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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in China Cinda Asset Management Co., Ltd., you should at once hand this circular and the accompanying proxy form of the extraordinary shareholders' meeting to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**China Cinda Asset Management Co., Ltd.**

**中國信達資產管理股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 01359 and 04621 (Preference Shares))**

**RE-ELECTION OF MR. WANG CHANGYUN AS AN INDEPENDENT  
NON-EXECUTIVE DIRECTOR OF THE COMPANY  
RE-ELECTION OF MR. SUN MAOSONG AS AN INDEPENDENT  
NON-EXECUTIVE DIRECTOR OF THE COMPANY  
ELECTION OF MR. WANG PENGCHENG AS AN INDEPENDENT  
NON-EXECUTIVE DIRECTOR OF THE COMPANY  
AND  
NOTICE OF THE 2026 FIRST EXTRAORDINARY  
SHAREHOLDERS' MEETING**

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A notice of convening the 2026 first extraordinary shareholders' meeting of China Cinda Asset Management Co., Ltd. at No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Wednesday, January 21, 2026 is set out on pages 9 to 11 of this circular.

If you wish to appoint a proxy to attend the ESM, you are required to complete and return the accompanying proxy forms in accordance with the instructions printed thereon no later than 24 hours before the time designated for convening the ESM. Completion and return of the proxy forms will not preclude you from attending and voting in person at the ESM or at any adjourned meeting should you so wish.

December 31, 2025

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## DEFINITIONS

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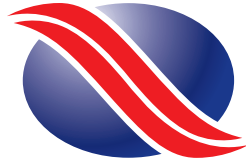
In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of directors of the Company
“(the) Company”	China Cinda Asset Management Co., Ltd., a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange (stock code: 01359)
“Director(s)”	director(s) of the Company
“ESM”	the 2026 first extraordinary shareholders’ meeting of the Company to be held at No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Wednesday, January 21, 2026
“H Share(s)”	ordinary share(s) of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	December 29, 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its printing
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“NFRA”	National Financial Regulatory Administration
“PRC”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(s) of the Company

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## LETTER FROM THE BOARD

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### China Cinda Asset Management Co., Ltd.

### 中國信達資產管理股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 01359 and 04621 (Preference Shares))**

*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

December 31, 2025

*To the Shareholders,*

Dear Sir or Madam,

**RE-ELECTION OF MR. WANG CHANGYUN AS AN INDEPENDENT  
NON-EXECUTIVE DIRECTOR OF THE COMPANY**

**RE-ELECTION OF MR. SUN MAOSONG AS AN INDEPENDENT  
NON-EXECUTIVE DIRECTOR OF THE COMPANY**

**ELECTION OF MR. WANG PENGCHENG AS AN INDEPENDENT  
NON-EXECUTIVE DIRECTOR OF THE COMPANY**

**AND**

**NOTICE OF THE 2026 FIRST EXTRAORDINARY SHAREHOLDERS' MEETING**

#### **1. INTRODUCTION**

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

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## LETTER FROM THE BOARD

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### 2. MATTERS TO BE CONSIDERED AT THE ESM

The ordinary resolutions to be proposed at the ESM for the Shareholders to consider and approve are: (1) the re-election of Mr. WANG Changyun as an independent non-executive director of the Company; (2) the re-election of Mr. SUN Maosong as an independent non-executive director of the Company; and (3) the election of Mr. WANG Pengcheng as an independent non-executive director of the Company.

Details of the matters to be considered at the ESM are set out in the notice of the ESM on pages 9 to 11 of this circular. In order to enable you to have a better understanding of the resolutions to be proposed at the ESM and to make well-informed decisions, the Company has provided detailed information in this circular, including details of the candidates for directors (see Appendix I).

### 3. ESM

The ESM will be held at No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Wednesday, January 21, 2026. The notice of the ESM is set out in this circular.

In order to determine the H Shareholders who are entitled to attend the ESM, the register of H Shareholders of the Company will be closed from Friday, January 16, 2026 to Wednesday, January 21, 2026 (both days inclusive). H Shareholders of the Company who intend to attend the ESM shall deposit the share certificates together with the transfer documents at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 4:30 p.m. on Thursday, January 15, 2026. Shareholders whose names appear on the register of H Shareholders of the Company at the close of business on Thursday, January 15, 2026 are entitled to attend the ESM.

Proxy form for the ESM is enclosed herein and also published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). H Shareholders who intend to attend the ESM by proxy shall complete and return the proxy form to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the time appointed for convening the ESM. Completion and return of the proxy form will not preclude you from attending the ESM and voting in person.

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

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## LETTER FROM THE BOARD

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### 4. RECOMMENDATION

The Board considers that the resolutions set out in the notice of the ESM for consideration and approval by Shareholders are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the ESM.

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

According to the relevant requirements of the Articles of Association and work requirements, the Board nominated Mr. WANG Changyun (“**Mr. WANG** (汪先生)”) and Mr. SUN Maosong (“**Mr. SUN**”) for re-election as independent non-executive directors of the Company and nominated Mr. WANG Pengcheng (“**Mr. WANG** (王先生)”) as an independent non-executive director of the Company. The qualifications of the nominated candidates for directors are in compliance with the relevant laws and regulations and the requirements of the Articles of Association. The terms of office of directors are three years. Mr. WANG (汪先生) and Mr. SUN will continue to perform their duties from the date on which the resolutions on their appointments are approved at the ESM. Mr. WANG (王先生) will assume office upon approval at the ESM and approval of his qualification as director by the NFRA.

The biographical information of Mr. WANG (汪先生) is set out as follows:

Mr. WANG Changyun, born in 1964, has been an independent non-executive director of the Company since September 2022. He currently serves as a professor and a PhD tutor in finance at the School of Finance of Renmin University of China, the head of the Institute of International M&A and Investment of Renmin University of China, and the deputy director of the ESG Research Center of Renmin University of China. He received the Financial Support of the National Science Fund for Distinguished Young Scholars in 2007 and the title of Middle Age Experts with National Outstanding Contribution in 2013. In 2014, he was elected as the Cheung Kong Distinguished Professor of the Ministry of Education. He is also entitled to the Special Government Allowance of the State Council. From 1999 to 2005, he served as a lecturer at the Business School of National University of Singapore. He previously served as the chair of the Applied Finance Department in School of Finance, director of China Financial Policy Research Center and dean of Hanqing Advanced Institute of Economics and Finance of Renmin University of China. He is currently the vice chairman of China Investment Specialty Construction Association, executive director of China Investment Association, director of China Society for Finance and Banking and special auditor of National Audit Office. He is currently the independent director of Agricultural Bank of China Limited, Hexie Health Insurance Co., Ltd., Shenwan Hongyuan Securities Co., Ltd. and Aerospace Science & Technology Finance Co., Ltd. He previously served as the independent director of Bank of China Limited, Beijing Haohua Energy Resource Co., Ltd. and Sunway Co., Ltd. He graduated from Renmin University of China with a bachelor’s degree and a master’s degree in Economics in 1986 and 1989, respectively; he graduated from the University of London with a doctorate in Financial Economics in 1999.

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

Mr. SUN Maosong, born in 1962, has been an independent non-executive director of the Company since September 2022. He is currently a professor and a PhD tutor of the Department of Computer Science and Technology, Tsinghua University, the executive vice president of the Institute for Artificial Intelligence, Tsinghua University, a member of the Degree Evaluation Committee and the chairman of the Computer Degree Evaluation Sub-committee of Tsinghua University, the director of the Massive Online Education Research Center of Tsinghua University, the co-director of the Tsinghua-NUS Next Joint Research Center, the executive director of the Chinese Association for Artificial Intelligence and the chief editor of the Journal of Chinese Information Processing, a national core journal. He is the chief scientist of the National Basic Research Program of China (Program 973) and chief specialist of significant projects under the National Social Science Fund of China. In 2016, he was selected as the “National Excellent Technical Personnel”. In 2020, he was elected as a foreign member of Academia Europaea. In 2021, he was elected as a member of Chinese Association for Artificial Intelligence and Chinese Information Processing Society of China, respectively. He was the dean of the Department of Computer Science and Technology, Tsinghua University from 2007 to 2010. He currently serves as an independent director of Mango Excellent Media Co., Ltd. He graduated from the Department of Computer Science and Technology, Tsinghua University with a bachelor’s degree and a master’s degree in Engineering in 1986 and 1988, respectively. He graduated from the City University of Hong Kong with a doctorate in Philosophy in 2004.

The biographical information of Mr. WANG (王先生) is set out as follows:

Mr. WANG Pengcheng, born in 1970, is currently a professor and a PhD tutor of the Business School of Beijing Technology and Business University, and also serves as the chairman of the Accounting Standards Committee for Business Enterprises of the Accounting Society of China, an expert member of the ESG Specialized Committee, the vice chairman of the CFO Specialized Committee of China Association for Public Companies, a member of the Independent Director Professional Committee, the vice chairman of the Independent Director Working Committee of the Beijing Listed Companies Association, one of the first batch of consultant experts for sustainable disclosure standards of the MOF, a director of the Banking Accounting Society of China, the vice chairman of the ESG Specialized Committee of The Chinese Institute of Business Administration, a member of the Strategic Advisory Committee of Xiamen National Accounting Institute, a member of the MPAcc Advisory Committee of Renmin Business School. He previously served as an associate professor of the School of Accountancy of Central University of Finance and Economics, a partner of Pan-China Certified Public Accountants, the leading partner of financial industry in Greater China of Deloitte Touche Tohmatsu, the managing partner of audit services of Greater China of Ernst & Young. He currently serves as an independent director of the People’s Insurance Company (Group) of China Limited, Sinopec Oilfield Service Corporation and Banma Network Technology Co., Ltd. and an independent non-executive director of MiniMax Group Inc. He graduated from Anshan Iron and Steel College with a bachelor’s degree in Engineering in July 1991; graduated from Dongbei University of Finance & Economics with a master’s degree in Economics in April 1994; and graduated from the Chinese Academy of Financial Sciences with a doctorate in Management in March 2000.



In reviewing the structure of the Board, the Nomination and Remuneration Committee of the Company considers the diversity of the Board members from many aspects, including but not limited to the gender, age, cultural and educational background, professional experience, skills, knowledge and specific needs of the Company. In considering candidates, the Board takes into account the talents, skills and experience required for the overall operation of the Board to maintain an appropriate balance of Board members.

In considering the candidates for independent non-executive directors, the Nomination and Remuneration Committee of the Company has considered the past performance, independence and professional background, knowledge and experience of the candidates for independent non-executive directors. Mr. WANG (汪先生), Mr. SUN, Mr. WANG (王先生) have extensive experience in different fields, including finance, information technology, accounting, etc. In addition, their education, background, experience and practice enable them to provide valuable and relevant insights and contribute to the diversity of the Board.

As mentioned above, the terms of office of Mr. WANG (汪先生) and Mr. SUN shall be three years commencing from the date of approval at the ESM, and the term of office of Mr. WANG (王先生) shall be three years commencing from the date of approval of his qualification as director at the ESM and the approval by the NFRA and he shall be eligible for re-election upon the expiry of his term of office (the term of office of an independent non-executive director shall not exceed six years on an aggregated basis). Mr. WANG (汪先生) and Mr. SUN have entered into service contracts with the Company, and Mr. WANG (王先生) will enter into a service contract with the Company after his qualification is approved by the NFRA. The remuneration of independent non-executive directors shall be implemented in accordance with relevant regulations. The remuneration settlement plan shall be submitted to the Board for consideration and approval after being considered by the Nomination and Remuneration Committee of the Board, and then submitted to the shareholders' meeting of the Company for consideration and approval. The specific remuneration of the Company's directors can be referred to the Company's annual report.

Save as disclosed above, the above candidates for independent non-executive director do not hold any directorships in other listed companies in the past three years, do not hold any other positions in the Company or any of its subsidiaries, and do not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, the above candidates for independent non-executive director do not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)), and have not been subject to any penalty or punishment imposed by China Securities Regulatory Commission or any other relevant authorities or stock exchanges.

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**APPENDIX I                      DETAILS OF THE CANDIDATES FOR DIRECTORS**

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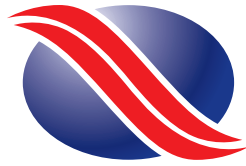
The above candidates for independent non-executive director have confirmed that there is no other matter relating to their nominations that needs to be brought to the attention of the shareholders of the Company, and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The resolutions have been considered and approved at the 11th meeting of the Board in 2025 and are hereby submitted to the ESM for consideration and approval in accordance with the Articles of Association.

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## NOTICE OF THE ESM

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### China Cinda Asset Management Co., Ltd.

### 中國信達資產管理股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 01359 and 04621 (Preference Shares))**

#### **NOTICE OF THE 2026 FIRST EXTRAORDINARY SHAREHOLDERS' MEETING**

**NOTICE IS HEREBY GIVEN** that the 2026 first extraordinary shareholders' meeting (the **"ESM"**) of China Cinda Asset Management Co., Ltd. (the **"Company"**) will be held at No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the People's Republic of China (the **"PRC"**) at 10:00 a.m. on Wednesday, January 21, 2026 for considering and, if thought fit, passing the following resolutions:

#### **Ordinary Resolutions**

1. To consider and approve the re-election of Mr. WANG Changyun as an independent non-executive director of the Company
2. To consider and approve the re-election of Mr. SUN Maosong as an independent non-executive director of the Company
3. To consider and approve the election of Mr. WANG Pengcheng as an independent non-executive director of the Company

#### **Notice of Closure of Register of Members**

The register of holders of H Shares of the Company will be closed from Friday, January 16, 2026 to Wednesday, January 21, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. Any holder of H Shares of the Company who wishes to attend the ESM shall deposit the share certificates together with the transfer documents at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited no later than 4:30 p.m. on Thursday, January 15, 2026. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Thursday, January 15, 2026 will be entitled to attend and vote at the ESM.

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## NOTICE OF THE ESM

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The address of the H Share Registrar of the Company:

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

Details of the above resolutions are set out in the circular for the ESM of the Company dated December 31, 2025. Unless otherwise stated, terms defined in the circular shall have the same meanings in this notice.

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

Beijing, the PRC  
December 31, 2025

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

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## NOTICE OF THE ESM

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*Notes:*

1. The register of members of the Company will be closed from Friday, January 16, 2026 to Wednesday, January 21, 2026 (both days inclusive). Holders of H Shares and domestic shares whose names appear on the register of members of the Company at the close of business on Thursday, January 15, 2026 shall be entitled to attend and vote at the ESM. Holders of H Shares of the Company who wish to attend and vote at the ESM shall lodge all transfer documents accompanied by the relevant share certificates with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, January 15, 2026.
2. A Shareholder entitled to attend and vote at the ESM may appoint one or more persons to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company, but he/she must attend the ESM in person to represent the relevant Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
4. In order to be valid, the proxy form for the ESM, the notarized power of attorney or other authorization document (if any) must be delivered to the Board of Directors' Office of the Company for holders of domestic shares, and to the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares not less than 24 hours before the time designated for convening the ESM (i.e. before 10:00 a.m. on Tuesday, January 20, 2026, Hong Kong time) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the ESM or any adjournment thereof.
5. Pursuant to the Articles of Association, any vote of Shareholders at a shareholders' meeting must be taken by poll. As such, all resolutions set out in the notice of the ESM will be voted on by poll. Voting at the ESM will be taken by poll on site.
6. The ESM is expected to last for half a day. Shareholders (in person or by proxy) attending the ESM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the ESM shall produce their identity documents.
7. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s), and for this purpose, seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint Shareholders.