
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2023,
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2023,
FINAL FINANCIAL ACCOUNTS FOR 2023 AND
FINANCIAL BUDGET REPORT FOR 2024,
PROFIT DISTRIBUTION PLAN FOR 2023,
APPOINTMENT OF AUDITORS FOR 2024,
AND
NOTICE OF 2023 ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 1 to 4 of this circular.

A notice convening the AGM 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 Wednesday, 5 June 2024, is set out on pages 5 to 7 of this circular.

Whether or not you are able to attend and/or vote at the AGM in person, you are requested to complete and return the 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 AGM 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 AGM or any adjournment thereof should you so wish.

19 April 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.*

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DEFINITIONS

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

“AGM”	the 2023 annual general meeting or any adjourned 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 Wednesday, 5 June 2024
“Articles of Association”	the articles of association of the Bank, as amended and supplemented 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
“Board of Supervisors”	the board of Supervisors
“Director(s)”	the director(s) of the Bank
“Domestic Shares”	ordinary share(s) in the share capital of the Bank with nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Shares”	overseas-listed foreign shares in the share capital of the Bank with nominal value of RMB1.00 each, which are subscribed for or traded in Hong Kong dollars and listed on the Main Board of the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended and supplemented from time to time
“Macau”	the Macau Special Administrative Region of the PRC
“PRC” or “China”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the shareholder(s) of the Bank
“Shares”	the Domestic Shares and the H Shares
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	per cent

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

WANG Yigong*

ZHANG Xuewen*

HE Yixuan*

Registered office:

No. 109 Beizhan Road

Shenhe District

Shenyang

Liaoning Province

the PRC

Non-executive Directors:

SUN Zhenyu*

HE Peng*

YANG Xiu*

WANG Hongmei*

WANG Jun

Principal place of business in Hong Kong:

40/F, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

Independent non-executive Directors:

WANG Mo

LV Dan

CHAN Pak Lam, Tom*

WANG Lan*

HUANG Weiqiang*

19 April 2024

To the Shareholders

Dear Sir or Madam,

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2023,
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2023,
FINAL FINANCIAL ACCOUNTS FOR 2023 AND
FINANCIAL BUDGET REPORT FOR 2024,
PROFIT DISTRIBUTION PLAN FOR 2023,
APPOINTMENT OF AUDITORS FOR 2024,
AND
NOTICE OF 2023 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

I. INTRODUCTION

It is proposed that at the AGM of the Bank to be held on 5 June 2024, the notice of which is set out on pages 5 to 7 of this circular, resolutions will be proposed to approve, inter alia, the Work Report of the Board of Directors for 2023; the Work Report of the Board of Supervisors for 2023; the Final Financial Accounts for 2023 and the Financial Budget Report for 2024; the Profit Distribution Plan for 2023; the Appointment of Auditors for 2024.

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

II. MATTERS TO BE RESOLVED AT THE AGM

1. Work Report of the Board of Directors for 2023

Please refer to the Work Report of the Board of Directors in the Annual Report for 2023 published.

2. Work Report of the Board of Supervisors for 2023

Please refer to the Work Report of the Board of Supervisors in the Annual Report for 2023 published.

3. Final Financial Accounts for 2023 and Financial Budget Report for 2024

Please refer to the financial statements in the Annual Report for 2023 published for details of the final financial accounts for the year ended 31 December 2023.

The total budget of business and management expenses for 2024 will be capped at RMB5.9 billion.

LETTER FROM THE BOARD

4. Profit Distribution Plan for 2023

On 28 March 2024, the Board resolved to submit to the Shareholders for their consideration and approval a profit distribution plan for the year ended 31 December 2023 as follows:

- (i) Allocation to the statutory surplus reserve: RMB69.98 million;
- (ii) No allocation to the general risk reserve; and
- (iii) No cash dividend distribution, bonus issue or transferring capital reserve to share capital.

5. Appointment of Auditors for 2024

The Board recommended the re-appointment of Crowe (HK) CPA Limited as the international auditors of the Bank for 2024, with a term commencing on the date on which the relevant resolution is passed until the date of conclusion of the 2024 annual general meeting of the Bank, and the Board is authorised to determine remuneration of the auditors.

III. AGM

The AGM 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 Wednesday, 5 June 2024 to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the AGM. A form of proxy will be published on the official websites of the Hong Kong Stock Exchange and the Bank. The notice of the AGM is set out on pages 5 to 7 of this circular.

Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete and return the form of proxy in accordance with the instruction printed thereon. Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the AGM or at any adjourned meetings should you so wish.

LETTER FROM THE BOARD

IV. RECOMMENDATIONS

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

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

Shenyang, Liaoning Province, China

* *Such directors shall perform their duties upon the ratification of their eligibilities as directors by the Liaoning Bureau of the National Financial Regulatory Administration.*

** *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.*

NOTICE OF 2023 ANNUAL GENERAL MEETING



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 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual 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 Wednesday, 5 June 2024 to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

1. The Work Report of the Board of Directors for 2023;
2. The Work Report of the Board of Supervisors for 2023;
3. The Final Financial Accounts for 2023 and the Financial Budget Report for 2024;
4. The Profit Distribution Plan for 2023;
5. The Appointment of Auditors for 2024;

TO RECEIVE THE RELEVANT REPORTS

6. The Appraisal Report on the Performance of Duties by Independent Non-executive Directors for 2023;
7. The Board of Supervisors' Appraisal Report on the Performance of Duties by Directors, Supervisors and Senior Management of the Bank for 2023;
8. Related Parties Transactions in 2023 and the Related Parties Transactions Quota Control Plan for 2024.

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

Shenyang, Liaoning Province, China
19 April 2024

NOTICE OF 2023 ANNUAL 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 poll results will be published on the websites of The Stock Exchange of Hong Kong Limited (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, 6 May 2024 to Wednesday, 5 June 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 Friday, 3 May 2024.

Shareholders of the Bank whose names appear on the register of members of the Bank at the close of business on Friday, 3 May 2024 are entitled to attend and vote at the Meeting.

3. **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.

NOTICE OF 2023 ANNUAL GENERAL MEETING

4. 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

5. The details about the aforesaid resolutions proposed for the consideration and approval at the Meeting will be set out in the circular of the Meeting to be published by the Bank when appropriate.

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