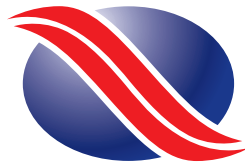

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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))

**MAJOR TRANSACTION
ENTERING INTO ASSET MANAGEMENT CONTRACT**

A letter from the Board is set out on pages 4 to 34 of this circular.

The transaction being the subject matter of this circular has been approved by written Shareholder's approval pursuant to Rule 14.44 of the Listing Rules and this circular is being published for information only.

August 29, 2025

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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
“Asset Management Contract”	Asset Management Plan Contract, Supplemental Agreement and Supplemental Contract collectively
“Asset Management Plan”	Cinda Securities Xinfeng No. 1 Single Asset Management Plan established under the Asset Management Contract
“Asset Management Plan Contract”	the Asset Management Contract of Cinda Securities Xinfeng No. 1 Single Asset Management Plan signed by Cinda Investment, Cinda Securities and Construction Bank Beijing Branch on April 27, 2025
“associate(s)”	has the meanings ascribed to it under the Listing Rules
“Board”	the board of directors of the Company
“Cinda Investment”	Cinda Investment Co., Ltd., a subsidiary of the Company, investor of the Asset Management Plan
“Cinda Securities”	Cinda Securities Co., Ltd., a subsidiary of the Company, asset manager of the Asset Management Plan
“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)
“connected person(s)”	has the meanings ascribed to it under the Listing Rules
“Construction Bank”	China Construction Bank Corporation
“Construction Bank Beijing Branch”	Beijing Branch of Construction Bank, the asset custodian of the Asset Management Plan
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company

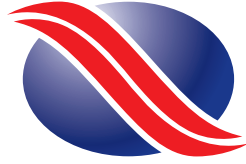
DEFINITIONS

“entrusted properties”	Property that the investor has the legal right to dispose of, entrusted to the asset manager and held in trust by the asset custodian. The property acquired by the manager as a result of the management, utilization, disposal or other circumstances of the entrusted property is also categorized as entrusted property
“Group”	the Company and its subsidiaries
“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
“HKMA”	Hong Kong Monetary Authority
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Huijin”	Central Huijin Investment Ltd.
“Latest Practicable Date”	August 22, 2025, being the last practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“MOF”	the Ministry of Finance of the People’s Republic of China, the controlling Shareholder of the Company as at the Latest Practicable Date
“NCB”	Nanyang Commercial Bank, Limited, a subsidiary of the Company
“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
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	supervisor(s) of the Company

DEFINITIONS

“Supplemental Agreement”	the Supplemental Agreement on the Asset Management Contract of Cinda Securities Xinfeng No. 1 Single Asset Management Plan signed by Cinda Investment, Cinda Securities and Construction Bank Beijing Branch on June 16, 2025
“Supplemental Contract”	the Supplemental Contract on the Participation in the Investment Matters of “Cinda Securities Xinfeng No. 1 Single Asset Management Plan” signed by Cinda Investment, Cinda Securities and Construction Bank Beijing Branch on June 26, 2025
“%”	percent

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

ZHAO Limin

Non-executive Directors:

CHEN Xiaowu

ZENG Tianming

ZHANG Zhongmin

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

August 29, 2025

To the Shareholders,

Dear Sir or Madam,

MAJOR TRANSACTION ENTERING INTO ASSET MANAGEMENT CONTRACT

1. INTRODUCTION

Reference is made to the announcement of the Company dated June 26, 2025 in relation to the entering into of the Asset Management Contract. The purpose of this circular is to provide you with further information regarding the Asset Management Contract and other information required under the Listing Rules.

LETTER FROM THE BOARD

2. ENTERING INTO ASSET MANAGEMENT CONTRACT

Asset Management Contract

On April 27, 2025 and June 16, 2025, Cinda Investment (as investor) and Cinda Securities (as asset manager), subsidiaries of the Company, together with Construction Bank Beijing Branch (as asset custodian) entered into the Asset Management Plan Contract and its Supplemental Agreement. Pursuant to which, Cinda Investment entrusted Cinda Securities to carry out investment. Meanwhile on June 26, 2025, Cinda Investment, Cinda Securities and Construction Bank Beijing Branch entered into the Supplemental Contract on the participation in the investment matters of Cinda Investment in the Asset Management Plan, which determined that the total size of Cinda Investment's participation in the Asset Management Plan shall not exceed RMB20 billion (the “**Transaction**”). Details are as follows:

Date of Execution : Asset Management Plan Contract and its Supplemental Agreement: April 27, 2025 and June 16, 2025

Supplemental Contract: June 26, 2025

Date of Establishment of the : April 27, 2025
Asset Management Plan

Parties : Cinda Investment (as investor)
Cinda Securities (as asset manager)

Construction Bank Beijing Branch (as asset custodian)

Type of the Asset : The Asset Management Plan is classified as an equity-type
Management Plan single asset management plan.

Investment Size : According to the Supplemental Contract, the total size of
Cinda Investment's participation in the Asset Management
Plan shall not exceed RMB20 billion (inclusive).

Upon the relevant accounts for the entrusted properties being duly opened, the investor shall transfer the full amount of the participation funds from the investor's designated account to the custodian account, securities account, or other designated account opened by the asset custodian for the assets under the Asset Management Plan in a timely manner. On the same day when the participation funds are received in the entrusted properties custodian account, the asset custodian shall send a written confirmation of receipt of the entrusted properties to the asset manager.

LETTER FROM THE BOARD

The investment size of the Transaction is determined in accordance with Cinda Investment's strategic planning, business plans and taking into full consideration various factors such as business scale and asset allocation.

Operating Model : The Asset Management Plan operates on an open-ended basis. Upon its establishment, the Asset Management Plan will open once a week, with each opening period not exceeding three days.

The open-ended operation mechanism means that during the duration of the Asset Management Plan, investors may participate in and exit the Asset Management Plan during opening periods designated under the Asset Management Plan. The price for participating in or exiting the Asset Management Plan during an opening period is calculated based on the net asset value of the Asset Management Plan as of the close of business on the date the application is accepted. The Asset Management Plan will open once a week, with each opening period not exceeding three days. In accordance with the Asset Management Contract, the specific open arrangements are as follows:

1. Participation in the Asset Management Plan

Investors participating in the Asset Management Plan shall submit a written document for property payment, namely the Notice of Additional Entrusted Properties, to the manager at least one business day prior to the date of the proposed participation in the Asset Management Plan, with a copy to the custodian. On the date the entrusted properties for participation in the Asset Management Plan are credited to the custodian, the custodian shall issue a Notice of Receipt of Entrusted Properties to the manager. Upon receipt of the Notice of Receipt of Entrusted Properties, the manager shall issue a Confirmation of Operation of Entrusted Properties to the investor and the custodian. The manager and the custodian shall confirm the funds received for participation in the Asset Management Plan as entrusted properties on the day of their receipt. The manager and the custodian shall respectively manage and hold the entrusted properties subscribed to the Asset Management Plan in accordance with the Asset Management Contract.

LETTER FROM THE BOARD

2. Exit from the Asset Management Plan

Investors wishing to exit the Asset Management Plan shall submit a Notice of Withdrawal of Entrusted Properties to the manager at least one business day in advance. If there are sufficient cash assets in the custodian account, the manager shall send a Transfer Instruction to the custodian in advance based on the withdrawal date specified in the notice. Upon verification, the custodian shall transfer the corresponding assets to the designated account in accordance with the Transfer Instruction, notify the manager on the transfer date, and the manager shall notify the investor accordingly.

Investment Goal : The goal of the Asset Management Plan is to strive to achieve stable appreciation of the assets under the plan by primarily investing in equities of listed companies with strong growth potential and convertible bonds of listed companies with conversion value as well as other underlying assets, on the premise that effective risk control of investment is in place.

Primary Investment Scope : 1. Shares lawfully issued and listed in Mainland China (including the Main Board, ChiNext, STAR Market, and other shares or depositary receipts approved or registered to be listed by the CSRC), as well as eligible shares under the Southbound Stock Connect.

LETTER FROM THE BOARD

2. Government bonds, policy financial bonds, bonds issued by government-supported institutions, financial bonds (including hybrid capital bonds, subordinated bonds, Tier 2 capital bonds, perpetual bonds, and subordinated perpetual bonds), local government bonds, central bank bills, corporate bonds (including perpetual bonds), corporate bonds (including privately placed corporate bonds and perpetual corporate bonds), medium-term notes (including perpetual mid-term notes), short-term debentures, ultra-short-term debentures, privately placed debt financing instruments, exchangeable bonds, convertible bonds, asset-securitization products (including ABSs and ABNs), all of which are listed and traded on the interbank market and stock exchanges, as well as cash, bank deposits (including time deposits, demand deposits, negotiated deposits, interbank deposits, etc.), interbank deposit certificates, structured deposits, bond repurchase transactions (including repos and reverse repos), and other fixed-income securities permitted under applicable laws, regulations, or policies.
3. Units of public funds lawfully approved by or registered with the CSRC (including but not limited to on-exchange ETFs, LOFs, QDII funds, closed-end funds, listed open-ended funds with fixed open term, Hong Kong Mutual Recognition Funds, commodity funds, and publicly offered REITs); asset management products (including QDII products) issued by securities companies and their asset management subsidiaries, futures companies and their subsidiaries, fund management companies and their subsidiaries, insurance asset management, trust companies, commercial banks and their wealth management subsidiaries, as well as private fund managers registered with the Asset Management Association of China.
4. Special note: The Asset Management Plan may engage in bond repurchase transactions, including both repos and reverse repos.

LETTER FROM THE BOARD

Investment Ratio : Equity assets shall account for no less than 80% of the total assets;

If laws, regulations, or the CSRC permit a single plan to invest in other classes, the asset manager may, upon completing the procedures stipulated in the Asset Management Contract, include such assets within the investment scope of the Asset Management Plan. Prior to investment operations, the manager shall reach written agreement with the custodian regarding matters such as clearing and settlement, valuation, and accounting for newly added investment assets.

If the aforementioned ratio limitation is exceeded due to factors outside the securities and futures institutions, such as securities and futures market fluctuations, mergers involving securities issuers, or changes in the scale of the Asset Management Plan, the ratio shall be adjusted to comply with the requirements within 20 trading days after the current restricted assets become saleable, transferable, or tradable again. Should regulatory authorities issue new rules regarding the above limitation in the future, the Asset Management Plan shall comply with such rules after completing the appropriate procedures.

In accordance with regulatory requirements, the business concentration of a single customer and group customers of the Group shall not exceed 10% and 15% of the Group's consolidated net assets, respectively, which is RMB22.3 billion and RMB33.4 billion. The size of the Asset Management Plan is RMB20 billion, which, even if fully invested in a single target, still complies with regulatory requirements and maintains a sufficient safety margin, and therefore does not pose a concentration risk. In summary, the investment in a single investee (if applicable) does not constitute a concentration risk.

LETTER FROM THE BOARD

Product Risk Rating : The Asset Management Plan is classified as Risk Level R4 (medium-high risk), and is suitable for ordinary investors and professional investors with a risk tolerance level of C4 or above. This includes individual and institutional investors permitted by laws, regulations, and regulatory requirements to engage in investments, as well as other investors approved by the regulatory authorities to participate in this single plan. Investors whose risk tolerance level falls below the risk level of the Asset Management Plan are prohibited from participating in the Asset Management Plan.

According to the Implementation Guidelines for the Investor Suitability Management in Securities Trading Institutions (Trial) issued by the Securities Association of China, and based on the ratings of similar equity asset management products in the industry, the manager has assessed the Asset Management Plan as Risk Level R4 (medium-high risk, on a scale of R1 to R5), which complies with regulatory requirements and industry practice.

In accordance with the Measures for the Administration of Suitability of Securities and Futures Investors issued by the CSRC and the relevant policies of the manager, the investor has been assessed as a professional investor and has the risk tolerance required to invest in R4 medium-high risk level products, in compliance with the investor suitability requirements as stipulated by regulators.

Cinda Investment, based on its own business and investment strategy, will contribute no more than RMB20 billion to entrust a securities and futures business institution to invest in shares, convertible bonds and other underlying assets of listed companies with development prospects and growth potential, and has completed its internal decision-making and approval procedures.

According to the aforesaid, investments under the Asset Management Plan are fair and reasonable and in the interests of the Company and its shareholders as a whole.

LETTER FROM THE BOARD

Investment Strategy : 1. Decision-Making Basis

Decision-making under the Asset Management Plan is based on national laws and regulations, as well as the provisions of the Asset Management Contract, with the protection of the plan investor's interests as the highest principle. The specific decision-making bases include:

- (1) Relevant legal documents such as the Administrative Measures on Private Offering Asset Management Business of Securities and Futures Business Organisations, Regulations on the Operation and Management of Private Asset Management Plans for Securities and Futures Operators, Guiding Opinions on Regulating the Asset Management Business of Financial Institutions, and the Asset Management Contract;
- (2) The macroeconomic development trend, microeconomic operating environment, and movements in the securities market, which serve as the foundation for investment decisions under the Asset Management Plan;
- (3) The return-risk ratio of investment targets. Investment decisions are made by fully weighing the returns and risks of investment targets, which is an important guarantee for the Asset Management Plan to protect the investor's interests. Based on the product's characteristics, when balancing the return-risk ratio of the investments, efforts are made to protect the investor's principal and achieve relatively higher returns for the investor on that basis;
- (4) The manager's internal regulatory documentation governing its asset management business.

LETTER FROM THE BOARD

The Asset Management Plan primarily invests in shares and convertible bonds of listed companies that demonstrate development prospects and investment value. The manager conducts due diligence research on potential investment targets and executes investment transactions in accordance with internal decision-making procedures.

For specific shares, the standards for evaluating the risk-return ratio primarily refer to growth indicators of a listed company (such as operating revenue and net profit growth rate); profitability indicators of such listed company (such as return on net assets, gross profit margin, net profit margin, and dividend yield); and the Sharpe ratio, Treynor ratio, and maximum drawdown indicators of investment targets.

For specific convertible bonds, in addition to the aforementioned underlying shares indicators, the evaluation criteria also include the conversion premium, yield to maturity of the straight bonds, straight bond premium, and other indicators.

2. Decision-Making Procedures

- (1) Research reports published by the manager's research and development centre, along with various research reports such as macroeconomic and market analyses from external research institutions and the investment research personnel of the asset management division of the manager, serve as the decision-making basis for the investment management of the Asset Management Plan;
- (2) Based on the above research reports, and in combination with their own analysis and judgement of the securities market and investment products, the investment research team of the asset management division of the manager formulates an investment proposal for the Asset Management Plan, including strategy formulation and product selection;

LETTER FROM THE BOARD

- (3) The Asset Management Investment Decision Committee of the manager reviews the investment proposal submitted by the asset management division and provides guiding opinions on matters such as asset allocation ratios under the Asset Management Plan, and in which case the Investment Managers make investment decisions within the authorised scope;
- (4) Based on the resolutions of the Asset Management Investment Decision Committee, the investment research team of the asset management division of the manager conducts quantitative and qualitative research, performs ratings, valuations, and risk assessments, and formulates the investment portfolio allocation ratios and trading strategies. Within the established asset allocation ratios and investment strategy framework, the Investment Managers construct the investment portfolio and determine the timing of trades based on their analysis of the securities market, issuing investment instructions to the trading desk. Upon review, the trader executes trades for the specific products;
- (5) The risk control personnel at the asset management division of the manager conduct day-to-day monitoring of the execution of the investment plan, and submit risk control opinions on significant matters to the Asset Management Investment Decision Committee of the asset manager.

LETTER FROM THE BOARD

With regard to specific asset categories, according to the relevant institutional procedures, firstly, the manager, who will take into consideration various research reports and research views, such as macroeconomic and market analyses, provided by internal and external research institutions and the investment and research personnel of the asset management division, formulate the big-category asset allocation strategy for the plan; secondly, in light of the stability of profitability and high dividend payouts, the manager believes that amid increasing market uncertainties, priority shall be given to high-dividend shares and convertible bonds with high-dividend underlying shares (for the purpose of conversion); thirdly, the Asset Management Investment Decision Committee will review the investment proposals submitted by the asset management division and provide guiding opinions on matters such as asset allocation ratios under the plan, in which case the Investment Managers make investment decisions within the authorised scope.

Based on the resolutions of the Asset Management Investment Decision Committee, the investment research team of the manager first employs qualitative methods to identify high-dividend products among the targets, which are also required to demonstrate low credit risks and a large capital carrying capacity, such as financial industries like banking. Subsequently, quantitative methods are adopted to perform valuations and risk assessments to formulate the investment portfolio allocation ratios and trading strategies. Within the established asset allocation ratios and investment strategy framework, and in combination with the timing of trades, the Investment Managers issue investment instructions to the trading desk.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Members of the Asset Management Investment Decision Committee are as Follows:

Executive Deputy Director: Ms. Wan Ying, a CFA, is the general manager of the asset management division of Cinda Securities. Ms. Wan Ying studied at Sichuan University and Texas State University in the United States, receiving her bachelor's and master's degrees, successively. She held positions at the head office of China CITIC Bank, Shenwan Hongyuan Securities and other companies. She has conducted in-depth research on product design, investment management and risk control, and possesses extensive experience in asset management.

Members:

Dai Ling, assistant general manager of the asset management division of Cinda Securities, holds a bachelor's degree in economics from the University of International Business and Economics. Dai Ling joined the asset management division of Cinda Securities in 2013 and currently serves as an investment manager of the asset management division.

Wang Xin, assistant general manager of the asset management division of Cinda Securities, holds a master of business administration from Shanghai University of Finance and Economics. Wang Xin joined the asset management division of Cinda Securities in 2020 and previously worked at Shenwan Hongyuan Securities.

Li Yishuang, chief fixed income analyst at the research and development center of Cinda Securities, holds a master's degree in economics from Fudan University. Li Yishuang has 11 years of experience in macro bond research, and was awarded first place as a Best Analyst of Sina Jinqilin in 2024 and, as a team member, won first place in New Fortune's Best Analyst - Bond Research in 2016 and fourth place in 2017.

Fan Jituo, chief strategy analyst at the research and development center of Cinda Securities, holds a master's degree in finance from East China University of Science and Technology and has 11 years of experience in macro strategy research.

LETTER FROM THE BOARD

Xie Yunliang, chief macro analyst at the research and development center of Cinda Securities, holds a doctoral degree in economics from Renmin University of China and is an industry mentor at the School of Finance, Renmin University of China. He was awarded First Prize for a Key Research Project of PBOC, named recipient of the “21st Century Best Early Warning Research Report” in 2020, ranked second in the 2022 Wind Golden Analyst Macro Research category, recognized as one of “Top Ten Lecturers” by YUNJI in 2022, awarded Best Macro Analyst in the 2023 Choice Awards for Analysts by Eastmoney, and ranked fifth in the 2024 Wind Golden Analyst Macro Research category.

Xu Hua, head of the fixed income team of the asset management division of Cinda Securities, holds a master’s degree in finance from Nankai University and has 16 years of experience in fixed income investment and research.

Yang Jue, head of the risk control team of the asset management division of Cinda Securities, holds a bachelor’s degree from Beijing Institute of Technology and has worked in the asset management division of Cinda Securities since 2010.

Hou Yanjie, head of the product compliance team of the asset management division of Cinda Securities, holds a master’s degree from the Graduate School of the Chinese Academy of Social Sciences and has worked in the asset management division of Cinda Securities since March 2021.

Pang Zheng, head of the institutional finance team of the asset management division of Cinda Securities, holds a master’s degree in finance from Nanyang Technological University in Singapore. He has worked in the asset management division of Cinda Securities since 2020 and previously worked at the Tianjin Branch of China CITIC Bank and Minsheng Royal Asset Management Co., Ltd.

Gao Yan, investment manager at the asset management division of Cinda Securities, holds a master’s degree in economics from Nankai University. He has worked in the asset management division of Cinda Securities since 2016 and previously worked in the investment banking department of China Guangfa Bank.

LETTER FROM THE BOARD

Wang Yimo, investment manager at the asset management division of Cinda Securities, holds a master's degree in finance from the University of Reading in the United Kingdom, and has worked at Cinda Securities since 2007.

Tang Guolei, researcher at the asset management division of Cinda Securities, holds a doctorate in physics from Paris-Sud University (Université Paris-Sud XI) in France and has nine years of industry experience. He previously worked at the asset management department of China International Futures Co., Ltd. He holds a fund practitioner qualification certificate.

Li Min, project manager at the asset management division of Cinda Securities, holds a master's degree in economics from Central University of Finance and Economics. Li Min joined Cinda Securities in 2021 and previously worked at Agricultural Bank of China, Hongyuan Securities and Shenwan Hongyuan Securities. Li Min holds the titles of Intermediate Accountant and Intermediate Economist and holds legal professional qualification and Certified Public Accountant qualification in China.

LETTER FROM THE BOARD

3. Investment Management Approach and Standards

(1) Equity Investment Strategy

The Asset Management Plan primarily invests in shares and convertible bonds of listed companies with growth potential, aiming to achieve stable appreciation of the assets under the plan while effectively managing investment risks.

In accordance with the Administrative Measures on Private Offering Asset Management Business of Securities and Futures Business Organisations, the manager shall earnestly fulfill its active management duties and conduct investment operations in strict compliance with laws, administrative regulations, requirements of the CSRC and the contractual terms. For the purpose of this Asset Management Plan, the manager conducts due diligence on potential investment targets and performs research on the industry where the Company operates, with approvals and authorized transactions carried out in accordance with the internal decision-making procedures. For specific listed companies, the assessment criteria primarily include indicators such as growth potential (revenue/profit growth rate), profitability (ROE), industry development prospects, market position within the industry and valuation. For convertible bonds, the assessment criteria mainly include the fundamentals of the underlying shares, the reasonableness of convertible bond terms (conversion, downward adjustment, redemption, put options, etc.), conversion value, conversion premium, yield to maturity of the straight bond and straight bond premium, and other indicators.

LETTER FROM THE BOARD

(2) General Bond Investment Strategy

The objective of bond investments under the Asset Management Plan is to effectively utilize the assets under the Asset Management Plan in order to enhance their investment return while ensuring adequate liquidity of the assets under the Asset Management Plan.

The manager of the Asset Management Plan will formulate reasonable interest rate expectations based on in-depth analysis of domestic and international macroeconomic conditions, as well as the impact of domestic fiscal policies and money market policies on various types of bonds, in order to determine fundamental market trends and develop asset class allocation strategies under duration control. In constructing and managing the bond portfolio, the manager of the Asset Management Plan will focus primarily on non-credit hybrid securities (such as government bonds and central bank bills), employing administrative approaches such as term structure allocation, market switching, credit spread and relative value assessment, credit risk evaluation, and cash management for individual bond selection.

(3) Convertible Bond Investment Strategy

The Asset Management Plan will identify convertible bonds that are worth conversion by conducting bottom-up analysis of the underlying common equities and the terms of conversion. Convertible bonds investments will be made for the purposes of converting into shares, the timing of converting into shares will be selected when the conversion conditions are satisfied.

LETTER FROM THE BOARD

(4) Cash Asset Investment Strategy

Based on the overall liquidity requirements under the Asset Management Plan, the asset allocation will be determined by taking into account the liquidity and expected return of different types of cash assets and the maturity of bank deposits, and appropriate adjustments will periodically be made to the average remaining maturity of the asset portfolio and the proportion of investment types.

Investment Manager : The Investment Managers of the Asset Management Plan shall be designated by the asset manager. The designated Investment Managers for the Asset Management Plan are YU Jing and LI Zhiqiang, particulars of whom are set out as follows, respectively:

YU Jing, a holder of Master's degree in science from Fudan University, has over 10 years of industry experience. She joined the Asset Management Division of Cinda Securities in September 2023. Prior to that, she held positions at Zhongtai Securities, Shanxi Securities and other securities houses, and therefore has accumulated extensive experience in equity investment research. Her investment strategies include quantitative stock selection, index enhancement, equity quantitative neutrality strategies, and various arbitrage strategies. She excels in quantitative modelling using a wide range of data, and in effectively managing portfolio volatility through the use of derivatives and risk models.

LI Zhiqiang, a holder of master's degree in finance from the Central University of Finance and Economics and CFA holder, has 5 years of experience in the securities industry. He joined the Asset Management Division of Cinda Securities in 2017, and has held positions including equity researcher and investment advisor. He possesses extensive investment research experience in macroeconomic strategy, asset allocation, cyclical industry research, and market capitalization management.

LETTER FROM THE BOARD

The asset manager may change the Investment Managers based on business needs. In the event of such a change of the Investment Managers, the asset manager shall promptly notify the investor and the asset custodian.

The asset manager shall ensure that the new Investment Managers comply with laws, regulations, and the provisions of the Asset Management Contract.

In accordance with the Administrative Measures on Private Offering Asset Management Business of Securities and Futures Business Organisations issued by the CSRC, the manager shall earnestly fulfill its active management duties and shall not allow investors to conduct investment operations or issue investment instructions on their own. In accordance with relevant requirements of the asset management industry and the terms of the contract, the Investment Manager is designated by the asset manager, who determines the investment scope and carries out specific investments based on the investor's investment objectives for the product. The investor has the right to supervise and be informed of the manager's investment targets and matters and may obtain information disclosure materials on the Asset Management Plan in the manner and within the timeframe specified in the contract.

Cinda Investment, in accordance with the terms of the contract, has the right to supervise and be informed as an investor, including obtaining information disclosure materials on the Asset Management Plan in the manner and within the timeframe specified by laws, regulations and the contract, as well as supervising the performance of the manager and the custodian in fulfilling their investment management and custodial duties.

LETTER FROM THE BOARD

Investment Restrictions : To effectively safeguard the lawful rights and interests of the investor, the investment of entrusted assets shall be subject to the following restrictions:

1. When the Asset Management Plan participates in the subscription of securities offering such as bonds or convertible corporate bonds, the subscription amount under the Asset Management Plan shall, in principle, not exceed the total assets of the Asset Management Plan, and the subscription quantity under the Asset Management Plan shall, in principle, not exceed the total number of securities offering proposed by the issuing company;
2. Entrusted properties shall not be used for investments that may incur unlimited liability;
3. No transfer of benefits or commercial bribery shall be permitted;
4. No underwriting of securities, extension of loans to others, or provision of guarantees is permitted;
5. Insider trading, manipulation of securities prices, and other improper securities trading activities are strictly prohibited;
6. Direct investment in credit assets of commercial banks is not permitted;
7. No direct or indirect investments are permitted in industries or sectors prohibited by laws, administrative regulations, or national policies;
8. It is prohibited to provide financing to local governments and their departments in violation of regulations, or to request or accept guarantees illegally provided by local governments and their departments;
9. Other asset management products invested in by the Asset Management Plan shall not, in turn, invest in any other asset management plan except money market funds;

LETTER FROM THE BOARD

10. The total assets under the Asset Management Plan shall not exceed 200% of its net assets. Where the Asset Management Plan invests more than 50% of its net assets in bonds issued by a single issuer and its affiliates, the total assets of the Asset Management Plan shall not exceed 120% of its net assets. If laws, regulations, or regulatory authorities amend or abolish such restrictions, the Asset Management Plan may adjust its investment portfolio restrictions accordingly after completing the appropriate procedures;
11. Any other investments prohibited by laws, regulations, and national policies, and as stipulated in the Asset Management Contract.

Duration : The duration of the Asset Management Plan shall be one year from the date of its establishment, and shall be liquidated and terminated in the event of any termination circumstances as agreed. Upon expiry, the duration may be extended.

Extension : The duration upon expiry may be extended if the following conditions are satisfied:

1. The operation of the Asset Management Plan is in compliance, and neither the manager nor the custodian has violated any laws, administrative regulations, provisions of the CSRC, and those as stipulated in the Asset Management Contract;
2. The extension of the Asset Management Plan does not prejudice the interests of the investor, such as engaging in unfair trading and transfer of benefits, among others;
3. The Asset Management Plan continues to meet the establishment condition, namely, the entrusted properties are no less than RMB10 million;
4. Other conditions as stipulated by the CSRC.

LETTER FROM THE BOARD

The Asset Management Plan may be extended upon mutual agreement among the manager, the investor, and the custodian, followed by the conclusion of a relevant supplemental agreement.

Minimum Initial Size : The entrusted properties under the Asset Management Contract shall be delivered in the form of cash, and the initial entrusted properties shall not be less than RMB10 million.

Fees and Charges : 1. Management fee of the asset manager: 0.3% per annum. The management fee is accrued starting from the day after the establishment of the Asset Management Plan. The management fee is calculated based on 0.3% per annum of the net asset value of the Asset Management Plan on the previous day. The specific calculation method is as follows:

$$G = E \times 0.3\% \div 360;$$

Where: G is the management fee to be accrued on a daily basis;

E is the net asset value of the Asset Management Plan on the previous day.

The management fee is accrued on a daily basis starting from the day after the establishment of the Asset Management Plan and is paid on a quarterly basis. Following reconciliation by the manager and the custodian, the payment instructions shall be given by the manager to the custodian within five business days of the beginning of each calendar quarter, and a lump sum of the management fee from the assets under the Asset Management Plan will be paid to the manager.

The above price includes the relevant taxes and fees payable by the manager itself, including but not limited to value-added tax, urban maintenance and construction tax, and education surcharge.

LETTER FROM THE BOARD

2. Custodian fee of the asset custodian: the calculation is based on the actual capital balance of the entrusted assets on that day at an annual rate of 0.01%. The specific calculation method is as follows:

$$H = E \times 0.01\% \div 360$$

Where: H is the tax inclusive custodian fee including VAT charged by the custodian to be accrued on a daily basis;

E is the actual capital balance of the entrusted assets under the Asset Management Plan on that day.

The custodian fee shall not exceed RMB200,000 (inclusive) cumulatively. The custodian fee of the custodian is accrued daily, and the payment schedule is consistent with that of the management fee of the manager. The manager shall issue a payment instruction to the custodian for the accrued custodian fee as of the settlement date. Upon verification by the custodian, the payment shall be made to the custodian within five business days after the settlement date, by a one-off deduction from the custodian's dedicated account.

The management fee and custody fee rate may be adjusted in accordance with market developments upon mutual agreement among the manager, the custodian, and the investor. If payment of the aforementioned fees is delayed due to statutory holidays, rest days, or force majeure events, such payment shall be postponed to the nearest subsequent payable date.

LETTER FROM THE BOARD

3. Performance fee: on the performance fee accrual date, the manager receives 10% of the portion of the actual annualized return (R) that exceeds the performance fee benchmark (Rb) as the performance fee for the manager, details of which are as follows:

Actual Annualized Return (R)	Accrual Ratio	Calculation Rules for Performance Fee (H)
$R \leq Rb$	0	$H = 0$
$R > Rb$	10%	$H = (R - Rb) \times 10\% \times C \times N/365$

Where:

$$R = \frac{P_1 - P_0}{P} \times \frac{365}{N} \times 100\%$$

P_1 represents the cumulative net value of a unit under the Asset Management Plan on the performance fee accrual date;

P_0 refers to the cumulative net value of a unit under the Asset Management Plan on the previous performance fee accrual date (if there is no previous performance fee accrual date for this unit, it is the subscription date of the Asset Management Plan or the date when the investor subscribes for this unit);

P refers to the net value of the unit under the Asset Management Plan on the previous performance fee accrual date (if there is no previous performance fee accrual date for this unit, it is the subscription date of the Asset Management Plan or the date when the investor subscribes for this unit);

N represents the number of days in the performance fee calculation period for this unit;

C represents the cost of the investor's unit = $P \times$ subscribed (purchased) units;

Rb refers to the performance fee benchmark, $Rb = 6.0\%$.

LETTER FROM THE BOARD

If the performance fee accrual date is the income distribution date or the distribution date for termination and liquidation of the Asset Management Plan, the manager's performance fee shall be the sum of the performance fees calculated based on all the units that meet the performance fee accrual conditions in accordance with the above agreement; if the performance fee accrual date is the exit date of the investor's units, the manager's performance fee shall be the sum of the performance fees calculated based on all the exiting units that meet the performance fee accrual conditions in accordance with the above agreement.

4. Bank fees for transfer and payment of entrusted properties;
5. Fees for opening securities accounts for entrusted properties and actual costs incurred for investment transactions, clearing, registration, etc.;
6. Accounting fees, audit fees, attorney's fees, arbitration fees, litigation fees, preservation fees, and inquiry fees related to the Asset Management Plan after its establishment;
7. Relevant taxes and fees;
8. Other expenses that can be paid from the entrusted properties in accordance with laws, regulations, and the Asset Management Contract.

The management fees and performance fee of the manager and custodian fees of the custodian mentioned above are based on the prevailing market standard fees for comparable services, which were entered into under general commercial terms following arm's length negotiation among all parties to the Asset Management Contract.

LETTER FROM THE BOARD

According to the Asset Management Plan Contract and the Supplemental Agreement, the manager charges a fixed management fee of 0.3% per annum of the net asset value, and receives 10% of the portion of the annualized return (R) that exceeds the performance fee benchmark (R_b) as the performance fee. The custodian charges a fixed custodian fee of 0.01% per annum of the actual capital balance of the entrusted assets.

The “Work Plan for the Reform of Fee Structures in the Public Fund Industry” released by the CSRC in July 2023 encouraged industries to optimize fund fee models and promote floating management fee products. The implementation of performance-based fee clauses aligns with regulatory guidance.

Based on the annual statistics of the Asset Management Association of China, the average rate of management fee and custodian fee for public equity funds in 2023 was 0.57% and 0.11%, respectively; and for public bond funds in 2023 was 0.29% and 0.08%, respectively. Upon comparison with the fee range set by peer securities firms for similar equity asset management plans, the rates of management fee and custodian fee are fair and reasonable, consistent with market practice, and in the best interests of the Company and its shareholders.

Profit Distribution : Profit includes interest, bonus, dividend, spread between purchase and sale of securities, interest on bank deposits and other legitimate income derived from the investment of the Asset Management Plan. The net profit of the Asset Management Plan is the balance of the Asset Management Plan’s profit after deducting the relevant expenses that can be deducted from the Asset Management Plan’s profit according to national regulations.

Distributable profit refers to the lower of the undistributed profit and the realized portion of the undistributed profit in the balance sheet as of the profit distribution benchmark date.

LETTER FROM THE BOARD

Profit distribution is carried out in cash. The condition for profit distribution is that the distributable profit is positive. During the term of the Asset Management Plan, the manager can distribute profits after deducting all expenses (including management fees, custody fees, taxes and fees, and other related expenses) according to the Asset Management Contract. The profit distribution date is in principle within three working days from the date the investment profit is received.

The bank transfer or other handling fees incurred during profit distribution shall be borne by the investor, and the taxes related to the profit distribution shall be borne by the investor.

- Termination : The circumstances under which the Asset Management Plan can be terminated include the following:
1. If the duration of the Asset Management Plan expires without being extended;
 2. If the termination is agreed upon by all parties to the Asset Management Contract;
 3. If the manager's qualification for the asset management business is legally revoked, or is dissolved, revoked, or declared bankrupt, and no new manager is appointed within six months;
 4. If the custodian's qualification for fund custody is legally revoked, or is dissolved, revoked, or declared bankrupt, and no new custodian is appointed within six months;
 5. If the filing with the Asset Management Association of China is not completed within 5 days after the investor's first payment or if the filing is not approved, the investor is entitled to unilaterally terminate the contract and terminate the Asset Management Plan prematurely, in which case, the manager must return the investor's contributed payment;

LETTER FROM THE BOARD

6. If the investor transfers the Asset Management Plan's units or the income rights of the Asset Management Plan without written consent by the asset manager;
7. If the investor is placed under regulatory agency or penalized by regulatory authorities due to investments in assets similar to the underlying assets of this single asset management;
8. If the underlying assets invested in by the Asset Management Plan experience significant risks such as deferred payments and significant defaults of investment targets, etc, the investor has the right to terminate the Asset Management Contract early after obtaining the consent of both the manager and the custodian;
9. If regulatory authorities or other institutions require rectification after the Asset Management Plan is filed;
10. If the asset manager determines that, due to changes in market conditions or based on laws and regulations, or regulatory requirements, it is no longer suitable for the Asset Management Plan to continue operating or to make further investments, or if the manager determines that it is necessary for early termination of the Asset Management Plan or the investment objectives of the Asset Management Plan cannot be achieved, the manager has the right to unilaterally terminate the Asset Management Plan early without incurring default obligations;
11. If the Asset Management Plan has completed the reduction or exit of the invested securities and realization of all investment assets has been completed, the manager has the right to terminate the Asset Management Plan early;
12. Other circumstances stipulated by laws, administrative regulations, provisions of the CSRC, and those as stipulated in the Asset Management Contract.

LETTER FROM THE BOARD

Reasons for and Benefits of the Transaction

In order to fully release the synergistic effect of the Group's internal resources, strengthen the professional support system for investment research, expand diversified investment targets and strategy combinations, and optimize the effectiveness of capital allocation, in response to the call of promoting high-quality development of China's financial sector, actively participating in the capital market, and increasing the scale of equity investments by the State, Cinda Investment, in compliance with the principles of marketization and rule of law, entrusts Cinda Securities with the establishment of a single asset management plan, and Cinda Securities will set up a professional asset management team to carry out the investment in accordance with the relevant regulations and requirements of the regulatory authorities.

In accordance with the Administrative Measures on Private Offering Asset Management Business of Securities and Futures Business Organisations issued by the CSRC, a securities and futures business organisation may privately raise funds or accept property contributions to establish a private asset management plan, act as the manager thereof, and appoint a custodial institution to act as the custodian for the purpose of carrying out investment activities for the benefit of investors in accordance with laws, regulations and the asset management contract. As a securities and futures business organisation, entrusted management of securities asset management plans is one of Cinda Securities' main businesses. Since obtaining its qualification for securities asset management business in March 2009, Cinda Securities has demonstrated industry-recognized professional capabilities and extensive practical experience in the allocation, execution and operation of standardized financial assets in the secondary market.

China Cinda and Cinda Investment focus their asset management business on non-listed assets, such as the operation, management and disposal of distressed assets. Cinda Investment, as an investor, entrusts Cinda Securities to carry out equity investment activities, which is conducive to integrating internal resources of the Group and enhancing synergistic effects.

The Directors of the Company are of the view that the terms of the Transaction are on normal commercial terms, fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Risk Management and Internal Control

- (a) The Company strictly implements its risk management strategy by strengthening risk control measures before, during and after investment activities, managing risks at the initial stage, and enhancing risk review capabilities. Through daily risk monitoring and comprehensive risk inspections, the Company identifies potential risks and responds to such risks in a timely manner. The Company also strengthens risk assessments to ensure that business units effectively prevent and mitigate risks and achieve risk control objectives. By enhancing the role of the risk management information system, the Company further improves the foresight of risk control and enhances the quality and effectiveness of risk management.

LETTER FROM THE BOARD

- (b) The Company remains focused on its main business of distressed assets, striving to prevent and mitigate risks while serving the high-quality development in the economy and society. It strengthens pricing capabilities, expands business opportunities, increases asset value, and maintains a leading position in acquisition and operation businesses. The Company actively and prudently develops business in areas such as revitalization of inefficient assets, bailout and crisis relief of distressed enterprises, mergers and acquisitions and restructuring in industrial innovation, bankruptcy reorganization and listed company bailout, further unlocking the potential of equity and other distressed asset businesses. The Company leverages its main business to strengthen its competitive advantage in financial services, continuously optimizes the functional positioning of its subsidiaries, improves governance mechanisms, reinforces Group-level management and control, and upgrades its synergistic model.

General Information

The Company

With a focus on operation of distressed assets, the Company provides customers with tailor-made financial solutions and differentiated asset management services through a collaborative and diversified business platform.

Cinda Investment

Cinda Investment is a company incorporated in the PRC with limited liability and mainly engaged in equity investment, asset management, mergers and acquisitions, restructuring, financial services and other businesses, focusing on the disposal of non-performing assets, industrial investment and capital operation, to help enterprises in the transformation and upgrading and value enhancement. As at the Latest Practicable Date, Cinda Investment is a wholly-owned subsidiary of the Company.

Cinda Securities

Cinda Securities is a joint stock company incorporated in the PRC with limited liability, the shares of which are listed on the SSE (stock code: 601059), and is mainly engaged in the businesses of securities brokerage, securities underwriting and sponsorship, proprietary trading of securities, etc. As at the Latest Practicable Date, Cinda Securities is a subsidiary of the Company and the Company holds approximately 78.67% interest in it.

LETTER FROM THE BOARD

Construction Bank Beijing Branch

Construction Bank is a joint stock company incorporated in PRC with limited liability, with its H shares and A shares listed on the Hong Kong Stock Exchange (stock code: 939) and the SSE (stock code: 601939) respectively. It provides a full range of financial services, including corporate finance, personal finance and capital management business. Construction Bank Beijing Branch is a branch of Construction Bank.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Construction Bank and its ultimate beneficial owner are third parties independent of the Company and connected persons of the Company.

Listing Rules Implications

As the highest applicable percentage ratio for the Transaction is more than 25% but less than 100%, the Transaction constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting, announcement, and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

General

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Transaction and accordingly, no Shareholder is required to abstain from voting if the Company were to convene a shareholders' general meeting for approving the Transaction. As at the Latest Practicable Date, the MOF, the controlling Shareholder of the Company, holds 22,137,239,084 Shares of the Company (representing approximately 58% of the total issued Shares of the Company). The Company has obtained the written approval from the MOF for the Transaction in accordance with Rule 14.44 of the Listing Rules. Therefore, the Company will not convene a shareholders' general meeting to consider the Transaction.

3. RECOMMENDATION

Although no general meeting will be convened for approving the Asset Management Contract and the transactions contemplated thereunder, the Directors are of the view that the terms thereof and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable, in the interests of the Company and the Shareholders as a whole.

Accordingly, if the general meeting was convened for approving the Asset Management Contract and the transactions contemplated thereunder, the Directors would recommend the Shareholders to vote in favour of the resolution to be proposed at the general meeting to approve the Asset Management Contract and the transactions contemplated thereunder.

LETTER FROM THE BOARD

4. OTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

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

1. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for each of the three financial years ended December 31, 2022, 2023, and 2024 is disclosed in the annual reports of the Company for the years ended December 31, 2022, 2023, and 2024, respectively, which are available on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.cinda.com.cn):

- (1) The annual report of the Company for the year ended December 31, 2024, which was published on April 24, 2025 (which are set out from pages 152 to 419):

<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0424/2025042400506.pdf>

- (2) The annual report of the Company for the year ended December 31, 2023, which was published on April 25, 2024 (which are set out from pages 150 to 415):

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0425/2024042501270.pdf>

- (3) The annual report of the Company for the year ended December 31, 2022, which was published on April 27, 2023 (which are set out from pages 149 to 407):

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0427/2023042701001.pdf>

2. SUFFICIENCY OF WORKING CAPITAL

Taking into account: (i) NCB is a licensed bank and an authorized institution regulated by the HKMA and the liquidity and capital adequacy of NCB is subject to the prudent supervision of the HKMA; (ii) the concept of “working capital” is not a indicator of the liquidity or solvency of NCB, as its business model does not involve having sufficient cash to purchase goods and converting them into revenue through sales, and cannot provide meaningful information to investors to assess the financial position of NCB. The Company has applied to the Hong Kong Stock Exchange and the Hong Kong Stock Exchange has approved the waiver from strict compliance with Rule 14.66(10), 14.66(12) and paragraph 30 of Appendix I D1B of the Listing Rules, accordingly, (i) this circular is not required to disclose the working capital sufficiency statement of NCB, save that the capital adequacy and liquidity of NCB as set out below shall be disclosed; and (ii) the Hong Kong Stock Exchange has not required to provide a confirmation letter regarding the working capital sufficiency statement of NCB.

Capital Adequacy Ratio and Liquidity Coverage Ratio

NCB is an authorized institution regulated by the HKMA and is required to comply with the HKMA’s requirements to maintain minimum capital adequacy ratios and minimum liquidity ratios. The following ratios are determined with reference to the financial information of NCB as at December 31, 2022, December 31, 2023, December 31, 2024 and June 30, 2025.

The capital adequacy ratio of a bank is calculated as the ratio of the bank's capital to its risk-weighted assets. All authorized institutions are required to maintain a Tier-1 common capital ratio of not less than 4.5%, a Tier-1 capital ratio of not less than 6%, and a total capital ratio of not less than 8% at all times. The HKMA may vary the capital requirements applicable to individual authorized institutions.

Pursuant to the Banking (Liquidity) Rules, Chapter 155Q of the Laws of Hong Kong, Category 1 institutions are required to maintain a liquidity coverage ratio of not less than 100% at all times.

As at the dates indicated, the capital adequacy ratios and liquidity coverage ratios of NCB were as follows:

	As at December 31,			As at
	2022	2023	2024	June 30,
	(%)	(%)	(%)	2025
				(%)
Total capital ratio ⁽¹⁾	17.45	18.56	19.89	21.05
Tier-1 capital ratio ⁽²⁾	14.04	15.20	16.61	17.71
Tier-1 common capital ratio ⁽³⁾	12.67	13.23	14.55	15.59
Liquidity coverage ratio ⁽⁴⁾	139.36	165.02	212.98	181.32

Notes:

- (1) Equals the sum of tier-1 capital and tier-2 capital divided by net risk-weighted assets.
- (2) Equals tier-1 capital divided by net risk-weighted assets.
- (3) Equals tier-1 common capital divided by net risk-weighted assets.
- (4) Equals high-quality liquid asset reserves divided by the difference between cash outflows over the next 30 days and cash inflows over the next 30 days.

Save for the aforesaid, having considered the financial impact of entering into the Asset Management Contract and the Group's financial resources (including the Group's internal resources and available bank and other borrowings and facilities), the Directors are of the opinion that the Group will have sufficient working capital for its requirements for at least the next 12 months from the date of the circular. The Company has obtained the relevant confirmation as required under Rule 14.66(12) of the Listing Rules.

3. STATEMENT OF INDEBTEDNESS

At the close of business on June 30, 2025 (being the Last Practicable Date for the purpose of this statement of indebtedness), the details of the Group's indebtedness are as follow:

Borrowings

The Group has arranged borrowings from banks and other financial institutions to fund its acquisitions of distressed debt assets and other investments. As at June 30, 2025, the latest practicable date for the purpose of this indebtedness statement, the Group's borrowings from banks and other financial institutions amounted to RMB634,352.28 million.

	As at June 30, 2025
	<i>(in millions of RMB)</i>
Unsecured loans	599,018.23
Loans secured by properties	28,009.98
Guaranteed loans	7,324.08
Total	634,352.28

Note: The borrowings are classified into three categories: (i) unsecured loans, (ii) loans secured by properties, (iii) guaranteed loans. Unsecured loans refer to loans without any collaterals, pledges or guarantors. Loans secured by properties refer to loans secured by collaterals or pledges. Guaranteed loans refer to loans guaranteed by a third-party guarantor.

Bonds issued

As at June 30, 2025, the total carrying amount of the Group's outstanding bonds issued amounted to RMB268,006.20 million, all of which were unsecured and unguaranteed.

	As at June 30, 2025
	<i>(in millions of RMB)</i>
Due in 1 year	68,586.99
Due in 1-2 years	53,739.98
Due in 2-3 years	55,897.34
Due in 3-4 years	30,038.63
Due in 4-5 years	43,546.63
Due in more than 5 years	16,196.63
Total	268,006.20

Lease liabilities

As at June 30, 2025, the Group's lease liabilities amounted to RMB1,340.45 million, all of which were unsecured and unguaranteed.

Capital Commitments

	As at June 30, 2025
	<i>(in millions of RMB)</i>
Contracted but not provided for	
– Commitments for the acquisition of property and equipment	37.07
– Construction and installation contracts that have been signed, ongoing or ready to be fulfilled	2,552.51
– Investment commitments that have been signed but not yet recognized in the financial statements	3,086.92
Total	5,676.50

Credit Enhancements

As at June 30, 2025, the Group provided guarantees amounted to RMB2,921.43 million in respect of bank loans granted to its associates and joint ventures.

Off-balance Sheet Arrangements

As at June 30, 2025, the Company and its subsidiaries had no material off-balance sheet arrangements as defined under International Financial Reporting Standards.

Contingent Liabilities

Due to the nature of our businesses, the Company and its subsidiaries are involved in certain legal proceedings in the ordinary course of business, including litigations and arbitrations. We make provisions for probable losses arising from these claims when the management can reasonably estimate the outcome of the proceedings, in light of legal advice we have received. We do not make provisions for pending litigations if the outcome cannot be reasonably estimated, or if the management believes that the probability of losses is remote, or if any resulting liabilities will not have a material adverse effect on our financial position or business performance. As at June 30, 2025, we have made provisions for estimated liabilities based on court judgments or legal counsel opinions as follows:

	As at June 30, 2025
	<i>(in millions of RMB)</i>
Contingent liabilities arising from pending litigations or arbitrations	<u>136.10</u>

In addition, as at June 30, 2025, the Group's indebtedness also included due to customers, accounts payable to brokerage clients, deposits from banks and financial institutions, placements from banks and financial institutions, financial assets sold under repurchase agreements, loan commitments, acceptance bills, letters of guarantee issued, letters of credit issued and credit card commitments, that arise from the normal course of business.

Other than those disclosed above and apart from intra-group liabilities, as at June 30, 2025, the Group did not have any other outstanding bonds issued, borrowings, bank overdrafts, mortgages or charges, liabilities under acceptance or other similar indebtedness, finance lease commitments, or any guarantees or other contingent liabilities.

The Directors of the Company have confirmed that there have been no material adverse changes in the indebtedness or contingent liabilities of the Group since June 30, 2025.

4. MATERIAL ADVERSE CHANGE

The Directors confirmed, there have not been any material adverse change in the financial or trading position of the Group since December 31, 2024 (being the date to which the latest audited consolidated financial statements of the Group were made up and published) up to the Latest Practicable Date.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group has two business segments:

- (1) Distressed asset management business, which mainly includes: (i) management and disposal of distressed assets such as debt assets acquired from financial and non-financial institutions; (ii) investment, management and disposal of debt to equity swap assets; (iii) conducting distressed asset management business in a comprehensive way, such as restructuring of distressed entities and distressed assets, special opportunities investment; and (iv) entrusted operation business.
- (2) Financial services business, which mainly includes banking, securities, futures, mutual funds, trusts and leasing, etc.

Operating outlook for distressed asset management business: The Company will remain focused on its main business of distressed assets, striving to prevent and mitigate risks while serving the high-quality development in the economy and society. It will strengthen pricing capabilities, expand business opportunities, increase asset value, and maintain a leading position in acquisition and operation businesses. The Company will actively and prudently develop business in areas such as revitalization of inefficient assets, bailout and crisis relief of distressed enterprises, mergers and acquisitions and restructuring in industrial innovation, bankruptcy reorganization and listed company bailout, further unlocking the potential of equity and other distressed asset businesses.

Operating outlook for financial services business: The Company will leverage its main business to strengthen its competitive advantage in financial services, continuously optimize the functional positioning of its subsidiaries, improve governance mechanisms, reinforce Group-level management and control, and upgrade its synergistic model.

The table below sets out the total income and profit before tax of each business segment for the years indicated.

	2024			
	Total income	% of total	Profit before tax	% of total
	<i>(in millions of RMB)</i>			
Distressed asset management	40,372.7	55.3	(587.3)	(14.7)
Financial services	33,185.6	45.4	4,318.0	108.2
Elimination	(518.4)	(0.7)	259.6	6.5
Total	73,039.9	100.0	3,990.3	100.0



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INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

To the Directors of China Cinda Asset Management Co., Ltd.

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of China Cinda Asset Management Co., Ltd. (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of financial position of the Group as at 31 December 2024, and related notes (the “Unaudited Pro Forma Financial Information”) as set out on page II-4 to II-8 of the circular dated 29 August 2025 (the “Circular”). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in Appendix II to the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed participation in the Asset Management Plan (the “Transaction”) on the Group’s financial position as at 31 December 2024 as if the Transaction had taken place at 31 December 2024. As part of this process, information about the Group’s financial position had been extracted by the Directors from the Group’s consolidated financial information for the year ended 31 December 2024, on which an audit report has been published.

Directors’ responsibility for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline (“AG”) 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

Our independence and quality management

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountants' responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of the Unaudited Pro Forma Financial Information included in the Circular is solely to illustrate the impact of the Transaction on unadjusted financial information of the Group as if the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Transaction would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the Transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and

- the Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Ernst & Young*Certified Public Accountants*

Hong Kong

August 29, 2025

I. BASIS OF PREPARATION

China Cinda Asset Management Co., Ltd. (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) planned for the participation in the investment matters in the Asset Management Plan (the “Transaction”), namely, Cinda Investment (as investor) and Cinda Securities (as asset manager), subsidiaries of the Company, together with China Construction Bank Corporation Beijing Branch (as the custodian) set up an equity single asset management plan (“the Asset Management Plan”) to carry out investment for a maximum aggregate amount of RMB20,000 million, and the Group will decide on the appropriate timing to invest in relevant assets and equity (“potential investment targets”) through the Asset Management Plan.

The following is a summary of illustrative unaudited pro forma consolidated statement of financial position (the “Unaudited Pro Forma Financial Information”), in connection with the Transaction by the Group. It has been prepared by the directors of the Company (the “Directors”) in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Unaudited Pro Forma Financial Information presented below is prepared to illustrate financial position of the Group immediately after completion of the Transaction (collectively referred to as the “Enlarged Group”) as at 31 December 2024 as if the Transaction had been completed on 31 December 2024.

The Unaudited Pro Forma Financial Information has been prepared based on audited consolidated statement of financial position of the Group as at 31 December 2024, which have been extracted from the annual report of the Group for the year ended 31 December 2024, after making certain pro forma adjustments that are: (i) directly attributable to the Transaction; and (ii) factually supportable.

When preparing Unaudited Pro Forma Financial Information, the Group assumed that it carried out investment of potential investment targets through the Asset Management Plan at a consideration of RMB20,000 million. The Group has also adopted other assumptions in when preparing the Unaudited Pro Forma Financial Information, which are detailed in the notes attached.

The Unaudited Pro Forma Financial Information has been prepared based on a number of assumptions, estimates, uncertainties and currently available information, and is provided for illustrative purposes only. Due to its hypothetical nature, the Unaudited Pro Forma Financial Information may not give a true picture of the actual financial position of the Enlarged Group that would have been attained had the Transaction been completed on the dates indicated herein. Furthermore, the Unaudited Pro Forma Financial Information does not purport to predict the Enlarged Group’s future financial position. The Unaudited Pro Forma Financial Information should be read in conjunction with historical financial information of the Group as set out in the Company’s published annual report for the year ended 31 December 2024, and other financial information included elsewhere in the circular of the Company dated 29 August 2025 (the “Circular”).

II. UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL
POSITION OF THE ENLARGED GROUP

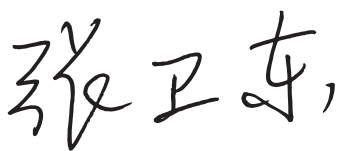
	The Group as at December 31, 2024 (Audited) (in millions of RMB) Note 1	Pro forma adjustments (Unaudited) (in millions of RMB) Note 2	Pro forma Enlarged Group as at December 31, 2024 (Unaudited) (in millions of RMB)
Assets			
Cash and balances with central banks	13,384	–	13,384
Deposits with banks and financial institutions	95,758	(20,000)	75,758
Deposits with exchanges and others	2,612	–	2,612
Placements with banks and financial institutions	37,103	–	37,103
Financial assets at fair value through profit or loss	548,690	20,000	568,690
Financial assets held under resale agreements	7,188	–	7,188
Financial assets at fair value through other comprehensive income	197,325	–	197,325
Loans and advances to customers	374,238	–	374,238
Financial assets at amortized cost	77,966	–	77,966
Accounts receivable	3,999	–	3,999
Properties held for sale	73,814	–	73,814
Investment properties	8,779	–	8,779
Interests in associates and joint ventures	97,508	–	97,508
Property and equipment	14,668	–	14,668
Goodwill	23,564	–	23,564
Other intangible assets	4,614	–	4,614
Deferred tax assets	11,674	–	11,674
Other assets	46,076	–	46,076
Total assets	<u>1,638,960</u>	<u>–</u>	<u>1,638,960</u>

	The Group	Pro forma	Pro forma
	as at	adjustments	Enlarged
	December 31,	December 31,	Group as at
	2024	2024	2024
	<i>(Audited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
	<i>(in millions</i>	<i>(in millions</i>	<i>(in millions</i>
	<i>of RMB)</i>	<i>of RMB)</i>	<i>of RMB)</i>
	<i>Note 1</i>	<i>Note 2</i>	
Liabilities			
Borrowings from the central bank	9,642	—	9,642
Accounts payable to brokerage clients	23,719	—	23,719
Financial liabilities at fair value through profit or loss	8,514	—	8,514
Financial assets sold under repurchase agreements	28,336	—	28,336
Placements from banks and financial institutions	28,305	—	28,305
Borrowings	581,366	—	581,366
Due to customers	370,459	—	370,459
Deposits from banks and financial institutions	7,419	—	7,419
Accounts payable	6,182	—	6,182
Tax payable	1,969	—	1,969
Bonds issued	289,780	—	289,780
Contract liabilities	3,696	—	3,696
Deferred tax liabilities	2,090	—	2,090
Other liabilities	54,328	—	54,328
Total liabilities	<u>1,415,805</u>	<u>—</u>	<u>1,415,805</u>

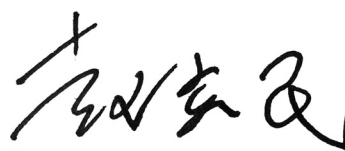
APPENDIX II

THE UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE ENLARGED GROUP

	The Group as at December 31, 2024 (Audited) (in millions of RMB) Note 1	Pro forma adjustments (Unaudited) (in millions of RMB) Note 2	Pro forma Enlarged Group as at December 31, 2024 (Unaudited) (in millions of RMB)
Equity			
Share capital	38,165	—	38,165
Other equity instruments	32,748	—	32,748
Capital reserve	24,174	—	24,174
Other comprehensive income	(1,840)	—	(1,840)
Surplus reserve	11,027	—	11,027
General reserve	17,919	—	17,919
Retained earnings	71,990	—	71,990
Equity attributable to equity holders of the Company	194,183	—	194,183
Non-controlling interests	28,972	—	28,972
Total equity	223,155	—	223,155
Total equity and liabilities	1,638,960	—	1,638,960



CHAIRMAN



EXECUTIVE DIRECTOR

**III. NOTES TO THE UNAUDITED PRO FORMA FINANCIAL INFORMATION OF
THE ENLARGED GROUP**

1. The amounts of audited consolidated statement of financial position of the Group as at 31 December 2024 are extracted from the Company's published annual report for the year ended 31 December 2024.
2. In order to illustrate the impact of the Transaction on the Group's financial position, when preparing unaudited pro forma consolidated statement of financial position, the Group assumed that it carried out investment of potential investment targets through the Asset Management Plan at a consideration of RMB20,000 million as at 31 December 2024. Detailed investment strategies will be determined depending on market conditions, and size of the Asset Management Plan, the balance of the holding periods and the financial impact at the time of actual investment may differ from the Unaudited Pro Forma Financial Information.

As stated in the Circular under the section of 2. ENTERING INTO ASSET MANAGEMENT CONTRACT, the Company intends to carry out investments within the scope of potential investment targets, following certain criteria and choosing appropriate timing. It is assumed that the Company carried out investments through the Asset Management Plan within the scope of potential investment targets as at 31 December 2024, with a cash consideration of RMB20,000 million, that the investments in potential investment targets were classified as financial assets at fair value through profit or loss, with fair values of potential investment targets set as at 31 December 2024, and that stamp duty and related expenses were nil. Detailed investment strategies will be determined depending on market conditions, and the financial impact at the time of actual investment may differ from the Unaudited Pro Forma Financial Information.

3. No adjustment has been made to the Unaudited Pro Forma Financial Information for acquisition-related costs (including fees to legal advisers, reporting accountants, valuer, and other expenses) and the Directors determined that such costs are insignificant.
4. No other adjustments have been made to reflect any of the results of any transactions or other transactions of the Group, the Asset Management Plan and potential investment targets entered into subsequent to 31 December 2024 (in respect of the unaudited pro forma consolidated statement of financial position as at 31 December 2024), as if the Transaction have taken place at 31 December 2024.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS**(1) Disclosure of interests of Directors, Supervisors and chief executives**

As at the Latest Practicable Date, none of the Directors, Supervisors, or chief executives had any interest or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which they are taken or deemed to have under the provisions of the SFO); (ii) which were required to be entered in the register of interests as required to be kept pursuant to section 352 of the SFO; or (iii) which were required to notify the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules.

(2) Disclosure of interests of substantial Shareholders

Name of substantial Shareholders	Capacity	Number of Shares held directly and indirectly	Class of Shares	Nature of interest	Approximate percentage to the total issued share capital of ordinary Shares (%)	Approximate percentage to the relevant class of Shares (%)
MOF ⁽¹⁾	Beneficial owner	22,137,239,084	Domestic Shares	Long position	58.00	90.00
Huijin ⁽²⁾	Beneficial owner	22,137,239,084	Domestic Shares	Long position	58.00	90.00

Name of substantial Shareholders	Capacity	Number of Shares held directly and indirectly	Class of Shares	Nature of interest	Approximate percentage to the total issued share capital of ordinary Shares (%)	Approximate percentage to the relevant class of Shares (%)
National Council for Social Security Fund, PRC	Beneficial owner	2,459,693,232	Domestic Shares	Long position	6.44	10.00
	Beneficial owner	2,431,615,939	H Shares	Long position	6.37	17.92
China COSCO Shipping Corporation Limited ⁽³⁾	Interest of controlled corporation	1,907,845,112	H Shares	Long position	5.00	14.06
DBS Group Holdings Ltd ⁽⁴⁾	Interest of controlled corporation	767,673,611	H Shares	Long position	2.01	5.66
	Interest of controlled corporation	741,775,774	H Shares	Short position	1.94	5.47

Notes:

- (1) As per the Corporate Substantial Shareholder Notice filed by MOF with the Hong Kong Stock Exchange on February 17, 2025, pursuant to the work arrangement of the Party and the State in respect of institutional reform, MOF gratuitously transfers all 22,137,239,084 Domestic Shares of the Company it held to Huijin, but need not to deliver such shares within 4 trading days.
- (2) As per the Corporate Substantial Shareholder Notice filed by Huijin with the Hong Kong Stock Exchange on February 14, 2025, Huijin had been notified that all shares held by MOF, representing approximately 58.00% of the total issued shares in the Company, will be assigned to Huijin.
- (3) As per the Corporate Substantial Shareholder Notice filed by China COSCO Shipping Corporation Limited with the Hong Kong Stock Exchange on December 30, 2016, Oversea Lucky Investment Limited directly held 1,907,845,112 H Shares in the Company. As Oversea Lucky Investment Limited, COSCO SHIPPING Financial Holdings Co., Limited and China Shipping (Group) Company are all controlled corporations directly or indirectly held by China COSCO Shipping Corporation Limited, for the purpose of the Hong Kong SFO, each of COSCO SHIPPING Financial Holdings Co., Limited, China Shipping (Group) Company and China COSCO Shipping Corporation Limited is therefore deemed to be interested in the long position of 1,907,845,112 H Shares in the Company held by Oversea Lucky Investment Limited.
- (4) As per the Corporate Substantial Shareholder Notice filed by DBS Group Holdings Ltd with the Hong Kong Stock Exchange on November 2, 2021, DBS Bank Ltd. directly held 767,673,611 H Shares (Long position) and 741,775,774 H Shares (Short position) in the Company. As DBS Bank Ltd. is a controlled corporation of DBS Group Holdings Ltd, DBS Group Holdings Ltd is therefore deemed to be interested in 767,673,611 H Shares (Long position) and 741,775,774 H Shares (Short position) in the Company held by DBS Bank Ltd.

3. DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors or Supervisors had entered into or proposed to enter into a service contract with the Company which is not determinable within one year without payment of compensation (other than statutory compensation).

4. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or proposed Directors or their respective close associates had any interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Company.

5. DIRECTORS' INTERESTS IN ASSETS OR CONTRACTS OR ARRANGEMENTS OF THE GROUP THAT ARE MATERIAL TO THE GROUP

As at the Latest Practicable Date, none of the Directors was interested, directly or indirectly, in any asset which had been purchased or disposed of by or leased to or by, or were proposed to be acquired or disposed of by or leased to or by any member of the Group since December 31, 2024, being the date to which the latest published audited accounts of the Group were made up. As at the Latest Practicable Date, none of the Directors was materially interested, directly or indirectly, in any contract or arrangement subsisting, which was significant in relation to the business of the Group.

6. LITIGATION

So far as the Directors were aware, as at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration or claim of material importance, nor were the Directors aware that any litigation or arbitration or claim of material importance was pending or threatened by or against any member of the Group.

7. MATERIAL CONTRACTS

No contracts (which are not being entered into in the ordinary course of business) had been entered into by any member of the Group within the two years immediately preceding the Latest Practicable Date and are or may be material or of significance.

8. EXPERT'S QUALIFICATION AND CONSENT

The following is the qualification of the expert who has given opinions and advice which are contained in this circular:

Name	Qualifications
Ernst & Young	Certified Public Accountants

- (1) The above expert has given and has not withdrawn its written consent to the issue of this circular with the inclusion of the text of its letters or references to its names in the form and context in which it appears.
- (2) As at the Latest Practicable Date, the above experts did not have any interest in any equity interest of any member of the Group or any right to subscribe for or nominate others to subscribe for the securities of any member of the Group (whether legally enforceable or not).
- (3) As at the Latest Practicable Date, the above expert did not have any interests, either direct or indirect, in any assets which have been acquired or disposed of by or leased to or by or are proposed to be acquired or disposed of by or leased or by to any member of the Group since December 31, 2024, being the date to which the latest published audited accounts of the Group were made up.

9. GENERAL INFORMATION

- (1) The registered office and headquarters of the Company is at No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC.
- (2) The principal place of business of the Company in Hong Kong is at 12/F, AIA Central, 1 Connaught Road Central, Central, Hong Kong.
- (3) The H Share Registrar of the Company is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (4) The company secretary of the Company is Mr. Ai Jiuchao, a senior economist.
- (5) In case of any discrepancy between the two versions of this circular, the Chinese version shall prevail.

10. DOCUMENTS ON DISPLAY

A copy of each of the following documents will be on display on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.cinda.com.cn) for a period of 14 days from the date of this circular:

- (1) the Asset Management Plan Contract, the Supplemental Contract and the Supplemental Agreement; and
- (2) the written consents referred to in the paragraph headed "Expert's Qualification and Consent" in this appendix.