
THIS SUPPLEMENTARY CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplementary 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 supplementary circular and the accompanying supplementary proxy form 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))

**SUPPLEMENTARY CIRCULAR TO AGM FOR 2018
IN RELATION TO
THE TRANSFER OF EQUITY INTEREST IN HAPPY LIFE AND
RELEVANT AUTHORIZATION
AND
SUPPLEMENTARY NOTICE OF AGM FOR 2018**

This supplementary circular (the “**Supplementary Circular**”) should be read in conjunction with the circular dated May 10, 2019 (the “**First Circular**”) to shareholders of China Cinda Asset Management Co., Ltd. (the “**Shareholders**”).

A notice of convening the AGM 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 Tuesday, June 25, 2019 at 9:00 a.m. is set out in the First Circular. The supplementary notice of AGM for 2018 (the “**Supplementary Notice**”) is set out on pages 5 to 6 in this Supplementary Circular.

A supplementary proxy form for the AGM of the Company for 2018 (the “**Supplementary Proxy Form**”) is enclosed herein and is available on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). The accompanying Supplementary Proxy Form in this Supplementary Circular will replace the proxy form in the First Circular. If you wish to appoint a proxy to attend the AGM on your behalf, you are required to complete and return the accompanying Supplementary Proxy Form in accordance with the instructions printed thereon no later than 24 hours before the time appointed for holding the AGM (i.e. no later than 9:00 a.m. on Monday, June 24, 2019, Hong Kong time) or any adjournment thereof (as the case may be). Completion and return of the Supplementary Proxy Form will not preclude you from attending and voting in person at the AGM should you so wish.

June 11, 2019

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DEFINITIONS

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

“AGM”	the annual general meeting for 2018 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, June 25, 2019 at 9:00 a.m.
“Articles”	the current Articles of Association of China Cinda Asset Management Co., Ltd.
“Board”	the board of directors of the Company
“Happy Life”	Happy Life Insurance Co., Ltd. in which the Company holds 50.995% equity interests and is a controlling shareholder
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“(our) Company”	China Cinda Asset Management Co., Ltd., a joint stock limited company incorporated in the PRC with its H Shares listed on the Hong Kong Stock Exchange
“PRC”	the People’s Republic of China excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region, the People’s Republic of China and Taiwan
“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
Chen Xiaozhou

Non-executive Directors:

He Jieping
Xu Long
Yuan Hong
Zhang Guoqing
Liu Chong

Independent non-executive Directors:

Chang Tso Tung, Stephen
Xu Dingbo
Zhu Wuxiang
Sun Baowen

Registered address:

No. 1 Building
9 Naoshikou Street, Xicheng District
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*Principal place of business
in Hong Kong:*

12/F
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1 Connaught Road Central
Central, Hong Kong

To the Shareholders,

**SUPPLEMENTARY CIRCULAR TO AGM FOR 2018
IN RELATION TO
THE TRANSFER OF EQUITY INTEREST IN HAPPY LIFE AND
RELEVANT AUTHORIZATION
AND
SUPPLEMENTARY NOTICE OF AGM FOR 2018**

June 11, 2019

1. INTRODUCTION

This Supplementary Circular shall be read in conjunction with the First Circular.

The form and procedures of the proposal of additional resolution is in compliance with the applicable laws and regulations and the Articles.

LETTER FROM THE BOARD

The purpose of this Supplementary Circular is to provide you with the Supplementary Notice of AGM (which is set out on pages 5 to 6 herein) and all information on the additional resolution which is reasonably necessary to enable you to make an informed decision on the additional resolution.

2. ADDITIONAL RESOLUTION

To consider and approve the transfer of equity interest in Happy Life and relevant authorization

Happy Life, the financial platform of the Company that operates the life insurance business, is held as to 50.995% by the Company, being its controlling shareholder. To implement relevant regulatory spirit as well as to optimize and integrate platform resources of subsidiaries, the Company proposed at the AGM to approve the transfer of all the equity interests in Happy Life held by the Company (the “**Equity Transfer**”). Details of the Equity Transfer are as follows:

- (1) The Company will transfer all its equity interests held in Happy Life, i.e. 5,165,985,442 shares and accounting for 50.995% of equity interests of Happy Life, by way of public bidding through the provincial or above level equity exchange. The base price for listing shall be no less than the asset valuation result of Happy Life, as of March 31, 2019, being the evaluation benchmark date. All shares will be transferred to a single buyer or a group of joint buyers in a single transaction.
- (2) To facilitate the smooth implementation of the Equity Transfer, it is proposed at the AGM that authorization shall be granted to the Board and extended to the chairman of the Board and his authorized management or other personnel to decide on the particulars related to the Equity Transfer, including but not limited to the proportion, pricing and timing of the Equity Transfer, the qualification of transferee and the equity transfer agreement, etc., make relevant adjustment based on the changes in market conditions, enter into relevant legal documents required to be signed by the Company as the transferor, and handle necessary procedures for the Equity Transfer.

After formulating the principal terms of the Equity Transfer, the Company will conduct applicable size tests according to Rule 14.07 of the Listing Rules and comply with other applicable requirements of the Listing Rules. As required by the Articles of the Company, this matter shall be considered by the Shareholders at the shareholders’ general meeting and passed by way of special resolution. The Equity Transfer shall also be subject to the approval from relevant regulatory authorities.

The above resolution has been considered and passed at the fourth meeting of the Board in 2019, and is hereby proposed at the AGM for consideration.

LETTER FROM THE BOARD

3. AGM

The Supplementary Notice is set out on pages 5 to 6 herein. The AGM will be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC on Tuesday, June 25, 2019 at 9:00 a.m. as scheduled.

Please refer to the First Circular and the notice of AGM for 2018 of the Company dated May 10, 2019 for details of other resolutions to be considered at the AGM, eligibility for attending the AGM, registration procedures, the closure of share register of members, the poll at the AGM and other relevant matters.

4. RECOMMENDATION

The Board considers that the additional resolution set out above is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the above resolution to be proposed at the AGM.

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



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SUPPLEMENTARY NOTICE OF AGM FOR 2018

Reference is made to the notice of annual general meeting for 2018 (the “AGM”) of China Cinda Asset Management Co., Ltd. (the “Company”) dated May 10, 2019, which set out the resolutions to be considered by Shareholders at the AGM to be held at Conference Room 1111, 11th Floor, No. 1 Building, 9 Naoshikou Street, Xicheng District, Beijing, the PRC at 9:00 a.m. on Tuesday, June 25, 2019. Unless the context otherwise requires, capitalized terms used in this Supplementary Notice shall have the same meanings as those defined in the circular and the Supplementary Circular of the Company dated May 10, 2019 and June 11, 2019, respectively.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the AGM will be held as scheduled. In addition to the resolutions set out in the notice of AGM dated May 10, 2019 of the Company, the following resolution will also be considered and approved:

SPECIAL RESOLUTION

10. To consider and approve the transfer of equity in Happy Life and relevant authorization

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

June 11, 2019

Notes:

1. Save as the additional proposed resolution, there is no any other change to the resolutions set out in the notice of AGM dated May 10, 2019. For details of other resolutions and other related matters to be considered at the AGM, please refer to the notice of AGM and the circular of the Company dated May 10, 2019.
2. As the proxy form enclosed in the circular dated May 10, 2019 (the “**First Proxy Form**”) does not contain the additional proposed resolution set out in this Supplementary Circular, a new proxy form (the “**Supplementary Proxy Form**”) has been prepared and is enclosed herein.

SUPPLEMENTARY NOTICE OF AGM FOR 2018

3. The Supplementary Proxy Form for use at the AGM is enclosed herein and is available on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.cinda.com.cn). Whether you attend the AGM or not, you are required to complete and return the accompanying Supplementary Proxy Form in accordance with the instructions printed thereon no later than 24 hours before the time appointed for holding the AGM (i.e. no later than 9:00 a.m. on Monday, June 24, 2019, Hong Kong time) or any adjournment thereof (as the case may be). Completion and return of the Supplementary Proxy Form will not preclude you from attending and voting in person at the AGM should you so wish.
4. A Shareholder who has not yet lodged the First Proxy Form in accordance with the instructions printed thereon is required to lodge the Supplementary Proxy Form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the First Proxy Form should not be lodged.
5. A Shareholder who has already lodged the First Proxy Form in accordance with the instructions printed thereon should note that:
 - (i) If no Supplementary Proxy Form is lodged in accordance with the instructions printed thereon, the First Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the First Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolution set out in this Supplementary Notice.
 - (ii) If the Supplementary Proxy Form is lodged in accordance with the instructions printed thereon before 24 hours prior to the time appointed for holding the AGM or any adjournment thereof (the “**Closing Time**”), the Supplementary Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed.
 - (iii) If the Supplementary Proxy Form is lodged after the Closing Time, the Supplementary Proxy Form will be deemed invalid. It will not revoke the First Proxy Form previously lodged by the Shareholder. The First Proxy Form will be treated as a valid proxy form if duly completed. The proxy appointed under the First Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolution set out in this Supplementary Notice.
6. Shareholders are reminded that completion and return of the First Proxy Form and/or the Supplementary Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof.