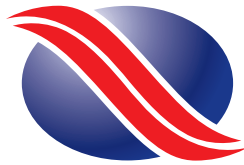

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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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))

**ISSUANCE PLAN OF TIER-2 CAPITAL BONDS
AND
NOTICE OF THE 2022 THIRD
EXTRAORDINARY GENERAL MEETING**

A notice of convening the 2022 third extraordinary general meeting of China Cinda Asset Management Co., Ltd. at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC on Monday, July 25, 2022 at 10:00 a.m. is set out on pages 7 to 8 of this circular.

If you wish to appoint a proxy to attend the EGM, 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 EGM. Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

July 8, 2022

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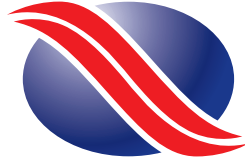
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DEFINITIONS

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 |
| “Board” | the board of directors of the Company |
| “CBIRC” | the China Banking and Insurance Regulatory Commission |
| “(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) |
| “COVID-19/Pandemic” | Corona Virus Disease 2019 |
| “Director(s)” | director(s) of the Company |
| “EGM” | the third extraordinary general meeting of the Company in 2022 to be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Monday, July 25, 2022 |
| “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 |
| “PRC” | People’s Republic of China, for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “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 |

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:

HE Jieping
WANG Shaoshuang
CHEN Xiaowu
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

July 8, 2022

To the Shareholders

Dear Sir or Madam,

**ISSUANCE PLAN OF TIER-2 CAPITAL BONDS
AND
NOTICE OF THE 2022 THIRD
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 issuance plan of tier-2 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 well-informed decision, the Company has provided the issuance plan of tier-2 capital bonds (See Appendix I) in this circular.

3. EGM

The EGM will be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Monday, July 25, 2022. 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 Wednesday, July 20, 2022 to Monday, July 25, 2022 (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 Tuesday, July 19, 2022. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Tuesday, July 19, 2022 are entitled to attend the EGM.

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). 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 resolution rather than attend the EGM in person.

LETTER FROM THE BOARD

4. 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 Weidong

Executive Director

The major details of the issuance plan of tier-2 capital bonds are as follows:

(I) SIZE OF THE BONDS ISSUED

The issue size of the bonds shall be not more than RMB10 billion, which may be issued in one or several tranches.

(II) NATURE OF THE BONDS ISSUED

Tier-2 capital bonds for capital supplement of the Company in conformity with requirements of the CBIRC.

(III) MARKET OF THE BONDS ISSUED

Domestic market.

(IV) TERM OF THE BONDS ISSUED

Not less than 5 years, with conditional issuer redemption right at the end of the fifth year (5 + 5 years) or the tenth year (10 + 5 years). The issuer has the right, subject to the prior approval of the CBIRC, to redeem all or part of the bonds issued at face value.

(V) MEANS OF LOSS ABSORPTION

Upon the occurrence of the triggering events specified in the issuance documents, the loss shall be absorbed by means of write-down.

(VI) INTEREST RATE

Determined with reference to market rates.

(VII) USE OF PROCEEDS

The proceeds raised from the issuance of tier-2 capital bonds shall be used to replenish the capital of the Company, in accordance with current laws and regulations, approvals granted by regulatory authorities and the relevant provisions of the industrial policy of the PRC.

(VIII) VALIDITY PERIOD OF THE RESOLUTION

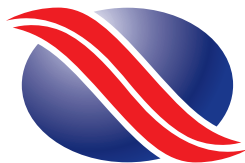
24 months from the date of approval by the EGM.

In order to ensure the smooth implementation of the issuance of tier-2 capital bonds, it is proposed to the general meeting to authorize the Board, which will in turn delegate the authority to the senior management or other persons authorized by the senior management, to solely or jointly determine and handle matters relating to the issuance of tier-2 capital bonds within the validity period of the authorization for the issuance of tier-2 capital bonds in accordance with the regulations and approval requirements promulgated by the relevant regulatory authorities and under the framework and principles considered and approved at the general meeting. The content and scope of the authorization include but are not limited to:

- (1) to determine the specific terms of the issuance of tier-2 capital bonds, including but not limited to determining the time of issuance, method of issuance, tranches of issuance, size of issuance, currency of issuance, interest rate of issuance, term of bonds, market and target of issuance and use of proceeds;
- (2) to deal with all relevant matters in relation to the issuance of tier-2 capital bonds, including but not limited to amending, signing and implementing all agreements, contracts and documents in relation to the issuance of tier-2 capital bonds, engaging intermediaries and handling the relevant regulatory authorities' approval procedures.
- (3) The term of the authorization is 24 months from the date on which the resolution on the authorization is considered and approved at the EGM; if the Company fails to complete the issuance of tier-2 capital bonds upon the expiry of the authorization period, the authorization will lapse, but the Board is entitled to propose to the general meeting to approve the extension of the authorization period or the new authorization.

In addition, it is proposed to the general meeting to authorize the Board, which will in turn delegate the authority to the senior management or other persons authorized by the senior management, to deal with all relevant matters such as interest payment, redemption and write-down in accordance with the regulations and approval requirements promulgated by the relevant regulatory authorities during the term of the tier-2 capital bonds.

NOTICE OF THE EGM



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 2022 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 third 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 10:00 a.m. on Monday, July 25, 2022 for considering and, if thought fit, passing the following resolution:

Special Resolution

1. To consider and approve the issuance plan of tier-2 capital bonds.

Notice of Closure of Register of Members

The register of holders of H Shares of the Company will be closed from Wednesday, July 20, 2022 to Monday, July 25, 2022 (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 Tuesday, July 19, 2022. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Tuesday, July 19, 2022 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 EGM

Details of the above resolution are set out in the circular for the EGM of the Company dated July 8, 2022. 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
Executive Director

Beijing, the PRC
July 8, 2022

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. HE Jieping, Mr. WANG Shaoshuang, Mr. CHEN Xiaowu, 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 Wednesday, July 20, 2022 to Monday, July 25, 2022 (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 Tuesday, July 19, 2022 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 Tuesday, July 19, 2022.
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 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 EGM (i.e. before 10:00 a.m. on Sunday, July 24, 2022, Hong Kong time) or any adjournment thereof (as the case may be). Please note that July 23, 2022 and July 24, 2022 are not working days in Hong Kong and Computershare Hong Kong Investor Services Limited's offices will not be open on these days for physical delivery of the proxy form. 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.