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**SHENGJING BANK CO., LTD.\***  
**盛京銀行股份有限公司\***

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

**(Stock Code: 02066)**

**NOTICE OF 2017 FIRST EXTRAORDINARY GENERAL MEETING**

Reference is made to the announcement issued by Shengjing Bank Co., Ltd. (the “**Bank**”) on 13 February 2017 in relation to, among other things, the extension of the validity period of the proposed plan for the A Share Offering (including the authorisation to the Board to handle all matters in connection with the A Share Offering). Unless otherwise indicated, capitalised terms used in this notice shall have the same meaning as those defined in the announcement dated 13 February 2017.

**NOTICE IS HEREBY GIVEN** that the 2017 first extraordinary general meeting (the “**Meeting**”) of the Bank will be held at Room 604, 6/F, No. 109 Beizhan Road, Shenhe District, Shenyang, Liaoning Province, the PRC at 10 a.m. on Thursday, 6 April 2017 to consider and, if thought fit, to pass the following resolution:

**SPECIAL RESOLUTION**

1. To consider and approve the Extension of the Validity Period of the Proposed Plan for the A Share Offering (including the Authorisation to the Board to Handle All Matters in connection with the A Share Offering).

By order of the Board  
**Shengjing Bank Co., Ltd.**  
**ZHOU Zhi**  
*Joint Company Secretary*

Shenyang, Liaoning, China  
17 February 2017

*As at the date of this notice, the executive directors of the Bank are WANG Chunsheng, WANG Yigong, WU Gang and SUN Yongsheng; the non-executive directors of the Bank are LI Yuguo, LI Jianwei, ZHAO Weiqing, YANG Yuhua and LIU Xinfa; and the independent non-executive directors of the Bank are YU Yongshun, LAU Chi Pang, BA Junyu, SUN Hang and DING Jiming.*

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of resolutions at the Meeting will be taken by poll except where the chairperson, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the voting results will be published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.shengjingbank.com.cn](http://www.shengjingbank.com.cn)) in accordance with the Listing Rules.

## **2. Closure of register of members and eligibility for attending and voting at the Meeting**

Holders of H Shares of the Bank are advised that the register of members of the Bank will be closed from Tuesday, 7 March 2017 to Thursday, 6 April 2017 (both days inclusive), during which time no transfer of H Shares of the Bank will be effected or registered.

In order to qualify for attending and voting at the Meeting, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by 4:30 p.m. on Monday, 6 March 2017.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Monday, 6 March 2017 are entitled to attend and vote at the Meeting.

## **3. Reply slip**

Holders of H Shares who intend to attend and vote at the Meeting must complete and lodge the accompanying reply slip and return it to the Bank’s H Share Registrar on or before Friday, 17 March 2017. The reply slip may be delivered by hand, by post or by fax to the Bank’s H Share Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at the Meeting.

However, the failure to return the reply slip may result in an adjournment of the Meeting, if the number of Shares carrying the right to vote represented by the Shareholders proposing to attend the Meeting by reply slip does not reach more than half of the total number of Shares of the Bank carrying the right to vote at the Meeting.

## **4. Proxy**

Each Shareholder who has the right to attend and vote at the Meeting is entitled to appoint one or more proxies, whether or not they are members of the Bank, to attend and vote on his/her behalf at the Meeting.

A proxy must be appointed by an instrument in writing. Such instrument must be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument must be signed under a legal person’s seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy must be deposited at the Bank’s H Share Registrar 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 specified for the holding of the Meeting or any adjournment thereof (as the case may be).

If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other documents of authority under which the instrument is signed must be notarised. The notarised power of attorney or other document of authority must be deposited together and at the same time with the instrument appointing the proxy at the Bank's H Share Registrar.

**5. Other businesses**

(i) The Meeting is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting are responsible for their own traveling and accommodation expenses.

(ii) The address of Computershare Hong Kong Investor Services Limited is:

17M Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
Tel No.: (852) 2862 8628  
Fax No.: (852) 2865 0990

**6.** Unless otherwise stated, terms defined in the announcement of the Bank dated 13 February 2017 have the same meanings when used in this notice.

\* *Shengjing Bank Co., Ltd. is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking and/or deposit-taking business in Hong Kong.*