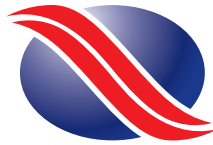

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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 04607 (Preference Shares))

**PROPOSED ISSUANCE OF ONSHORE UNDATED CAPITAL BONDS
AND
NOTICE OF THE 2020 SECOND EXTRAORDINARY GENERAL MEETING**

A notice of convening the extraordinary general meeting of China Cinda Asset Management Co., Ltd. for 2020 at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 9:30 a.m. on Tuesday, December 22, 2020 is set out on pages 7 to 8 of this circular.

If you wish to appoint a proxy to attend the EGM on your behalf, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon no later than 24 hours before the time designated for convening the EGM (i.e. before 9:30 a.m. on December 21, 2020, Hong Kong time) or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting.

December 3, 2020

DEFINITIONS

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

“Additional Tier 1 Capital”	as defined in the Administrative Measures for Capital of Financial Asset Management Companies (Trial) promulgated by the China Banking Regulatory Commission on December 26, 2017 and came into effect on January 1, 2018
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“Company”	China Cinda Asset Management Co., Ltd.
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary shares issued by the Company in the PRC with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
“EGM”	the 2020 second extraordinary general meeting of the Company to be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC on Tuesday, December 22, 2020 at 9:30 a.m.
“H Share(s)”	the ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practical Date”	November 27, 2020, being the latest practical date for ascertaining certain information contained in this circular before publication
“PRC”	the People’s Republic of China, and which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)” or “Ordinary share(s)”	Domestic Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s) of the Company

LETTER FROM THE BOARD



China Cinda Asset Management Co., Ltd.

中國信達資產管理股份有限公司

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

(Stock Code: 01359 and 04607 (Preference Shares))

Executive Directors:

ZHANG Zi'ai
ZHANG Weidong

Non-executive Directors:

HE Jieping
XU Long
WANG Shaoshuang
ZHANG Yuxiang
ZHANG Guoqing
LIU Chong

Independent Non-executive Directors:

ZHU Wuxiang
SUN Baowen
LU Zhengfei
LAM Chi Kuen

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 3, 2020

Dear Shareholders,

**PROPOSED ISSUANCE OF ONSHORE UNDATED CAPITAL BONDS
AND
NOTICE OF THE 2020 SECOND EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM and the information on relevant proposed resolution to be considered at the EGM to enable you to make informed decision on whether to vote for or against the resolution at the EGM.

LETTER FROM THE BOARD

2. MATTER TO BE CONSIDERED AT THE EGM

The special resolution to be proposed at the EGM for Shareholders' consideration and approval is the proposed issuance of onshore undated capital bonds.

Details of the matter to be considered at the EGM are set out in the notice of the EGM on pages 7 to 8 of this circular. In order to enable you to have a better understanding of the resolution to be proposed at the EGM and to make an informed decision in the circumstance where sufficient and necessary information are available, the Company has provided detailed information in this circular, including the Plan on Issuance of Onshore Undated Capital Bonds (see Appendix I).

3. PROPOSED ISSUANCE OF ONSHORE UNDATED CAPITAL BONDS

In order to ensure stable development of the Company in the long run and to effectively replenish the Company's capital, the Company has proposed an issuance of onshore write-down undated capital bonds, in an amount not exceeding RMB22.0 billion. Details of the plan on issuance of onshore undated capital bonds are set out in Appendix I of this circular.

The resolution has been considered and approved at the Board meeting held on December 3, 2020, and it is now submitted to the EGM for consideration and approval as a special resolution.

4. EGM

The EGM will be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 9:30 a.m. on Tuesday, December 22, 2020. The notice of the EGM is set out on pages 7 to 8 of this circular.

In order to determine the H Shareholders who are entitled to attend the EGM, the register of H Shareholders of the Company will be closed from Thursday, December 17, 2020 to Tuesday, December 22, 2020 (both days inclusive). H Shareholders of the Company who intend to attend the EGM shall deposit the share certificates together with the transfer documents at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 4:30 p.m. on Wednesday, December 16, 2020. Shareholders whose names appear on the register of H Shareholders of the Company at the close of business on Wednesday, December 16, 2020 are entitled to attend the EGM.

LETTER FROM THE BOARD

Proxy form for the EGM is enclosed herein and also published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). H Shareholders who intend to attend the EGM by proxy shall complete and return the proxy form to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the time appointed for convening the EGM (i.e. before 9:30 a.m. on December 21, 2020, Hong Kong time). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person at the EGM.

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

In order to prevent and control the COVID-19 epidemic as well as safeguard public health, the Company encourages Shareholder(s) to consider appointing the chairman of the EGM as his or her/their respective representative(s) to vote on the relevant resolution rather than attend the EGM in person.

5. RECOMMENDATION

The Board considers that the resolution set out in the notice of the EGM for consideration and approval by Shareholders is 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 resolution to be proposed at the EGM.

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

The Plan on Issuance of Onshore Undated Capital Bonds is written in Chinese, with no official English translation. The English translation is provided for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail. The full version of the Plan on Issuance of Onshore Undated Capital Bonds is as follows:

THE PLAN ON ISSUANCE OF ONSHORE UNDATED CAPITAL BONDS

I. Size of the bonds issued

Not more than RMB22 billion.

II. Type of instruments

Write-down undated capital bonds.

III. Market of issuance

The domestic market.

IV. Term of the bonds

The bonds will remain outstanding as long as the Company remains in operation.

V. Means of loss absorption

Upon the occurrence of the triggering event as specified in the issuance document, the loss shall be absorbed through a write-down mechanism.

VI. Interest rate

To be determined with reference to market interest rates.

VII. Use of proceeds

To replenish the Additional Tier 1 Capital of the Company.

VIII. Term of validity of the resolution

36 months from the date of consideration and approval at the EGM.

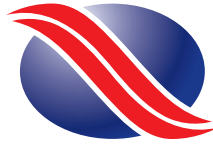
IX. Relevant authorization

In order to ensure the successful issuance of the write-down undated capital bonds, a proposal is submitted to the general meeting for authorizing the Board, and approving the Board to delegate the authority to the chairman or any other person authorized by the chairman, solely or jointly, to exercise full power and to deal with matters in connection with the issuance of write-down undated capital bonds, pursuant to the rules and approval requirements promulgated by relevant regulatory authorities, under the framework and principles as deliberated on and approved at the general meeting and within the validity period of the authorization for the issuance of write-down undated capital bonds, including but not limited to:

- (I) The determination of the specific terms on the issuance of the write-down undated capital bonds, including but not limited to the issuance time, issuance methods, tranches, amounts of issuance, issuance currencies, issuance interest rates, bonds maturity, issuance markets and targets, use of proceeds, etc.;
- (II) All matters related to the issuance of write-down undated capital bonds, including but not limited to the modification, signing, execution of all agreements, contracts and documents related to the issuance of write-down undated capital bonds, engagement of agencies, handling the approval procedures of relevant regulatory authorities, etc.;
- (III) The authorization shall remain valid during the 24 months following the consideration and approval of this authorization plan at the general meeting. If this issuance of the write-down undated capital bonds is not completed before the expiration of the validity period of such authorization, then such authorization will lapse, but the Board has the right to seek approval at the general meeting to extend or renew the validity period of such authorization.

In addition, a proposal is submitted to the general meeting for authorizing the Board, and approving the Board to delegate the authority to the chairman or any other person authorized by the chairman, to deal with all related matters such as coupon payment, redemption and write-down, pursuant to the rules and approval requirements promulgated by relevant regulatory authorities within the term of write-down undated capital bonds.

NOTICE OF THE 2020 SECOND EXTRAORDINARY GENERAL MEETING



China Cinda Asset Management Co., Ltd.

中國信達資產管理股份有限公司

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

(Stock Code: 01359 and 04607 (Preference Shares))

NOTICE OF THE 2020 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 second extraordinary general meeting (the “EGM”) of China Cinda Asset Management Co., Ltd. (the “**Company**”) will be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 9:30 a.m. on Tuesday, December 22, 2020 for considering and, if thought fit, passing the following resolution:

Special Resolution

1. To consider and approve the issuance of onshore undated capital bonds.

Notice of Closure of Register of Members

The register of holders of H Shares of the Company will be closed from Thursday, December 17, 2020 to Tuesday, December 22, 2020 (both days inclusive), during which period no transfer of H Shares will be registered. Any H Shareholder of the Company who wishes to attend the EGM shall deposit the share certificates together with the transfer documents at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited no later than 4:30 p.m. on Wednesday, December 16, 2020. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Wednesday, December 16, 2020 will be entitled to attend and vote at the EGM.

The address of the H Share Registrar of the Company:

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

NOTICE OF THE 2020 SECOND EXTRAORDINARY GENERAL MEETING

Details of the above resolution are set out in the circular for the EGM of the Company dated December 3, 2020. Unless otherwise stated, terms defined in the circular shall have the same meanings in this notice.

By order of the Board
China Cinda Asset Management Co., Ltd.
ZHANG Zi'ai
Chairman

Beijing, the PRC
December 3, 2020

As at the date of this notice, the Board of the Company consists of Mr. ZHANG Zi'ai and Mr. ZHANG Weidong as executive directors, Mr. HE Jieping, Mr. XU Long, Mr. WANG Shaoshuang, Ms. ZHANG Yuxiang, Mr. ZHANG Guoqing and Mr. LIU Chong as non-executive directors, and Mr. ZHU Wuxiang, Mr. SUN Baowen, Mr. LU Zhengfei and Mr. LAM Chi Kuen as independent non-executive directors.

Notes:

1. The register of members of the Company will be closed from Thursday, December 17, 2020 to Tuesday, December 22, 2020 (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 Wednesday, December 16, 2020 shall be entitled to attend and vote at the EGM. Holders of H Shares of the Company who wish to attend and vote at the EGM shall lodge all transfer documents accompanied by the relevant share certificates with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, December 16, 2020.
2. A Shareholder entitled to attend and vote at the EGM may appoint one or more persons to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company, but he/she must attend the EGM in person to represent the relevant Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
4. In order to be valid, the proxy form for the EGM, the notarized power of attorney or other authorization document (if any) must be delivered to the Board of Directors' Office of the Company for holders of domestic shares and at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares not less than 24 hours before the time designated for convening the EGM (i.e. before 9:30 a.m. on Monday, December 21, 2020, Hong Kong time) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof.
5. Pursuant to the Articles of Association of the Company, any vote of Shareholders at a general meeting must be taken by poll. As such, the resolution set out in the notice of the EGM will be voted on by poll.
6. The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.
7. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s), and for this purpose, seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint Shareholders.
8. In order to prevent and control the COVID-19 epidemic as well as safeguard public health, the Company encourages Shareholder(s) to consider appointing the chairman of the EGM as his or her/their respective representative(s) to vote on the relevant resolution rather than attend the EGM in person.