approve the election of Ms. ZHANG Zhongmin 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 Tuesday, November 19, 2024 to Friday, November 22, 2024 (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 18, 2024. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Monday, November 18, 2024 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

NOTICE OF THE EGM

Details of the above resolutions are set out in the circular for the EGM of the Company dated November 4, 2024. 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 Weidong
Chairman

Beijing, the PRC
November 4, 2024

As at the date of this notice, the Board of the Company consists of Mr. ZHANG Weidong, Mr. LIANG Qiang and Mr. ZHAO Limin as executive Directors, Mr. CHEN Xiaowu as non-executive Director, and Mr. LU Zhengfei, Mr. LAM Chi Kuen, Mr. WANG Changyun, Mr. SUN Maosong and Ms. SHI Cuijun as independent non-executive Directors.

NOTICE OF THE EGM

Notes:

1. The register of members of the Company will be closed from Tuesday, November 19, 2024 to Friday, November 22, 2024 (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 18, 2024 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 18, 2024.
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 Thursday, November 21, 2024, 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, any vote of Shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of the EGM will be voted on by poll. Voting at the EGM will be taken by poll on site.
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.