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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)

CHANGE IN COMPANY SECRETARY, SECRETARY OF THE BOARD AND AUTHORISED REPRESENTATIVE

The board of directors (the “**Board**”) of Shengjing Bank Co., Ltd. (the “**Bank**”) announces that Mr. Bao Hong (“**Mr. Bao**”) has resigned as a joint company secretary, the secretary of the Board and an authorised representative of the Bank with effect from 2 February 2015. Mr. Bao has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Bank and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board further announces that Mr. Zhou Zhi (“**Mr. Zhou**”) has been appointed as a joint company secretary, the secretary of the Board and an authorised representative of the Bank with effect from 2 February 2015.

Mr. Zhou, aged 46, obtained a master’s degree in business administration from Liaoning University in December 2008. Mr. Zhou has been a senior economist as accredited by the Human Resources Department of Liaoning Province since 2003. Mr. Zhou has over 20 years of experience in banking business operation and management. He joined the Nanhu Sub-branch of Shenyang Cooperative Bank, the Bank’s predecessor, in August 1991. From August 1991 to May 2005, Mr. Zhou successively worked as an employee of the securities department and the City Plaza business department, assistant to the general manager, deputy general manager of the market development department, and deputy director of the development strategy research centre of the Bank (including its predecessor). From May 2005 to June 2006, Mr. Zhou served as the deputy director in the president’s office of the Bank. Mr. Zhou has served as the director of the supervisors’ office and the deputy director of the development strategy research centre of the Bank since June 2006.

EXTENSION OF WAIVER REGARDING THE QUALIFICATION AND EXPERIENCE OF A JOINT COMPANY SECRETARY

The Bank refers to its prospectus dated 15 December 2014, in which it is stated that the Stock Exchange had granted a waiver to the Bank from strict compliance with the requirements of Rules 3.28 and 8.17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) regarding Mr. Bao’s position as joint company secretary of the Bank for an initial period of three years from the date on which dealings in the H shares of the Bank first commenced on the Stock Exchange (the “**Initial Waiver**”). The Initial Waiver was granted by the Stock Exchange on the condition that the Bank engages Ms. Kwong Yin Ping Yvonne (“**Ms. Kwong**”), who meets the requirements under Note 1 to Rule 3.28 of the Listing Rules, as a joint company secretary of the Bank to assist Mr. Bao in the discharge of his duties as a joint company secretary of the Bank and in gaining the relevant experience as required under Note 2 to Rule 3.28 of the Listing Rules.

As a result of Mr. Bao's resignation as a joint company secretary of the Bank and the appointment of Mr. Zhou to fill the vacancy of the joint company secretary of the Bank, the Bank has made a submission to the Stock Exchange to request that the Initial Waiver regarding the application of Rules 3.28 and 8.17 of the Listing Rules in respect of Mr Bao's qualification and experience as a joint company secretary of the Bank be extended to Mr. Zhou for a period of three years from the effective date of his appointment (the "**Waiver Period**"). The Stock Exchange has agreed to extend the Initial Waiver to Mr. Zhou.

The extension of the Initial Waiver is granted on the condition that, (i) Mr. Zhou will be assisted by Ms. Kwong during the Waiver Period. The extension of the Initial Waiver will be revoked immediately when Ms. Kwong ceases to be a joint company secretary of the Bank; and (ii) at the end of the Waiver Period, the Bank is required to demonstrate to the Stock Exchange's satisfaction that Mr. Zhou, having had the benefit of Ms. Kwong's assistance, satisfies the requirements under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

On behalf of the Board
Shengjing Bank Co., Ltd.
ZHANG Yukun
Chairperson

Shenyang, Liaoning, China
3 February 2015

As at the date of this announcement, the executive directors of the Bank are ZHANG Yukun, WANG Chunsheng, ZHAO Guangwei, WANG Yigong and WU Gang; the non-executive directors of the Bank are LI Yuguo, LI Jianwei, ZHAO Weiqing, YANG Yuhua 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 authorized 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 authorized to carry on banking and/or deposit-taking business in Hong Kong.*