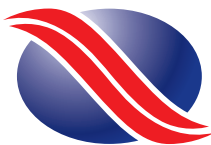


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China Cinda Asset Management Co., Ltd.
中國信達資產管理股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 01359 and 04607 (Preference Shares))

**NOTICE OF THE 2021 FIRST CLASS MEETING FOR EXISTING
PREFERENCE SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the 2021 first class meeting for holders of Existing Preference Shares (the “**Existing Preference Share Class Meeting**”) 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 the later of 9:50 a.m. (Hong Kong time) or immediately after the conclusion of the 2021 first class meeting for holders of H Shares or any adjournment thereof on Tuesday, February 2, 2021 for considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve item by item the following matters in relation to the proposal on non-public issuance of Offshore Preference Shares by the Company:
 - 1.1 type of preference shares to be issued
 - 1.2 number of preference shares to be issued and issue size
 - 1.3 par value and issue price
 - 1.4 maturity
 - 1.5 method of issuance and target investors
 - 1.6 lock-up period
 - 1.7 terms of dividend distribution
 - 1.8 terms of mandatory conversion
 - 1.9 terms of conditional redemption
 - 1.10 limited voting rights and terms of restoration of voting rights

- 1.11 order of priority in liquidation and methods for liquidation
- 1.12 rating arrangements
- 1.13 security arrangements
- 1.14 use of proceeds
- 1.15 listing/trading arrangements
- 1.16 validity period of the resolution for the issuance of Offshore Preference Shares
- 1.17 matters relating to authorisation

Details of the above resolutions are set out in the circular for the Existing Preference Share Class Meeting of the Company dated January 4, 2021. 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

January 4, 2021

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. Information relating to the record date for Existing Preference Shareholders, the procedures for appointing proxies or attending and voting at the Existing Preference Share Class Meeting is set out in Exhibit 1 to this notice.
2. Pursuant to the Articles, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of the Existing Preference Share Class Meeting will be voted by poll.
3. The Existing Preference Share Class Meeting is expected to last for half a day. Holders of Existing Preference Shares (in person or by proxy) attending the Existing Preference Share Class Meeting are responsible for their own transportation and accommodation expenses. Holders of Existing Preference Shares or their proxies attending the Existing Preference Share Class Meeting shall produce their identity documents.
4. In the case of joint holders of Existing Preference Shares, 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 holder(s) of Existing Preference Shares, 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 holding.
5. In order to prevent and control the COVID-19 epidemic as well as safeguard public health, the Company encourages holder(s) of Existing Preference Shares to consider appointing the Tabulation Agent (as defined in Exhibit 1) or its nominee to vote on the relevant resolutions rather than attend the Existing Preference Share Class Meeting in person.

EXHIBIT 1: PROCEDURES FOR ATTENDING AND VOTING AT THE EXISTING PREFERENCE SHARE CLASS MEETING FOR HOLDERS OF EXISTING PREFERENCE SHARES

The Existing Preference Share Class Meeting, which will be held as scheduled at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at the later of 9:50 a.m. (Hong Kong time) or immediately after the conclusion of the 2021 first class meeting for H Shareholders or any adjournment thereof on Tuesday, February 2, 2021, will consider and, if thought fit, pass resolutions on the Offshore Preference Share Issuance Plan, as set out as resolution 1 in the Notice of Existing Preference Share Class Meeting (together, the “**Relevant Resolution**”).

The below sets out additional information in relation to the procedures for attending and voting on the Relevant Resolution at the Existing Preference Share Class Meeting by Holders of Existing Preference Shares.

The Expiration Deadline for submitting instructions by Holders of Existing Preference Shares in the manner described in this notice for the purpose of attending and voting at the Existing Preference Share Class Meeting is Thursday, January 28, 2021 at 11:59 p.m. (Hong Kong time), following which such instructions will be passed on to the Company in accordance with the relevant requirements in the Articles. However, the deadlines set by each Clearing System and any intermediaries for the submission of instructions may be earlier than the relevant deadlines specified in this notice.

Holders of Existing Preference Shares will be entitled to one vote in respect of each outstanding Existing Preference Share held by them as of the EC/CS Record Date.

Any Holder of Existing Preference Shares may submit an Electronic Instruction to (a) appoint the Tabulation Agent (or its nominee) to (i) vote in favour of the Relevant Resolution, (ii) vote against the Relevant Resolution or (iii) submit an abstention vote in respect of the Relevant Resolution, or (b) appoint any other person (including the beneficial owner of the Existing Preference Shares itself) to attend the Existing Preference Share Class Meeting.

However, in order to be valid, an Electronic Instruction must be submitted in respect of a minimum liquidation preference of no less than U.S.\$200,000 (which is equivalent to 10,000 Existing Offshore Preference Shares) and integral multiples of U.S.\$1,000 (which is equivalent to 50 Existing Offshore Preference Shares) in excess thereof.

Holders of Existing Preference Shares should also note that, in relation to resolution 1 as set out in the Notice of Existing Preference Share Class Meeting, if you submit a vote in favour of or against, or submit an abstention vote in respect of, resolution 1, then you will automatically be deemed to have also submitted an equivalent vote in favour of or against, or an abstention vote in respect of (as the case may be), each of sub-items 1 to 17 of resolution 1.

In order to prevent and control the COVID-19 epidemic as well as safeguard public health, the Company encourages the Existing Preference Shareholder(s) to consider appointing the Tabulation Agent or its nominee as his or her/their respective representative(s) to vote on the Relevant Resolution rather than attend the Existing Preference Share Class Meeting in person.

EXISTING PREFERENCE SHARES HELD THROUGH EUROCLEAR OR CLEARSTREAM

As the Existing Preference Shares are held through Euroclear and Clearstream, if you wish to attend the Existing Preference Share Class Meeting and vote on the Relevant Resolution, either in person or by proxy, you may do so by submitting or arranging for the submission of an Electronic Instruction (pursuant to which you may appoint the Tabulation Agent (or its nominee) or any other person (including the beneficial owner of the Existing Offshore Preference Share itself) to attend the Existing Preference Share Class Meeting and vote on the Relevant Resolution) in accordance with the requirements of, and procedures established by, the relevant Clearing System on or before the Expiration Deadline and in the manner described in this notice.

EC/CS Record Date

As the Existing Preference Shares are held through Euroclear and Clearstream, only Holders of Existing Preference Shares as of 5:00 p.m., Central European Time, on the EC/CS Record Date (being Thursday, December 31, 2020) are eligible to attend and vote at the Existing Preference Share Class Meeting.

The transfer of any Existing Preference Shares after the EC/CS Record Date will not have the effect of revoking any Electronic Instruction previously validly given by a Holder, and each properly delivered Electronic Instruction will be counted notwithstanding any transfer of the Existing Preference Shares to which such Electronic Instruction relates, unless the procedures for revoking Electronic Instructions described in this notice have been validly complied with.

Please note that upon a sale of the Existing Preference Shares, it may take a few days for the sale of the Existing Preference Shares to be settled in the relevant transferee's account with the relevant Clearing System and for the relevant records to be updated. As such, while the Existing Preference Shares may have been sold on or prior to the EC/CS Record Date, the original transferor may still be the Holder of record of the relevant Existing Preference Shares on the EC/CS Record Date for the purposes of the Existing Preference Share Class Meeting, in which case such transferor shall be entitled to submit an Electronic Instruction. If you have sold your Existing Preference Shares, or had the Existing Preference Shares sold to you, on or prior to the EC/CS Record Date, you may contact your broker, dealer, bank, custodian, trust company, nominee or other intermediary to determine whether you are the Holder of record of such Existing Preference Shares as of the EC/CS Record Date.

Euroclear/Clearstream Direct Participants

Only Euroclear/Clearstream Direct Participants may submit Electronic Instructions. Beneficial owners of the relevant Existing Preference Shares who wish to participate at the Existing Preference Share Class Meeting and whose Existing Preference Shares are held, as of the EC/CS Record Date, in the name of a broker, dealer, bank, custodian, trust company, nominee or other intermediary, must contact such broker, dealer, bank, custodian, trust company, nominee or other intermediary and instruct them to arrange for the relevant Euroclear/Clearstream Direct Participant through which the Existing Preference Shares are held to deliver its instruction in accordance with the deadlines specified by the relevant Clearing System.

Instructions for Submission of Electronic Instructions

A Holder of Existing Preference Shares must clearly state in its Electronic Instruction:

- (a) the aggregate liquidation preference of the relevant Existing Preference Shares to which the Electronic Instruction relates; and
- (b) whether it appoints the Tabulation Agent (or its nominee) or any other person (including the beneficial owner of the Existing Offshore Preference Share itself) as proxy to attend and vote on the Relevant Resolution proposed at the Existing Preference Share Class Meeting. If you are appointing the Tabulation Agent (or its nominee) to attend the Existing Preference Share Class Meeting and vote on the Relevant Resolution on your behalf, you must indicate in your Electronic Instruction whether you wish for the Tabulation Agent (or its nominee) to vote in favour of or against, or abstain from voting on, the Relevant Resolution. Alternatively, if you are appointing any other person (including the beneficial owner of the Existing Offshore Preference Share itself), you must indicate in your Electronic Instruction the name, address and passport number of the person attending, and the identity of the person attending the Existing Preference Share Class Meeting will be verified before the Existing Preference Share Class Meeting commences.

By submitting an Electronic Instruction, a Holder of Existing Preference Shares is deemed to represent, warrant and undertake to the Company and the Tabulation Agent that the Existing Preference Shares are, on the EC/CS Record Date, held by it in the relevant Clearing System.

Revocation of Electronic Instructions

Subject to the Articles, the requirements of the relevant Clearing System and this paragraph, Electronic Instructions are irrevocable. An Electronic Instruction submitted by or on behalf of a Holder of Existing Preference Shares may be revoked by that Holder by submission to the Tabulation Agent on or before the Expiration Deadline of a revocation instruction, by a properly transmitted message, in accordance with the procedures of the relevant Clearing System only as permitted pursuant to the Articles and the requirements of the relevant Clearing System. Following any such revocation the vote shall lapse.

IMPORTANT INFORMATION

All questions as to the validity, form and eligibility of any Electronic Instruction (including the time of receipt or the compliance of such Electronic Instruction with all applicable laws and regulations and the requirements of the relevant Clearing System) or revocation or revision thereof or delivery of Electronic Instructions will be determined by the Company, in its sole discretion, subject to applicable law, the Articles and the requirements of the relevant Clearing System, which determination will be final and binding.

Subject to applicable law, the Articles and the requirements of the relevant Clearing System:

- (a) the Company's interpretation of the terms and conditions of and validity, form and eligibility of any Electronic Instruction shall be final and binding; and
- (b) the Company may in its absolute discretion reject any Electronic Instruction or elect to treat as valid an Electronic Instruction, in either case, not complying in all respects with the requirements as set out in this notice, and in each case, such determination will (subject as aforesaid) be final and binding.

Unless waived by the Company, any irregularities in connection with any Electronic Instruction must be cured within such time as the Company shall in its absolute discretion determine. None of the Company, the Tabulation Agent or any other person will be under any duty to give notification of any defects or irregularities in such Electronic Instruction, nor will any of such entities or persons incur any liability for failure to give such notification. For the avoidance of doubt, the Tabulation Agent has not given, and will not give, any recommendations or representations with respect to the Relevant Resolution and has not made any recommendation as to whether Holders should participate in the Existing Preference Share Class Meeting or pass the Relevant Resolution.

Any questions or requests for assistance in connection with the procedures for attending and voting at the Existing Preference Share Class Meeting for Holders of Existing Preference Shares (including the delivery of Electronic Instructions) may be directed to The Bank of New York Mellon, London Branch as the Tabulation Agent at One Canada Square London E14 5AL United Kingdom using the following contact details:

Email: debtstructuring@bnymellon.com

Phone: +44 1202 689644

DEFINITION

In this notice, unless the context otherwise requires, the following expressions shall have the following meaning:

“Clearing Systems”	Euroclear and Clearstream (as applicable)
“Clearstream”	Clearstream Banking S.A.
“EC/CS Record Date”	5:00 p.m., Central European Time on Thursday, December 31, 2020, being the time and date for the determination of the Holders of the Existing Preference Shares entitled to attend and vote on the Relevant Resolution at the Existing Preference Share Class Meeting
“Electronic Instruction”	an electronic voting instruction in the form specified by the applicable Clearing System for submission by Euroclear/Clearstream Direct Participants to the Tabulation Agent via the relevant Clearing System prior to the deadlines set out in the Notice of Existing Preference Share Class Meeting and in accordance with the requirements of such Clearing System in order for Holders of the relevant Existing Preference Shares to be able to attend the Existing Preference Share Class Meeting
“Euroclear”	Euroclear Bank SA/NV
“Euroclear/Clearstream Direct Participants”	each person who is shown in the records of Euroclear or Clearstream as a holder of an interest in such Existing Preference Shares

“Existing Preference Shares”	the U.S.\$3,200,000,000 4.45 per cent. Non-Cumulative Perpetual Offshore Preference Shares of the Company in issue with a par value of RMB100 each, which are listed on the Hong Kong Stock Exchange (stock code: 04607) (ISIN: XS1496760239; Common Code: 149676023)
“Expiration Deadline”	the deadline for submitting instructions by Holders of Existing Preference Shares in the manner described in this notice for the purpose of attending and voting at the Existing Preference Share Class Meeting, being Thursday, January 28, 2021 at 11:59 p.m. (Hong Kong time)
“Holder(s) of Existing Preference Shares” or “Holder(s)”	holders of Existing Preference Shares, including the beneficial owners thereto and their respective nominee holders
“Tabulation Agent”	The Bank of New York Mellon, London Branch