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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 adviser.

If you have sold or transferred all your shares in **Shengjing Bank Co., Ltd.***, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS
PROPOSED RE-ELECTION AND ELECTION OF SUPERVISORS
AND
NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 1 to 18 of this circular.

A notice convening the EGM to be held at Room 604, 6/F, No. 109 Beizhan Road, Shenhe District, Shenyang, Liaoning Province, the PRC at 10:00 a.m. on Thursday, 22 February 2024 is set out on pages 19 to 22 of this circular.

Whether or not you are able to attend and/or vote at the EGM in person, you are requested to complete and return (i) the accompanying reply slip in accordance with the instructions printed thereon on or before Friday, 2 February 2024 to the H Share Registrar and (ii) the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time appointed for convening the EGM or any adjournment thereof (as the case may be) to the H Share Registrar. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

9 January 2024

* *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.*

CONTENTS

| | <i>Page</i> |
|--|-------------|
| DEFINITIONS | ii |
| LETTER FROM THE BOARD | 1 |
| APPENDIX I – NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING | 19 |

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings.

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| “Articles of Association” | the articles of association of the Bank, as amended, supplemented or otherwise modified from time to time |
| “Bank” | Shengjing Bank Co., Ltd. (盛京銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange |
| “Board” | the board of Directors of the Bank |
| “Director(s)” | the director(s) of the Bank |
| “PRC” or “China” | the People’s Republic of China and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “NAFR Liaoning Bureau” | the Liaoning Bureau of the National Administration of Financial Regulation |
| “EGM” | the 2024 first extraordinary general meeting of the Bank to be held at Room 604, 6/F, No. 109 Beizhan Road, Shenhe District, Shenyang, Liaoning Province, the PRC at 10:00 a.m. on Thursday, 22 February 2024 |
| “H Shares” | overseas-listed foreign ordinary shares in the share capital of the Bank with nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars |
| “H Shareholder(s)” | the holder(s) of the H Share |
| “HK\$” or “Hong Kong dollars” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “independent Director(s)” or “independent non-executive Director(s)” | the independent Director(s) referred to the Articles of Association and the independent non-executive Director(s) under the Listing Rules |

DEFINITIONS

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| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “Ordinary Share(s)” or “Share(s)” | ordinary shares with nominal value of RMB1.00 each in the Bank’s share capital, including Domestic Shares and H Shares |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Supervisory Board” | the supervisory board of the Bank |
| “Supervisor(s)” | the supervisor(s) of the Bank |
| “Shareholder(s)” | the holder(s) of the ordinary shares |
| “State Council” | the State Council of the People’s Republic of China |
| “Stock Exchange” or “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “%” | percent |

LETTER FROM THE BOARD



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)

Executive Directors:

SUN Jin (*Chairman*)

LIU Xu

SHI Yang

Registered office:

No. 109 Beizhan Road

Shenhe District

Shenyang

Liaoning Province

the PRC

Non-executive Directors:

SU Qingxiang

LIANG Zhifang

WANG Jun

JIANG Aiguo

Principal place of business in Hong Kong:

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

Independent non-executive Directors:

XING Tiancai

TAI Kwok Leung, Alexander

LI Jinyi

WANG Mo

LV Dan

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS
PROPOSED RE-ELECTION AND ELECTION OF SUPERVISORS
AND
NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

I. INTRODUCTION

It is proposed that at the EGM to be held on Thursday, 22 February 2024, the notice of which is set out on pages 19 to 22 of this circular, the resolutions will be proposed at the EGM to approve, inter alia, the proposed re-election and election of Directors and Supervisors.

The purpose of this circular is to set out the notice of the EGM and to provide you with details regarding the resolutions mentioned above.

II. MATTERS TO BE RESOLVED AT THE EGM

1. Proposed Re-election and Election of Directors

According to Article 139 of the Articles of Association, the term of office of each of the Directors is three years. The terms of office of the Directors of the seventh session of the Board expired, and now the Bank commences the election of Directors of the eighth session of the Board.

The Board proposed the nomination for the re-election or election of the Directors as follows:

- (i) Mr. SUN Jin, Ms. LIU Xu, Mr. WANG Yigong, Mr. ZHANG Xuewen and Mr. HE Yixuan as executive Director candidates of the eighth session of the Board;
- (ii) Mr. SUN Zhenyu, Mr. HE Peng, Ms. YANG Xiu, Ms. WANG Hongmei and Mr. WANG Jun as non-executive Director candidates of the eighth session of the Board;
and
- (iii) Mr. WANG Mo, Ms. LV Dan, Mr. Chan Pak Lam, Tom, Ms. WANG Lan and Mr. HUANG Weiqiang as independent non-executive Director candidates of the eighth session of the Board.

(collectively referred to as the “**Candidates for Directors**”)

The proposals regarding the election of executive Directors, non-executive Directors and independent non-executive Directors of the eighth session of the Board will be submitted to the EGM as ordinary resolutions for consideration and voting.

LETTER FROM THE BOARD

The biographical details of the above Candidates for Directors are set out below:

Executive Directors

Mr. SUN Jin (孫進), aged 51, has served as the secretary of the Party Committee of the Bank since April 2023, was nominated as an executive Director of the seventh session of the Board of the Bank in June 2023 and was nominated as the chairman of the seventh session of the Board of the Bank on 8 November 2023. From October 2016 to April 2023, Mr. SUN served as the vice president and a member of the Party Committee of the Liaoning Branch of Bank of China. He served as the general manager of the Human Resources Department and the director of the Organization Department of the Party Committee of the Liaoning Branch of Bank of China from October 2012 to October 2016; the director of the General Office of Bank of China Liaoning Provincial Branch from October 2009 to October 2012. From August 2002 to October 2009, Mr. SUN held several positions successively in Bank of China, including the vice president of Zhuanghe Subbranch and the vice president of Zhongshan Sub-branch in Dalian, Liaoning Province, the deputy general manager of the Business Department of the Provincial Branch, the president and secretary of the Party Committee of Dalian Ganjingzi Sub-branch. From July 1999 to August 2002, Mr. SUN worked for Zhongshan Square Sub-branch of Bank of China Dalian Branch, Liaoning Province, acting as a credit officer of the Retail Business Department, the deputy director of the Savings Division and the chief of Due Diligence Group of Risk Management Department. From August 1994 to July 1999, Mr. SUN worked in the Credit Card Division and the Credit Management Division of Bank of China Dalian Branch, Liaoning Province. Mr. SUN has 29 years of experience in banking operation and management.

Mr. SUN obtained his doctorate of finance from Dongbei University of Finance and Economics in June 2013 and holds the title of senior economist.

LETTER FROM THE BOARD

Ms. LIU Xu (柳旭), aged 55, was elected as an executive Director of the seventh session of the Board of the Bank in May 2022 and was elected as the President of the Bank in April 2023. Ms. LIU has served as a member of the CPC Committee of the Bank since June 2022. Ms. LIU served as a member of the CPC Committee and Vice President of the Northeast Institute of China Construction Bank Research and Training Center (formerly Northeast College of China Construction Bank University) from September 2021 to May 2022. From September 2016 to September 2021, Ms. LIU served as a member of the Party Committee and Vice President of the Liaoning Branch of China Construction Bank. During the period from December 2014 to September 2016, Ms. LIU was assistant to the president and a member of the Party Committee of Liaoning Branch of China Construction Bank. During the period from December 2011 to December 2014, Ms. LIU served as the deputy general manager (in charge of work) of the Corporate Business Department, the general manager and the director of the Corporate Pension Center, and a member of the disciplinary committee of Liaoning Branch of China Construction Bank. During the period from December 2003 to December 2011, Ms. LIU was the deputy head of Nanhu Science and Technology Development Zone Sub-branch of Liaoning Branch of China Construction Bank, the deputy general manager of asset assurance, the deputy general manager of the Corporate Business Department, the deputy head of Nanhu Science and Technology Development Zone Sub-branch (in charge of work), and secretary of general party branch. During the period from July 1990 to December 2003, Ms. LIU served as assistant general manager and deputy general manager of the International Business Department of Liaoning Branch of China Construction Bank.

Ms. LIU obtained a bachelor's degree in economics from Liaoning University in July 1990. Ms. LIU has the senior economist title.

LETTER FROM THE BOARD

Mr. WANG Yigong (王亦工), aged 57, has been the vice president of the Bank since December 2012, has served as a member of the Party Committee of the Bank from August 2012 to June 2022 and from September 2023 to present, and has served as an executive Director of the Bank from August 2013 to October 2020. Mr. WANG also served as the president of Tianjin branch of the Bank from August 2020 to November 2020, the chief risk officer of the Bank from January 2013 to November 2019 and concurrently as the director of the development strategy research center of the Bank from January 2009 to March 2018. Mr. WANG held the position of general manager of the Credit and Loan Management Department of the Bank from January 2006 to January 2013. During the period from June 1998 to January 2006, Mr. WANG held the positions of deputy general manager of the Bank's Asset Security Department, head of Liaoshen Sub-branch and head of Zhenghao Sub-branch. Mr. WANG also worked for Industrial and Commercial Bank of China.

Mr. WANG graduated from The Open University of China (formerly known as China Central Radio and TV University) (Beijing, PRC) in November 2002, majoring in finance. Mr. Wang has a title of economist.

Mr. ZHANG Xuewen (張學文), aged 56, has been respectively serving as the vice president of the Bank since January 2019 and a member of the Party Committee of the Bank since May 2019. Mr. ZHANG served as the secretary of the Party Committee and president of the Changchun branch of the Bank from January 2014 to January 2019, the general manager of the Marketing Department of the Bank from August 2012 to January 2014, the vice president of Changchun branch of the Bank from April 2011 to August 2012. From September 2003 to April 2011, Mr. ZHANG successively served as a supervisory researcher at the Deputy Department Director level of the Central Bank Department of the Jilin Banking Regulatory Bureau, the director of the Second Corporate On-site Inspection Department of the Jilin Banking Regulatory Bureau and its Contact Group for Improving Small Enterprises' Financial Services. From December 1998 to September 2003, Mr. ZHANG successively served as a senior staff member of the Second Inspection Department and a principal staff member of the Central Bank Department of the Changchun Financial Regulation Bureau. During the period from August 1991 to December 1998, Mr. ZHANG worked in Jilin People's Bank.

Mr. ZHANG obtained a master's degree in political economics from Dongbei Normal University in December 2001 and has a title of economist.

LETTER FROM THE BOARD

Mr. HE Yixuan (何一軒), aged 40, has been respectively serving as the vice president of the Bank since December 2022 and a member of the Party Committee of the Bank since September 2023. From March 2022 to December 2022, Mr. HE served as the director of Corporate Business of the Bank. From August 2019 to August 2022, Mr. HE served as the General Manager of the Institutional Business Department and from January 2020 to October 2021 as the Deputy President of the Shenyang Branch. From August 2016 to August 2019, Mr. HE successively served as a member of the Party Committee of the Beijing Branch of the Bank, Deputy General Manager of the Investment Banking Department of the Head Office of the Bank and Head of the Office of the President. From July 2007 to August 2016, Mr. HE successively worked at Shenzhen Yitian Group Co., Ltd., Beijing Tianrun Holdings Group Co., Ltd., and Liaoning Fangda Group Industrial Co., Ltd..

Mr. HE received his Bachelor's degree in law from Peking University in July 2005 and his Master's degree in law from Peking University in July 2007. Mr. HE has the title of senior economist.

Non-executive Directors

Mr. SUN Zhenyu (孫振宇), aged 48, has been serving as the deputy secretary of the Party Committee and the general manager of Shenyang Industrial Investment Development Group Co., Ltd. since May 2023. Mr. SUN served as a member of the Standing Committee of the Heping District Committee in Shenyang and successively served as the director of the District Committee Office and the executive deputy district chief of the Government from April 2019 to May 2023. Mr. SUN successively served as the director of the Street Office of Huishan Street of Shenbei New District, the deputy director of the Management Committee of Huishan Economic Development Zone (Huishan Agricultural Hi-Tech Zone) and the director of the Office of Shenbei New District Government in Shenyang from July 2007 to April 2019. Mr. SUN successively served as a section member and deputy head of the Shenyang Municipal Judicial Bureau, and head of the Office of the Propaganda Department of the Municipal Party Committee from September 1998 and July 2007.

Mr. SUN received his bachelor's degree in engineering of Shenyang Normal University in July 1998.

LETTER FROM THE BOARD

Mr. HE Peng (何鵬), aged 42, has been serving as the deputy general manager of Shenyang Shengjing Finance Investment Group Co., Ltd. (瀋陽盛京金控投資集團有限公司), the chairman of the board of directors of Shenyang Shengjing Credit Co., Ltd.* (瀋陽盛京征信有限公司) and the chairman of the board of directors of Shenyang Digital Industry Development Co., Ltd. (瀋陽數字產業發展有限公司) since February 2021. From July 2018 to August 2023, Mr. HE successively served as the head of the integrated management department and the chief operating officer of Shengjing Finance Investment Group Co., Ltd., and concurrently served as the chairman of the board of directors of Shenyang Hengxin Asset Handling Co., Ltd. and the chairman of the board of directors of Shenyang Shengjing Zhizao Development Co., Ltd. (瀋陽盛京智造發展有限公司). Mr. HE served as the deputy director of the office, the director of the office (Party Office) and a member of the Party Committee of Shenyang Assets Exchange and Equity Exchange* (瀋陽聯合產權交易所) from October 2007 to July 2018, the chairman of Shenyang Rural Comprehensive Property Rights Trading Center Co., Ltd. (瀋陽農村綜合產權交易中心有限公司) from July 2015 to May 2018, and a staff member of Liaoning Shenyang State-owned Assets and Property Rights Registration Office (遼寧省瀋陽市國有資產產權登記辦公室) from November 2004 to October 2007.

In July 2004, Mr. HE obtained a bachelor's degree in engineering from Northeastern University.

Ms. YANG Xiu (楊秀), aged 53, has served as a shareholder Supervisor of the Bank since May 2022, and has served as the chairwoman of Shenyang Technology Venture Capital Co., Ltd. since November 2020, and also the chairwoman of Shenyang Hengxin Antai Equity Investment Fund Management Co., Ltd. since July 2022. Ms. YANG concurrently served as the chairwoman of Shenyang Shengjing Financing Guarantee Co., Ltd. from February 2020 to August 2022, the chief officer of Shenyang Technology Venture Capital Co., Ltd. from September 2018 to November 2020, the deputy head (at deputy department director level) of Shenyang Technology Venture Development Business Center (Shenyang Interim Service Center) (瀋陽市中試服務中心) from March 2014 to September 2018, and the general manager of Shenyang Technology Venture Capital Co., Ltd. from March 2014 to May 2018 and the deputy head (at deputy department director level) of Shenyang Torch High-tech Industry Development Center from May 2012 to March 2014. Ms. YANG successively served as the head of the Guarantee Fund Department of Shenyang Private Science and Technology Institutions Coordination Service Center, the head of the Investment Department of Shenyang Technology Venture Development Business Center from July 1994 to May 2012.

Ms. YANG received her Bachelor's degree in engineering from Dalian University of Technology in July 1994 and her academic ability equivalent to master's degree in National economics from Dongbei University of Finance and Economics in July 2004. Ms. YANG has the professional qualifications of Senior Engineer and Senior Management Accountant.

LETTER FROM THE BOARD

Ms. WANG Hongmei (王紅枚), aged 42, has been successively served as the head of the Risk Compliance Department and the chief compliance and risk control officer and the general manager of the Compliance and Risk Control Department (at group director level) of Shenyang Shengjing Financial Holding Investment Co., Ltd. since January 2018. Ms. WANG successively served as a partner and lawyer of Liaoning Xinli Law Firm and Liaoning Shenxin Law Firm (遼寧沈鑫律師事務所) from October 2010 to January 2018, the head of the Legal Department of Liaoning branch of Anbang Property & Casualty Insurance Co., Ltd. (安邦財產保險股份有限公司) from January 2009 to October 2010, and a salesperson of the Shenyang office of China Great Wall Asset Management Co., Ltd. from July 2006 to January 2009.

Ms. WANG graduated from law profession of the Law School of Harbin University of Commerce in July 2003, and graduated from economic law profession of the Law School of Liaoning University in June 2006. Ms. WANG is a qualified lawyer.

Mr. WANG Jun (王軍), aged 58, has been respectively serving as the non-executive Director of the seventh session of the Board of the Bank since May 2022, the Party Committee secretary, chairman and general manager of Shenyang Hengxin State-owned Assets Management Group Co., Ltd. since April 2022 and its deputy general manager, general manager, deputy secretary of the Party Committee from November 2012 to April 2022, and a member of the Party Committee of Shenyang Industrial Investment & Development Group Co., Ltd. since May 2015. Mr. WANG served as the deputy general manager of Shenyang Hengxin State-owned Assets Management Group Co., Ltd. from December 2006 to November 2012, the general manager of Shenyang Hengxin Asset Custody Co., Ltd. from August 2003 to December 2006, the head of the Revenue Department, the manager of the Revenue Department of Shenyang Hengxin State-owned Asset Management Group Co., Ltd. from March 2002 to August 2003, a researcher of Investment Department of Shenyang Asset Management Co., Ltd. from December 1999 to March 2022. Mr. WANG also worked at Northeast Securities and Liaoning Trust and Investment Corporation.

Mr. WANG received his bachelor's degree in engineering from Shenyang University of Technology in July 1986 and his master's degree in engineering from Northeastern University in March 1995. Mr. Wang has the qualification of senior engineer.

LETTER FROM THE BOARD

Independent non-executive Directors

Mr. WANG Mo (王沫), aged 58, was appointed as an independent non-executive Director of the seventh session of the Board of the Bank in May 2022. Mr. WANG has been serving as the chief partner and chairman of Liaoning Guangming Accounting Firm Co., Ltd. since February 1996. Mr. WANG worked at Shenyang Accounting Firm from August 1988 to February 1996. Since January 2024, he has served as an external director of Shenyang Shengjing Asset Management Group Co., Ltd.. From October 2018 to December 2023, Mr. WANG served as an external director of Shenyang Zhongcheng State-owned Assets Management Group Co., Ltd.; and from March 2019 to November 2022, Mr. WANG served as an external director of Shenyang Blower Group Co., Ltd..

Mr. WANG graduated from the Department of Infrastructure of Dongbei University of Finance and Economics in July 1988, majoring in finance and credit. Mr. WANG has the professional qualification of Certified Public Accountant in China.

Ms. LV Dan (吕丹), aged 45, was appointed as an independent non-executive Director of the seventh session of the Board of the Bank in May 2022. Ms. LV Dan has been the dean of the Investment Project Management Institute, Dongbei University of Finance and Economics since August 2022, and served as the deputy dean of the School of Public Administration, Dongbei University of Finance and Economics from December 2012 to August 2022. From April 2004 to December 2012, Ms. LV served as a teacher at the School of Public Administration of Dongbei University of Finance and Economics, and from January 2008 to April 2011, Ms. LV Dan was engaged in postdoctoral research at the Postdoctoral Station of Political Science in Nanjing University.

Ms. LV received her bachelor's degree in economics from Dongbei University of Finance and Economics in July 2001 and her master's degree and doctor's degree in economics from Dongbei University of Finance and Economics in April 2004 and December 2007, respectively. Ms. LV was credited as a professor in July 2021.

LETTER FROM THE BOARD

Mr. CHAN Pak Lam, Tom (陳柏楠), aged 60, has been serving as the deputy chairman of Success Universe Group since February 2018 and also serves as the managing partner of Syndicate Capital International Limited (聯企融資國際有限公司), the chairman of Leyton House Appraisal and Consultancy Services Company Limited (利登侯士評估及諮詢有限公司), a partner of Blackhorse Wealth Management Limited (黑馬財富管理有限公司) and a consultant solicitor of WAI & CO., SOLICITORS (衛氏律師行). From December 2012 to September 2020, Mr. CHAN served as the chief executive officer of Success Finance Group. From May 2010 to December 2012, Mr. CHAN served as the chief executive officer of Glorious Group (香港榮聲集團). From August 2002 to May 2010, Mr. CHAN served as the general manager of Emperor Securities Limited and Emperor Futures Limited. From September 1993 to April 2007, Mr. CHAN served as an executive director and a director of the legal compliance department of Emperor International Holdings Limited. From September 1994 and May 2010, Mr. CHAN was concurrently a licensed director of Emperor International Exchange (Hong Kong) Company Limited, an executive director of Emperor Finance Limited and an executive director and general manager of Emperor Capital Group Limited. Mr. CHAN also served as the general manager of Happiness Group (Holdings) Limited (幸福集團(控股)有限公司), the manager of the legal department of Chung Wah Shipbuilding & Engineering (Holdings) Co., Ltd. and a solicitor of DLA Piper Hong Kong.

Mr. CHAN obtained a Bachelor degree in Economics and Law from the University of Keele in England in 1987. Mr. Chan is admitted as a solicitor of the Hong Kong Law Society and is a licensed person under Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities of the Securities and Futures Commission of Hong Kong and the Life Honorable President of The Institute of Securities Dealers in Hong Kong.

LETTER FROM THE BOARD

Ms. WANG Lan (王嵐), aged 54, has been serving as the director of Liaoning Hechang Law Firm since April 2012. She has served as a partner lawyer of Liaoning Luoliyan Law Firm (遼寧羅力彥律師事務所) from December 2009 to April 2012. Ms. WANG has served as an employed lawyer of Liaoning Qianjun Law Firm (遼寧乾均律師事務所) from May 2004 to December 2009. Ms. WANG has successively served as a trainee and employed lawyer of Liaoning Huaxia Law Firm (遼寧華夏律師事務所) from January 2001 to April 2004. Ms. Wang has served as the deputy director (in charge of work) of the Issuance Department of the Dalian Municipal Government Listing Office (大連市政府上市辦發行處) from December 1998 to December 2000, she has successively served as the staff member and deputy director (in charge of work) of the Issuance Department of the Dalian Municipal Securities Administration Office (大連市證券管理辦公室發行處) from December 1994 to December 1998, and she has successively worked in Dalian Xigang District Personnel Bureau (大連市西崗區人事局), the Industrial and Commercial Bank Dalian Trust and Investment Co., Ltd. (工商銀行大連信託投資股份有限公司) and Junan Securities Co., Ltd. (君安證券有限公司) from September 1991 to December 1994.

Ms. WANG obtained a bachelor of Arts degree from Shandong University in July 1991, a master of economics degree from Dongbei University of Finance & Economics in April 2003, a bachelor of Laws degree from Dalian Maritime University in July 2008, and a master of Laws degree from Shandong University in July 2009. Ms. Wang holds a senior economist's license.

Mr. HUANG Weiqiang (黃瑋強), aged 41, has been serving as a professor in the Department of Finance at the College of Business Administration of Northeastern University since January 2020. Mr. HUANG served as an associate professor in the Department of Finance at the College of Business Administration at Northeastern University from January 2012 to January 2020, and he went to the Risk Management and Financial Engineering Laboratory of University of Florida as a visiting scholar from August 2015 and August 2016. Mr. HUANG has served as a lecturer in the Department of Finance at the College of Business Administration at Northeastern University from March 2009 to January 2012 and he has been serving as an independent director of Shenyang Linlong Technology Co., Ltd. (瀋陽麟龍科技股份有限公司) from September 2022 to December 2023.

Mr. HUANG obtained a bachelor's degree in Finance from Northeastern University in June 2004, and a doctoral degree in Management from Northeastern University in January 2009.

Each of the aforesaid candidates of independent non-executive Directors has confirmed his independence as regards the factors in Rule 3.13 of the Listing Rules. The Bank considers that the aforesaid candidates of independent non-executive Directors are all independent in accordance with the independence guidelines set out in the Listing Rules.

LETTER FROM THE BOARD

The remuneration of aforementioned executive Director candidates is determined in accordance with the Remuneration Management Measures of the Bank, which specifically includes basic remuneration, performance remuneration and other benefits, wherein the basic remuneration of executive Director candidates is determined based on their management positions in the Bank, performance remuneration is determined based on the Bank's operating performance and personal assessment (mainly based on aspects such as their implementation of the Board's decision and deployment, performance of job responsibilities, operating performance, management performance, and comprehensive evaluation), and other benefits include statutory pension, medical and housing provident fund, enterprise annuity, etc.

The remuneration of aforementioned non-executive Director candidates and independent non-executive Director candidates is determined in accordance with the Allowance System for Directors and Supervisors of the Bank. No remuneration is receivable by the non-executive Director candidates from the Bank. The basic remuneration of the independent non-executive Director candidates is determined in accordance with the remuneration policy of the Bank. At the same time, independent non-executive Directors may receive reward remuneration based on their duty performance (mainly including their working hours, meeting attendance, advice and suggestions and participation in corporate governance and other responsibilities and risk-taking factors) each year.

The Bank will disclose the specific performance of the annual remuneration of the Directors in its annual report each year.

Save as disclosed above, the Candidates for Directors did not hold any directorship in any other listed companies or take up any post in the Bank and its subsidiaries in the past three years, nor have any relationship with any other Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Bank.

Furthermore, the Candidates for Directors do not have any interests in the shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong. Save as disclosed herein, there is no other information relating to the appointment of the Candidates for Directors that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders of the Bank.

LETTER FROM THE BOARD

The election of the Candidates for Directors will be proposed at the EGM for the Shareholders approval. The terms of office of Mr. SUN Jin, Ms. LIU Xu, Mr. WANG Jun, Mr. WANG Mo and Ms. LV Dan will commence upon the Shareholders approval and end upon the expiry of the term of the eighth session of the Board. The election of Mr. WANG Yigong, Mr. ZHANG Xuewen, Mr. HE Yixuan, Mr. SUN Zhenyu, Mr. HE Peng, Ms. YANG Xiu, Ms. WANG Hongmei, Mr. Chan Pak Lam, Tom, Ms. WANG Lan and Mr. HUANG Weiqiang is subject to the ratification of their eligibilities by the NAFR Liaoning Bureau. Accordingly, their terms of office will commence upon the ratification of their eligibilities by the NAFR Liaoning Bureau and end upon the expiry of the term of the eighth session of the Board. Mr. TAI Kwok Leung, Alexander and Mr. LI Jinyi will continue to perform their duties as independent non-executive Directors prior to the approval of qualifications of the newly appointed independent non-executive Directors by the NAFR Liaoning Bureau.

2. Proposed Re-election and Election of Supervisors

According to article 216 of the Articles, the term of office of each of the Supervisors of the Bank is three years. The terms of office of the Supervisors of the seventh session of the Supervisory Board of the Bank expired, and now the Bank commence the election of Supervisors of the eighth session of the Supervisory Board.

The Supervisory Board proposed the nomination for the re-election or election of the shareholder Supervisors and external Supervisors as follows:

- (i) Mr. LIU Yan, Mr. LI Jinsong and Mr. YUEN Wing Shing as shareholder Supervisor candidates of the eighth session of the Supervisory Board; and
- (ii) Mr. XING Tiancai, Ms. MI Juan and Mr. LI Yanxi as external Supervisor candidates of the eighth session of the Supervisory Board.

(collectively referred to as the “**Candidates for Supervisors**”)

The proposals regarding the election of shareholder Supervisors and external Supervisors of the eighth session of the Supervisory Board will be submitted to the EGM as ordinary resolutions for consideration and voting.

LETTER FROM THE BOARD

The biographical details of the above Candidates for Supervisors are set out below:

Shareholder Supervisors

Mr. LIU Yan (劉岩), aged 53, has served as a shareholder Supervisor and the chairman of the Supervisory Board of the Bank since June 2023. Mr. LIU has been a member of the Party Committee of the Bank since September 2023. From November 2021 to April 2023, Mr. LIU served as the deputy secretary-general of Shenyang Municipal People's Government. He served as the deputy secretary of Shenhe District, Shenyang City from May 2021 to November 2021; a member of the standing committee of District Committee and the director of United Front Work Department of Dadong District, Shenyang City from June 2019 to May 2021; the secretary of Working Committee for Discipline Inspection, Shenyang Area of China (Liaoning) Pilot Free Trade Zone from October 2017 to June 2019; the leader of discipline inspection group and a member of the Party Committee of Shenyang Municipal Bureau of Planning and Natural Resources from March 2013 to October 2017; the assistant researcher of Secretariat I, the division-level secretary and the director of Technology Department in the General Office of Shenyang Municipal People's Government from December 2003 to March 2013; a junior officer, a senior officer and the deputy director of the Enterprise Reform Office in Shenyang Municipal Economic and Trade Commission from January 1996 to December 2003. From July 1992 to January 1996, Mr. LIU worked in the Sixth Northeastern Pharmaceutical Factory.

Mr. LIU was granted the bachelor degree of economy by Nankai University in July 1992, was granted the master degree of business administration by Dalian University of Technology in April 2002 and the master degree of public management by Illinois Institute of Technology in May 2009. Mr. LIU has the title of intermediate economist.

Mr. LI Jinsong (李勁松), aged 53, has been serving as the deputy general manager of Shenyang Wuai Industrial Development Group Co., Ltd. (瀋陽五愛產業發展集團有限公司) since August 2014. From March 2012 to August 2014, Mr. LI served as the deputy director of Wulihe Street Office of Shenhe District. From August 1994 to March 2012, Mr. LI served as the head of the Civil Service Management Department and the financial accountant of the Human Resources and Social Affairs Bureau of Shenhe District.

Mr. LI obtained a bachelor's degree in Science from Liaoning University in July 1994.

LETTER FROM THE BOARD

Mr. YUEN Wing Shing (袁永誠), aged 77, has been serving as a shareholder Supervisor of the Bank since October 2020. Mr. YUEN served as a non-executive Director of the Bank during the period of February 2018 to October 2020. He is currently an executive director of The Cross-Harbour (Holdings) Limited (SEHK stock code: 32) and Y. T. Realty Group Limited (SEHK stock code: 75), all of which are public companies listed on the Stock Exchange. He also held a position as senior management with a major bank in Hong Kong for over 20 years.

Mr. YUEN obtained a Diploma in Management Studies awarded jointly by the then Hong Kong Polytechnic and Hong Kong Management Association.

External Supervisors

Mr. XING Tiancai (邢天才), aged 62, has been the dean of the Institute of Monetary and Financial Studies of Dongbei University of Finance and Economics (東北財經大學) and the executive dean of Qingdao Institute of Finance (青島金融研究院) since September 2021. He has been serving as the dean of the Graduate School of Dongbei University of Finance and Economics from May 2017 to August 2021. From December 2016 to May 2017, he served as the head of the development planning and disciplinary construction department of Dongbei University of Finance and Economics. From December 2006 to December 2016, he served as the dean of the School of Finance of Dongbei University of Finance and Economics. From August 1999 to December 2006, he served as the dean of the Vocational Technical School of Dongbei University of Finance and Economics. From August 1986 to August 1999, Mr. XING served as a deputy director of the research section under the School of Investments, a deputy director of the Graduate Department, the head of Higher Education Research successively at Dongbei University of Finance and Economics. From October 2017 to December 2023, Mr. XING served as an independent director of Datong Securities Company Limited (大通證券有限公司).

Mr. XING obtained a bachelor's degree in economics from Liaoning Institute of Finance and Economics (遼寧財經學院) in July 1984 and a master's degree in economics and a doctoral degree in economics from Dongbei University of Finance and Economics in September 1987 and March 2003, respectively. He was awarded the title of Professor in December 2000, and was approved as a national second-level professor in 2011.

LETTER FROM THE BOARD

Ms. MI Juan (米娟), aged 60, has been serving as the vice president of Liaoning Statistical Society since December 2019. From April 2002 to September 2022, Ms. MI served as the deputy dean and party secretary of the School of Economics of Shenyang University. From October 2000 to April 2002, Ms. MI served as the deputy dean of the School of Business Administration of Shenyang University and from November 1997 to October 2000, Ms. MI served as the deputy director of the Institute of Economics of Shenyang University. From April 1995 to November 1997, Ms. MI served as the assistant to the head of the Department of Accounting of Shenyang University and from September 1989 to April 1995, Ms. MI served as the head of the Teaching and Research Department of Shenyang University of Finance and Economics.

Ms. MI graduated from Dongbei University of Finance and Economics in July 1986 majoring in Statistics, obtained a master's degree in Economics from Dongbei University of Finance and Economics in July 1989, obtained a master's degree in Business Administration from La Trobe University, Australia in September 2000 and obtained a doctorate degree in Economics from Liaoning University in December 2008. Ms. MI was awarded the title of Professor in June 2002.

Mr. LI Yanxi (李延喜), aged 53, has served as a professor in the School of Economics and Management of Dalian University of Technology since March 2015, and has also served as a member of the Guiding Committee on Education of Financial Majors (金融學類專業教學指導委員會) of the Ministry of Education since December 2013, as well as a vice chairman of the Guiding Committee on Education of Financial Majors (金融學類專業教學指導委員會) in Liaoning Province. From September 2010 to March 2015, Mr. LI served as a professor and secretary of the Department of Management and Economics of Dalian University of Technology, and from July 1992 to September 2010, Mr. LI served as an assistant professor, a lecturer, an associate professor, a professor and a deputy dean of the School of Management of Dalian University of Technology.

Mr. LI graduated from Dalian University of Technology in July 1992 majoring in Science and Technology Information, obtained a master's degree in Engineering from Dalian University of Technology in June 1996, obtained a doctorate degree in Management from Dalian University of Technology in March 2003 and engaged in post-doctoral research work from February 2004 to September 2006 in the Department of Business Administration of Xiamen University. Mr. LI was awarded the title of Professor in May 2006 and holds a professional qualification of certified public accountant in the PRC.

LETTER FROM THE BOARD

The remuneration of Mr. LIU Yan, a shareholder Supervisor candidate, is determined in accordance with the Remuneration Management Measures of the Bank, which specifically includes basic remuneration, performance remuneration and other benefits, wherein the basic remuneration and performance remuneration are determined based on his management positions in the Bank and personal assessment, and other benefits include statutory pension, medical and housing provident fund, enterprise annuity, etc. No remuneration is receivable by Mr. LI Jinsong and Mr. YUEN Wing Shing, the shareholder Supervisor candidates, from the Bank.

The remuneration of the external Supervisor candidates is determined in accordance with the Allowance System for Directors and Supervisors of the Bank. Their basic remuneration is determined in accordance with the remuneration policy of the Bank. At the same time, external Supervisors may receive reward remuneration based on their duty performance (mainly including their working hours, meeting attendance, advice and suggestions, participation in corporate governance and other responsibilities and risk-taking factors) each year.

The Bank will disclose the implementation details of the annual remuneration of the Supervisors in its annual report each year.

Save as disclosed above, the Candidates for Supervisors did not hold any directorship in any other listed companies or take up any post in the Bank and its subsidiaries in the past three years, nor have any relationship with any other Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Bank.

Furthermore, save as disclosed above, the Candidates for Supervisors do not have any interests in the shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong. Save as disclosed herein, there is no other information relating to the appointment of the Candidates for Supervisors that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

The election of the Candidates for Supervisors will be proposed at the EGM for the Shareholders approval. Their terms of office will commence upon the date of Shareholders approval and end upon the expiry of the term of the eighth session of the Supervisory Board.

LETTER FROM THE BOARD

III. EGM

The EGM will be held at Room 604, 6/F, No. 109 Beizhan Road, Shenhe District, Shenyang, Liaoning Province, the PRC at 10:00 a.m. on Thursday, 22 February 2024 to consider and, if thought fit, to approve resolutions in respect of the proposed matters set out in the notice of the EGM. The notice of the EGM is set out in Appendix I to this circular.

Whether or not you intend to attend and/or vote at the EGM in person, you are requested to complete and return the form(s) of proxy in accordance with the instruction printed thereon. If you intend to attend the EGM, you are required to complete and return the reply slip to the H Share Registrar on or before Friday, 2 February 2024.

Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meetings thereof should you so wish and completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at the respective meeting.

IV. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the EGM are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of the resolutions to be proposed at the EGM.

V. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I to this circular.

By order of the Board
Shengjing Bank Co., Ltd.*
SUN Jin
Chairman

Shenyang, Liaoning Province, China
9 January 2024

* *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.*



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 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 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 10:00 a.m. on Thursday, 22 February 2024 to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

1. Proposed election of executive Directors of the eighth session of the Board of Directors
 - 1.1 Mr. SUN Jin
 - 1.2 Ms. LIU Xu
 - 1.3 Mr. WANG Yigong
 - 1.4 Mr. ZHANG Xuewen
 - 1.5 Mr. HE Yixuan

2. Proposed election of non-executive Directors of the eighth session of the Board of Directors
 - 2.1 Mr. SUN Zhenyu
 - 2.2 Mr. HE Peng
 - 2.3 Ms. YANG Xiu
 - 2.4 Ms. WANG Hongmei
 - 2.5 Mr. WANG Jun

APPENDIX I NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

3. Proposed election of independent non-executive Directors of the eighth session of the Board of Directors
 - 3.1 Mr. WANG Mo
 - 3.2 Ms. LV Dan
 - 3.3 Mr. CHAN Pak Lam, Tom
 - 3.4 Ms. WANG Lan
 - 3.5 Mr. HUANG Weiqiang
4. Proposed election of shareholder Supervisors of the eighth session of the Supervisory Board
 - 4.1 Mr. LIU Yan
 - 4.2 Mr. LI Jinsong
 - 4.3 Mr. YUEN Wing Shing
5. Proposed election of external Supervisors of the eighth session of the Supervisory Board
 - 5.1 Mr. XING Tiancai
 - 5.2 Ms. MI Juan
 - 5.3 Mr. LI Yanxi

By order of the Board
Shengjing Bank Co., Ltd.*
SUN Jin
Chairman

Shenyang, Liaoning Province, China
9 January 2024

APPENDIX I NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

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 Tuesday, 23 January 2024 to Thursday, 22 February 2024 (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, 22 January 2024. Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Monday, 22 January 2024 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, 2 February 2024. 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.

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/her 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.

APPENDIX I NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

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 specified, the terms defined in the circular dated 9 January 2024 have the same meaning as those 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.*