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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Shengjing Bank Co., Ltd. (the “**Bank**”) announces that, the Board proposed to make the following amendments to the articles of association of the Bank (the “**Articles**”):

Existing Provisions	Amended Provisions	Reasons for Amendments
<p>Article 16</p> <p>The responsible person of the party organization of the Bank shall be appointed by the local party committee of the higher level according to the Constitution of the Communist Party of China through the party organization procedures.</p>	<p>Article 16</p> <p>The responsible person of the party organization of the Bank shall be appointed by the local party committee of the higher level according to the Constitution of the Communist Party of China through the party organization procedures. The Party committee of the Bank shall play a core leading role from both the leadership and political perspective and ensure that the guidelines and policies as well as major deployment of both the Party and the State shall be thoroughly implemented. The Bank shall incorporate Party leadership at all levels of corporate governance and shall comply with the corporate governance procedures in talent selection and employment and give full play to the supervisory function of the Party committee. The Bank</p>	<p>Requirements that the articles of association shall reflect the Party leadership in corporate governance, as proposed by the Party committee of the higher level</p>

Existing Provisions	Amended Provisions	Reasons for Amendments
	shall implement an accountability system relating to the conduct and integrity of the Party and perform the relevant supervisory responsibilities, strengthen the establishment of Party organization at basic level and the composition of party members, and shall also ensure that the Party will supervise its own conduct and enforce strict discipline.	
<p>Article 270</p> <p>The Bank shall formulate its financial accounting system in accordance with the laws, administrative regulations and the provisions of the relevant regulatory authorities.</p>	<p>Article 270</p> <p>The Bank shall formulate its financial accounting system in accordance with the laws, administrative regulations and the provisions of the relevant regulatory authorities. Both the board of directors and senior management of the Bank shall pay high attention to and vigorously facilitate the works in connection with the management and control of data quality of the Bank, formulate specific policies and objectives, set up the relevant mechanism and workflow and ascertain the responsibilities in different aspects.</p>	<p><i>Notice on Standards (Trial) and Implementation Plan for Sound Management of Statistics Quality in Banking Regulation</i>, as issued by the China Banking Regulatory Commission (Yin Jian Fa [2011] No. 63) (《中國銀監會關於印發銀行監管統計數據質量管理良好標準(試行)及實施方案的通知》(銀監發[2011]63號))</p>
<p>Article 151</p> <p>The independent directors shall work for the Bank for no less than fifteen working days per annum. Directors appointed as responsible persons for the Audit Committee, the Related Party Transactions Control Committee and the Risk Control Committee shall work for the Bank for no less than twenty-five working days per annum.</p>	<p>Article 151</p> <p>The independent directors shall work for the Bank for no less than fifteen working days per annum. Directors appointed as responsible persons for the Audit Committee, the Related Party Transactions Control Committee and the Risk Control and Consumers' Rights Protection Committee shall work for the Bank for no less than twenty-five working days per annum.</p>	<p><i>Notice on Strengthening the Establishment of the Consumers' Rights Protection Mechanism of Banking Institutions</i>, as issued by the general office of the China Banking Regulatory Commission Liaoning Bureau (Liao Yin Jian Ban Fa [2014] No. 264) (《遼寧銀監局辦公室關於加強轄內銀行機構消費者權益保護工作體制機制建設的通知》(遼銀監辦發[2014]264號))</p>

Existing Provisions	Amended Provisions	Reasons for Amendments
<p>Article 190</p> <p>The Board of Directors shall establish the Strategic Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Control Committee, the Nomination and Remuneration Committee. Other special committees can also be established if necessary.</p>	<p>Article 190</p> <p>The Board of Directors shall establish the Strategic Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Control and Consumers' Rights Protection Committee, the Nomination and Remuneration Committee. Other special committees can also be established if necessary.</p>	<p><i>Notice on Strengthening the Establishment of the Consumers' Rights Protection Mechanism of Banking Institutions</i>, as issued by the general office of the China Banking Regulatory Commission Liaoning Bureau (Liao Yin Jian Ban Fa [2014] No. 264) (《遼寧銀監局辦公室關於加強轄內銀行機構消費者權益保護工作體制機制建設的通知》(遼銀監辦發[2014]264號))</p>

The above proposed amendments to the Articles are subject to (i) shareholders' approval by way of a special resolution at the 2018 first extraordinary general meeting of the Bank (the "EGM"), and (ii) approval by the China Banking Regulatory Commission Liaoning Bureau after being considered and approved at the EGM.

A circular containing, among other things, more details of the proposed amendments to the Articles, together with a notice of the EGM, will be despatched to the shareholders of the Bank in due course.

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

Shenyang, Liaoning, China
12 January 2018

As at the date of this announcement, 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.*