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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 2018 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 first extraordinary general meeting (the “**Meeting**”) of Shengjing Bank Co., Ltd. (the “**Bank**”) will be held at Room 604, 6/F, No. 109 Beizhan Road, Shenhe District, Shenyang, Liaoning Province, the PRC at 1:30 p.m. on Wednesday, 28 February 2018 to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

1. Proposed election of Mr. Zhang Qiyang as executive director of the sixth session of the Board;
2. Proposed election of Mr. Zhang Qiang as executive director of the sixth session of the Board;
3. Proposed election of Mr. Wang Yigong as executive director of the sixth session of the Board;
4. Proposed election of Mr. Wu Gang as executive director of the sixth session of the Board;
5. Proposed election of Mr. Qiu Huofa as non-executive director of the sixth session of the Board;
6. Proposed election of Mr. Liu Yanxue as non-executive director of the sixth session of the Board;
7. Proposed election of Mr. Li Jianwei as non-executive director of the sixth session of the Board;
8. Proposed election of Mr. Li Yuguo as non-executive director of the sixth session of the Board;

9. Proposed election of Mr. Yuen Wing Shing as non-executive director of the sixth session of the Board;
10. Proposed election of Mr. Zhao Weiqing as non-executive director of the sixth session of the Board;
11. Proposed election of Mr. Ni Guoju as independent non-executive director of the sixth session of the Board;
12. Proposed election of Mr. Jiang Ce as independent non-executive director of the sixth session of the Board;
13. Proposed election of Mr. Tai Kwok Leung, Alexander as independent non-executive director of the sixth session of the Board;
14. Proposed election of Mr. Xing Tiancai as independent non-executive director of the sixth session of the Board;
15. Proposed election of Mr. Li Jinyi as independent non-executive director of the sixth session of the Board;
16. Proposed election of Mr. Pan Wenge as shareholder representative supervisor of the sixth session of the supervisory board;
17. Proposed election of Mr. Liu Huidi as shareholder representative supervisor of the sixth session of the supervisory board;
18. Proposed election of Mr. Yu Haobo as shareholder representative supervisor of the sixth session of the supervisory board;
19. Proposed election of Mr. Ba Junyu as external supervisor of the sixth session of the supervisory board;
20. Proposed election of Mr. Sun Hang as external supervisor of the sixth session of the supervisory board;
21. Proposed election of Mr. Dai Qiang as external supervisor of the sixth session of the supervisory board;

SPECIAL RESOLUTIONS

22. Proposed amendments to the articles of association;
23. Proposed issuance of financial bonds.

By order of the Board
Shengjing Bank Co., Ltd.
Chairman
ZHANG Qiyang

Shenyang, Liaoning, China
13 January 2018

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) and the Bank (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 Monday, 29 January 2018 to Wednesday, 28 February 2018 (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 Friday, 26 January 2018.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Friday, 26 January 2018 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 Thursday, 8 February 2018. 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 circular dated 13 January 2018 have the same meanings when used in this notice.

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

* *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.*