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

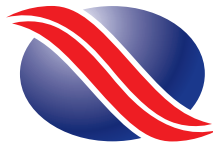
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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

**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 general meeting to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

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

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

**ELECTION OF SUPERVISORS**  
**EXTERNAL DONATION PLAN FOR 2021**  
**AND**  
**NOTICE OF THE 2021 SECOND EXTRAORDINARY GENERAL MEETING**

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A notice of convening the second extraordinary general meeting of China Cinda Asset Management Co., Ltd. for 2021 at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 9:30 a.m. on Friday, August 27, 2021 is set out on pages 9 to 10 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. 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.

August 9, 2021

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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
“Board of Supervisors”	the board of supervisors of the Company
“COVID-19/Pandemic”	Corona Virus Disease 2019
“(our) Company”	China Cinda Asset Management Co., Ltd., a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange (stock code: 01359)
“Director(s)”	director(s) of the Company
“EGM”	the 2021 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 at 9:30 a.m. on Friday, August 27, 2021
“(our) Group”	China Cinda Asset Management Co., Ltd. and its subsidiaries
“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
“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

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## DEFINITIONS

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“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

“Supervisor(s)” supervisor(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 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

August 9, 2021

*Dear Shareholders,*

**ELECTION OF SUPERVISORS  
EXTERNAL DONATION PLAN FOR 2021  
AND  
NOTICE OF THE 2021 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 resolutions to be considered at the EGM to enable you to make informed decisions on whether to vote for or against the resolutions at the EGM.

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## LETTER FROM THE BOARD

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

The ordinary resolution to be proposed at the EGM for Shareholders' consideration and approval is election of Supervisors.

The special resolution to be proposed at the EGM for Shareholders' consideration and approval is the external donation plan for 2021.

Details of the matters to be considered at the EGM are set out in the notice of the EGM on pages 9 to 10 of this circular. In order to enable you to have a better understanding of the resolutions to be proposed at the EGM and to make well-informed decisions, the Company has provided detailed information of candidates for Supervisors in this circular (See Appendix I).

### 3. ELECTION OF SUPERVISORS

Pursuant to the relevant provisions of Corporate Governance Guidelines for Banking and Insurance Institutions issued by China Banking and Insurance Regulatory Commission and the Articles of Association, the external supervisors shall not serve in the Company for a cumulative period of more than six years. In order to ensure that the composition of the external Supervisors under the Board of Supervisors is in compliance with the relevant requirements and to ensure the compliant operation of the Board of Supervisors, the Board of Supervisors has agreed to nominate two candidates to serve as external supervisors of the Company. The specific candidates are as follows:

1. to elect Mr. ZHEN Qinggui as an external Supervisor of the Company.
2. to elect Mr. CAI Xiaoqiang as an external Supervisor of the Company.

The above Supervisor candidates meet the qualification requirements of external supervisors as stipulated in the relevant laws and regulations and the Articles of Association. The term of office of Mr. ZHEN Qinggui and Mr. CAI Xiaoqiang shall be three years from the date of approval of the EGM, and shall be eligible for re-election upon expiry of their terms of office.

Please refer to Appendix I of this circular for the biographical information of the above Supervisor candidates.

Such resolution has been considered and approved at the fourth meeting of the Board of Supervisors in 2021, and is hereby submitted to the EGM for consideration and approval in accordance with the Articles of Association.

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## LETTER FROM THE BOARD

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### 4. EXTERNAL DONATION PLAN FOR 2021

In order to actively fulfill corporate social responsibilities and establish a responsible corporate image, and according to the decisions and relevant deployments of the CPC Central Committee and the State Council on consolidating the achievements of poverty alleviation and promoting rural revitalization comprehensively as well as the requirements of the National Administration for Rural Revitalization, the Company proposes to arrange for the Group to donate RMB26.89 million based on the fund needs for poverty alleviation work in 2021 and the use of poverty alleviation funds in the previous years. The external donation fund is mainly used for the following aspects:

1. The Company externally donates RMB6.75 million, of which RMB3.5 million is donated to Ledu County, Qinghai and RMB600,000 is donated to Lintao County and Hezheng County, Gansu.
2. The subsidiaries externally donate RMB20.14 million, of which RMB19.50 million is donated to Ledu County, Qinghai.

Such resolution has been considered and approved at the fifth Board meeting convened in 2021. According to the Articles of Association and other relevant provisions, this resolution is hereby submitted to the EGM for consideration and approval, and a proposal is also submitted to the EGM for authorizing the Board and approving the Board to reauthorize the President or any other person authorized by the President, to deal with specific matters related to external donations for 2021 (including the adjustment of the limit between the Company and its subsidiaries and the use of donation), in accordance with the regulatory requirements and the fulfilment of social responsibilities by the Company.

### 5. 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 Friday, August 27, 2021. The notice of the EGM is set out in this circular.

In order to determine the holders of H shares who are entitled to attend the EGM, the register of holders of H shares of the Company will be closed from Tuesday, August 24, 2021 to Friday, August 27, 2021 (both days inclusive). Holders of H shares 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, no later than 4:30 p.m. on Monday, August 23, 2021. Shareholders whose names appear on the register of holders of H shares of the Company at the close of business on Monday, August 23, 2021 are entitled to attend the EGM.

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## LETTER FROM THE BOARD

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

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

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 resolutions rather than attend the EGM in person.

### 6. RECOMMENDATION

The Board considers that the resolutions 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 resolutions to be proposed at the EGM.

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



**The detailed information of the Supervisor candidates of the Company is as follows:**

Mr. ZHEN Qinggui, born in 1965, currently serves as the vice chairman of Beijing Zhonglun W&D Law Firm, director of major and material case research center and deputy director of risk control committee thereof, an external director of China Aero Engine Beijing Co., Ltd., the director of China Duty Free (Cambodia) Co., Ltd. and a member of the Intellectual Property Committee of All China Lawyers Association. He once served as an advisory expert of the Supreme Court Intellectual Property Case Guidance Research Center (Beijing) and the deputy director of Trademark Law Professional Committee of Beijing Lawyers Association of the tenth session. From 1987 to 1995, he served as the legal advisor of Shougang Corporation's Legal Affairs Division. He graduated from Peking University with a bachelor's degree in philosophy and a bachelor's degree in law in 1987, graduated from the University of International Business and Economics with a master's degree in international law in 2003, and graduated from Chicago-Kent College of Law, the Illinois Institute of Technology with a master's degree in intellectual property law in 2008.

Mr. CAI Xiaoqiang, born in 1961, currently serves as the Presidential Chair Professor and Associate Vice President of The Chinese University of Hong Kong, Shenzhen, the Vice President of Shenzhen Research Institute of Big Data and the director of Smart City, Transportation and Logistics Big Data Laboratory thereof, and the director of Shenzhen Key Laboratory of IoT Intelligent System and Wireless Network Technology. Mr. CAI is the Academician of the International Academy for Systems and Cybernetic Sciences, a special expert of the National Major Talent Program, a recipient of the Outstanding Young Scientist Award (Overseas Category), a leading talent of the Guangdong Pearl River Scholar, the Class A talent of the Peacock Plan of Shenzhen, and a Fellow of the Hong Kong Institute of Engineers. He received the Distinguished Professor Award from the International Society of Industrial Engineering and Operations Management in 2021. He graduated from Harbin Ship Engineering Institute with a bachelor's degree in automatic control in 1982, graduated from Tsinghua University with a master's degree in control theory in 1985, graduated from Tsinghua University with a doctorate in system engineering in 1988, and conducted postdoctoral researches at the University of Cambridge and the Queen's University of Belfast, UK from 1989 to 1991.

The term of office of the Supervisor candidates shall be three years from the date of approval by the EGM. Upon expiration of the term, the candidates may be re-appointed. The Supervisor candidates have not entered into any service contract with the Company. The remuneration of the Supervisors shall follow the relevant regulations. The Supervisor remuneration settlement scheme will be submitted to the Shareholders' general meeting of the Company for consideration, approval and implementation after being considered according to relevant procedures. The details of the remuneration of the Supervisors of the Company are available in the Company's annual reports.

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**APPENDIX I            BIOGRAPHIES OF CANDIDATES FOR SUPERVISORS**

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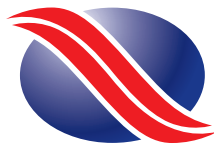
Save as disclosed above, the Supervisor candidates did not hold any directorship in any other public companies listed in Hong Kong or any overseas securities markets in the past three years, do not hold any other positions in the Company or any of its subsidiaries, and do not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of the circular, the Supervisor candidates 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)). The Supervisor candidates have not been subject to any punishment imposed by the China Securities Regulatory Commission or any other relevant authorities and stock exchanges.

The Supervisor candidates respectively confirm that there is no other matter relating to their appointment that needs to be brought to the attention of the Shareholders of the Company, nor is there any other information that needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange.

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## NOTICE OF THE EGM

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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 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2021 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 People’s Republic of China (the “**PRC**”) at 9:30 am on Friday, August 27, 2021 for considering and, if thought fit, passing the following resolution:

#### **Ordinary Resolution**

1. To consider and approve the election of Supervisors.

#### **Special Resolution**

2. To consider and approve the external donation plan for 2021.

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

The register of holders of H Shares of the Company will be closed from Tuesday, August 24, 2021 to Friday, August 27, 2021 (both days inclusive), during which period no transfer of H Shares will be registered. Any holder of H Shares of the Company who wishes to attend the EGM shall deposit the share certificates together with the transfer documents at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited no later than 4:30 p.m. on Monday, August 23, 2021. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Monday, August 23, 2021 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

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## NOTICE OF THE EGM

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Details of the above resolution are set out in the circular for the EGM of the Company dated August 9, 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  
August 9, 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. The register of members of the Company will be closed from Tuesday, August 24, 2021 to Friday, August 27, 2021 (both days inclusive). Holders of H Shares and domestic shares whose names appear on the register of members of the Company at the close of business on Monday, August 23, 2021 shall be entitled to attend and vote at the EGM. Holders of H Shares of the Company who wish to attend and vote at the EGM shall lodge all transfer documents accompanied by the relevant share certificates with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, August 23, 2021.
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 am on Thursday, August 26, 2021, 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.