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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 and the reply slip 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
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED ISSUANCE OF FINANCIAL BONDS
AND
NOTICE OF 2018 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 1:30 p.m. on Wednesday, 28 February 2018 set out on pages I-1 to I-4 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 Thursdays, 8 February 2018 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.

13 January 2018

* *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:

“Articles of Association”	the articles of association of the Bank, as amended from time to time
“Bank”	Shengjing Bank Co., Ltd. (盛京银行股份有限公司), 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
“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
“EGM”	the 2018 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 1:30 p.m. on Wednesday, 28 February 2018
“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 listed on the Main Board of the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Macau”	the Macau Special Administrative Region of the PRC
“PRC”	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
“Shareholder(s)”	the shareholder(s) of the Bank
“Shares”	the Domestic Shares and the H Shares
“Supervisor(s)”	the supervisor(s) of the Bank
“Supervisory Board”	the supervisory board of the Bank

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:

ZHANG Qiyang
WANG Chunsheng
WANG Yigong
WU Gang
SUN Yongsheng

Registered office:

No. 109 Beizhan Road
Shenhe District
Shenyang
Liaoning Province
PRC

Non-executive Directors:

LI Yuguo
QIU Huofa
LI Jianwei
ZHAO Weiqing
LIU Xinfu

Principal place of business in Hong Kong:

Units 08–09, 18/F
Office Tower, Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

Independent non-executive Directors:

YU Yongshun
LAU Chi Pang
BA Junyu
SUN Hang
DING Jiming

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS
PROPOSED RE-ELECTION AND ELECTION OF SUPERVISORS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED ISSUANCE OF FINANCIAL BONDS
AND
NOTICE OF 2018 FIRST EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

It is proposed that at the EGM of the Bank to be held on Wednesday, 28 February 2018, the notice of which is set out on pages I-1 to I-4 of this circular, the resolutions will be proposed to approve, inter alia, the proposed re-election and election of Directors and Supervisors, the proposed amendments to the Articles of Association and the proposed issuance of financial bonds.

LETTER FROM THE BOARD

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 138 of the Articles of Association of the Bank, the term of office of each of the directors of the Bank is three years. Upon expiry of such term, the Directors, if eligible, may offer themselves for re-election. The terms of office of the Directors of the fifth session of the board of Directors has expired. All the incumbent Directors shall retire from office and shall be eligible for re-election at the EGM, except for Mr. Wang Chunsheng and Mr. Sun Yongsheng, who will not offer themselves for re-election as executive Directors, Mr. Liu Xinfu who will not offer himself for re-election as a non-executive Director, and Mr. Yu Yongshun, Mr. Lau Chi Pang, Mr. Ba Junyu, Mr. Sun Hang and Mr. Ding Jiming, who will not offer themselves for re-election as independent non-executive Directors.

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

- (i) each of Mr. Zhang Qiyang, Mr. Zhang Qiang, Mr. Wang Yigong and Mr. Wu Gang as executive Director candidate of the sixth session of the Board;
- (ii) each of Mr. Qiu Huofa, Mr. Liu Yanxue, Mr. Li Jianwei, Mr. Li Yuguo, Mr. Yuen Wing Shing and Mr. Zhao Weiqing as non-executive Director candidate of the sixth session of the Board; and
- (iii) each of Mr. Ni Guoju, Mr. Jiang Ce, Mr. Tai Kwok Leung, Alexander, Mr. Xing Tiancai and Mr. Li Jinyi as independent non-executive Director candidate of the sixth session of the Board.

The biographical details of the above Director candidates are set out below:

Executive Directors

Mr. Zhang Qiyang (張啟陽), aged 53, has been serving as an executive Director and the chairman of the Board of the Bank since May 2017. From December 2013 to February 2017, Mr. Zhang was the Party committee secretary and the president of the Shenyang branch of the People's Bank of China (the "PBOC") and the chief of the Liaoning branch of the State Administration of Foreign Exchange (the "SAFE"). From June 2010 to December 2013, he served as the Party committee secretary and the president of the Changchun central sub-branch of the PBOC and the chief of the Jilin branch of the SAFE. From January 1999

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to June 2010, he served successively as the Party committee member, Party committee secretary, vice-president and president of the Dalian central sub-branch of the PBOC. From September 2003 to June 2010, he also served as the chief of the Dalian branch of the SAFE. From April 1994 to January 1999, he successively served as the deputy office director, office director, Party leadership group member and vice-president of the Dalian branch of the PBOC. From November 1996 to January 1999, he also served as the deputy chief of the Dalian branch of the SAFE. From April 1991 to April 1992, he served as the director assistant of Dalian Credit Rating Committee Assessment Firm (大連市信譽評級委員會評信事務所). From April 1992 to April 1994, he served as the deputy director of Dalian Credit Rating Committee Firm (大連市信譽評級委員會事務所). From August 1988 to April 1991, he was employed by the credit rating firm under the Dalian branch of the PBOC.

Mr. Zhang received a bachelor degree from Dongbei University of Finance and Economics in July 1986. Later in January 2007, he completed a postgraduate course majoring in finance and received a doctoral degree of economics from Dongbei University of Finance and Economics. He obtained the senior economist title in October 2001. He served as a deputy to the fourteenth People's Congress of Dalian from July 2007 to October 2010 and was elected as a deputy to the twelfth National People's Congress in 2013.

Mr. Zhang Qiang (張強), aged 54, served as the vice president of the head office of CITIC Bank from February 2010 to January 2018. From April 2006 to February 2010, he served as the assistant to president of the Head Office of CITIC Bank. From March 2000 to April 2006, he served as the executive deputy manager and general manager of the Business Department of the Head Office of CITIC Bank. From March 1998 to March 2000, he served as the vice president of Qingdao Branch and president of Jinan Branch of CITIC Bank. From June 1990 to March 1998, he served as the section chief, deputy general manager and general manager of the Credit Department of the Head Office of CITIC Bank. From August 1987 to June 1990, Mr. Zhang served as manager of fund credit department of China Huacheng Finance Company. From August 1986 to August 1987, Mr. Zhang attended the central government lecturers group to go to western Hubei to support education. From July 1983 to August 1986, Mr. Zhang served as a cadre of the planning department of the State Ministry of Textile Industry.

Mr. Zhang graduated from Zhongnan University of Finance and Economics with a bachelor's degree in July 1983 and obtained a master's degree in finance from Liaoning University in September 1998. He obtained the senior economist title in December 1995.

Mr. Wang Yigong (王亦工), aged 51, has been serving as an executive Director of the Bank since August 2013 and vice president and chief risk officer of the Bank since January 2013. Mr. Wang held the position of general manager of the credit and loan management department of the Bank from January 2006 to January 2013. He then served as president of our Zhenghao

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Sub-branch from February 2002 to January 2006, during which he also worked as president of our Liaoshen Sub-branch from February 2002 to February 2003. From January 2001 to February 2002, he worked as (managing) vice president of our Liaoshen Sub-branch. He served as deputy general manager of the asset security department of the Bank from June 1998 to January 2001. He successively worked as a cashier, a credit clerk and deputy head of credit office at the Tiexi Office of Industrial and Commercial Bank of China in Shenyang from December 1984 to June 1998.

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. He has been an economist as accredited by the PRC Ministry of Personnel since June 1995. He has obtained the “Shenyang May 1 Labor Medal” by Shenyang General Labor Union in April 2015.

Mr. Wu Gang (吳剛), aged 47, has been serving as an executive Director of the Bank since May 2014, and the vice president of the Bank in January 2013. He also served as the president of the Beijing branch for the Bank from August 2009 to August 2016. Mr. Wu worked as deputy director of the preparatory office of Shenyang business operation department of the Bank from January 2009 to August 2009. From January 2007 to January 2009, he successively held the positions of president of the Yaming Sub-branch and president of the Shenhe Sub-branch of the Bank. From February 2003 to January 2007, he successively served as (managing) vice president and president of the Taishan Sub-branch of the Bank. From February 2001 to February 2003, he successively worked as assistant to general manager and deputy general manager of the asset security department of the Bank. From May 1998 to February 2001, he worked as assistant to president of the Nanhu Sub-branch of the Bank. From June 1989 to May 1998, Mr. Wu served as a staff member at the Shenhe City Credit Cooperative of Shenyang Cooperative Bank and the Nanhu Sub-branch of the Bank (including its predecessor).

Mr. Wu graduated from the Open University of China (previously known as Central Radio and TV University) (Beijing, the PRC) in June 2003, majoring in finance, and obtained the Master of Business Administration of Senior Management from Renmin University of China in June 2015. He has been an economist as accredited by the Personnel Office of Liaoning Province since November 1997.

Mr. Wu is interested in 146,149 domestic shares of the Bank.

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Non-executive Directors

Mr. Qiu Huofa (邱火發), aged 57, has been serving as a non-executive Director of the Bank since May 2017. Mr. Qiu has also been the executive vice president of Evergrande Group and the board chairman of Evergrande Finance Group since June 2016. From April 2001 to June 2016, he held various posts in different offices of China Everbright Bank. From September 2010 to June 2016, he successively served as the president assistant, vice president and Party committee member of its head office as well as the president and Party committee secretary of its Beijing branch. From August 2007 to September 2010, he served as the president and Party committee secretary of its Beijing branch. From November 2006 to August 2007, he served as the head of the business department and Party committee secretary of its head office. From April 2001 to November 2006, he served as the president and Party committee secretary of its Guangzhou branch. From December 1987 to April 2001, he held various posts in different offices of Bank of Communications. From March 2000 to April 2001, he served as the president and Party leadership group secretary of its Changsha branch. From December 1987 to March 2000, he successively served as the section chief of the credit department, head of a local office and deputy director of its Wuhan branch; president of its Wuchang sub-branch; and the vice president and Party leadership group member of its Wuhan branch.

Mr. Qiu graduated from Shijiazhuang Army Academy majoring in infantry commanding in September 1981 and received a master degree majoring in finance from Zhongnan University of Economics and Law in June 2000. He obtained the senior economist title in December 1998. He was awarded the “National May Day Medal for Finance Industry” and “National May Day Medal” in 2010 and 2011, respectively. In addition, he previously served as the deputy to the ninth National Party Congress from Guangdong and a deputy to the fifteenth People’s Congress of Xicheng District, Beijing.

Mr. Liu Yanxue (劉彥學), aged 52, has been serving as the Party committee secretary of the Bank since August 2016. From February 2013 to October 2016, he served as the Party committee deputy secretary, Party committee secretary and director of the State-owned Assets Supervision and Administration Commission of Shenyang Municipal Government. From May 2011 to February 2013, he served as the deputy secretary-general of Shenyang Municipal Government. From May 2008 to May 2011, he was the deputy director of the Management Committee of Shenyang National High Technology Industry Base for Civil Aviation Industry (瀋陽民用航空產業國家高技術產業基地管委會). From May 2003 to May 2008, he served as the deputy director of Shenyang Economic and Trade Committee (瀋陽市經濟貿易委員會). From April 2001 to August 2004, he was the deputy director and director, successively, of Shenyang Automobile Industry Development Office (瀋陽市汽車產業發展辦公室). From May 1995 to April 2001, Mr. Liu served successively as the deputy chief clerk in Shenyang Economic and Trade Commission and the deputy director and director of Central Direct Enterprise Office. From November 1992 to May 1995, Mr. Liu worked in Shenyang Economic Commission.

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Mr. Liu graduated from Baotou Iron and Steel Institute (包頭鋼鐵學院) majoring in metallurgical and mechanical in August 1989 and completed an investment management graduate programme organised by Chinese Academy of Social Sciences (中國社會科學院) in November 1998. He obtained a doctoral degree in materials processing engineering from Shenyang University of Technology (瀋陽工業大學) in April 2008.

Mr. Li Jianwei (李建偉), aged 57, has been serving as a non-executive Director of the Bank since June 2006. He has been the chairman of the board and general manager of Shenyang Hengxin since July 2004, and deputy general manager of Shenyang Industrial Investment Development Group Co., Ltd. (瀋陽產業投資發展集團有限公司) since July 2013. Prior to that, he successively worked as chief of the asset revenues (property rights) division at Shenyang Finance Bureau from December 2001 to July 2004, deputy chief of the administrative affairs and resources division and chief of capital operation division at Shenyang State-owned Assets Supervision and Administration Commission from March 1994 to December 2001, and principal staff and deputy chief of the accounting division at Shenyang Finance Bureau from March 1985 to March 1994.

Mr. Li graduated from Liaoning University (Liaoning, PRC) in December 1991, majoring in industrial enterprise management, and received a master's degree in philosophy of Marxism from Liaoning University (Liaoning, PRC) in June 2000. He has been a non-practising member of Liaoning Public Certified Accountants Association since December 2009.

Mr. Li Yuguo (李玉國), aged 63, has been serving as a non-executive Director of the Bank since July 2013 and the vice chairman of the Board since June 2014. He has been the chairman of Huibao International since June 2013 and the chairman of Beijing Jiutai Group Co., Ltd. (北京九台集團有限公司) since May 1993. Prior to that, he successively worked at the planning bureau of the China Association for Science and Technology (中國科學技術協會) as principal staff, deputy chief and chief of the accounting division from August 1983 to October 1992. Mr. Li has been the board chairman of Asia Resources Holdings Limited (listed on the Hong Kong Stock Exchange; stock code: 899) since August 2017.

Mr. Li graduated from Jiangxi University of Finance and Economics (formerly known as Jiangxi Institute of Finance and Economics (江西財經學院)) (Jiangxi, PRC) in July 1983, majoring in industrial accounting.

Mr. Li is deemed to be interested in 400,000,000 domestic shares of the Bank through controlled corporation.

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Mr. Yuen Wing Shing (袁永誠), aged 71, has been an executive Director of The Cross-Harbour (Holdings) Limited (listed on the Hong Kong Stock Exchange; stock code: 0032) since February 2001 and also serves as a member of the executive committee of the said company as well as directors of several affiliated companies of the said company. Previously, he held senior management positions with a major bank in Hong Kong for over 20 years. He is also a managing director of Yugang International Limited (listed on the Hong Kong Stock Exchange; stock code: 613), an executive director of Y. T. Realty Group Limited (listed on the Hong Kong Stock Exchange; stock code: 75), and directors of Yugang International (BVI) Limited and Funrise Limited.

Mr. Yuen obtained a diploma in management studies from The Hong Kong Polytechnic University in 1986.

Mr. Zhao Weiqing (趙偉卿), aged 58, has been serving as a non-executive Director of the Bank since May 2014. He also served as our shareholder representative Supervisor from March 2008 to May 2014. He has been the president and a director of Xinhua Zhongbao Co., Ltd. since October 2009 and was the vice chairman of the board of Xinhua Zhongbao Co., Ltd. from October 2009 to November 2015 and was the vice president of Xinhua Zhongbao Co., Ltd. from May 2007 to October 2009. He has been the general manager of Shenyang Xinhua Real Estate Development Co., Ltd. (瀋陽新湖房地產開發有限公司) since September 2002 and served as the executive deputy manager of Zhejiang Xinhua Real Estate Group Co., Ltd. (浙江新湖房地產集團有限公司) from October 1998 to September 2002. He worked as a teacher and director of the training department at Zhejiang Provincial Government School of the Chinese Communist Party (中共浙江省省級機關黨校) from July 1986 to October 1998.

Mr. Zhao graduated from Hangzhou Normal University (formerly known as Hangzhou Normal College (杭州師範學院)) (Zhejiang, PRC) in August 1980, majoring in physics, and graduated from the Party School of the Zhejiang Committee of the Chinese Communist Party (中共浙江省委黨校) (Zhejiang, PRC), majoring in political economics in July 1986. He has been accredited as a lecturer by the Teachers' Qualification Accreditation Committee of Chinese Communist Party Zhejiang Provincial Committee (中共浙江省委教師職務評審委員會) since March 1991.

Independent Non-executive Directors

Mr. Ni Guoju (倪國巨), aged 63, served as the Party committee secretary of the Management School of Wuhan University of Science and Technology from March 2009 to April 2014. From January 2007 to March 2009, Mr. Ni served as the Party committee secretary of the Continuing Education School of Wuhan University of Science and Technology. From October 2005 to January 2007, Mr. Ni served as the director of the Department of Infrastructure of Wuhan University of Science and Technology. From December 1997 to October 2005, he served as the general manager of the Technology and Development Company of Wuhan University of Science and Technology. From July 1978 to December 1997, he successively

LETTER FROM THE BOARD

served as the assistant lecturer and lecturer of the Metallurgy School, deputy secretary of the Party branch, the Party committee secretary and deputy director of the Department of Moral Education of Wuhan Iron and Steel Institute (武漢鋼鐵學院) (renamed as Wuhan University of Science and Technology in 1995).

Mr. Ni completed studies in metallic materials and heat treatment in Wuhan Iron and Steel Institute in July 1978.

Mr. Jiang Ce (姜策), aged 57, has been serving as the managing director of SZCE Ronghe Investment Co., Ltd. (深圳市建融合投資有限公司) since January 2016. From October 2002 to December 2015, he served as an executive director of Hong Kong Sun Asset Management Limited (香港陽光資本管理有限公司). From December 1998 to September 2002, he served as an executive director of Hong Kong Concord Capital Securities Limited (香港協和證券有限公司). From July 1983 to December 1998, he served positions at the Finance Department and Investment Department of China Everbright Industrial Corporation (中國光大實業總公司).

Mr. Jiang obtained a bachelor's degree in applied mathematical statistics specialization awarded by Shanghai University of Finance and Economics (上海財經大學) in July 1983.

Mr. Tai Kwok Leung, Alexander (戴國良), aged 60, a partner of VMS Securities Limited. Mr. Tai previously was a managing director and the head of Corporate Finance Department of Investec Capital Asia Limited. Mr. Tai is licensed under the Securities and Futures Ordinance to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities. Mr. Tai is an independent non-executive director of Anhui Conch Cement Company Limited (stock code: 914), Luk Fook Holdings (International) Limited (stock code: 590), Jiayuan International Group Limited (stock code: 2768) and G & M Holdings Limited (stock code: 6038), which are all listed on the Stock Exchange of Hong Kong.

Mr. Tai graduated from the Victoria University of Wellington in New Zealand and obtained a bachelor degree in Commerce and Administration in 1982. He is an associate member of the Hong Kong Institute of Certified Public Accountants and CPA Australia.

Mr. Xing Tiancai (邢天才), aged 56, has been serving as the dean of the Graduate School of Dongbei University of Finance and Economics (東北財經大學) since May 2017. From December 2016 to May 2017, he served as the head of 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 September 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, he served as deputy director of the research section under the School of Investments, deputy director of the Graduate Department, head of Higher Education Research successively at Dongbei University of Finance and Economics.

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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 April 2003, respectively. He was elected as a professor in December 2000. He was awarded the title of "Excellent Expert" by the Dalian Municipal People's Government in 2013 and was granted the "May 1" Labour Medal of Liaoning Province in 2015.

Mr. Li Jinyi (李進一), aged 53, has been serving as a lecturer at the School of Economics and subsequently an associate professor at the Management School of Jinan University (暨南大學) since April 1991. He has been a part-time lawyer at Guangdong Xindesheng Law Firm since 2002. From 1996 to 2002, he was a part-time lawyer at Guangdong Jinan Law Firm. He is currently an independent director of Guangzhou Haige Communications Group Incorporated Company (listed on the Shenzhen Stock Exchange; stock code: 002465), Sotech Smarter Equipment Co., Ltd. (listed on the Shenzhen Stock Exchange; stock code: 300173) and Comefly Outdoor Co., Ltd. (listed on the Shanghai Stock Exchange; stock code: 603908). From June 2006 to June 2012, he served as an independent director of GRG Banking Equipment Co., Ltd. (listed on the Shenzhen Stock Exchange; stock code: 002152).

Mr. Li obtained his bachelor degree and master degree in law from Southwest University of Political Science & Law (西南政法大學) in July 1985 and January 1991, respectively. He was elected as an associate professor in December 1998.

The Bank will determine the remuneration packages of the Director candidates based on its remuneration policy and will disclose the remuneration of Directors in its annual report each year.

Save as disclosed above, the Director candidates did not hold any directorship in any other listed companies or take up any post in any affiliated companies of the Bank in the past three years, nor have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Bank.

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Furthermore, save as disclosed above, the Director candidates do not have any equity interest in 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 Director candidates 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.

The election of the Director candidates will be proposed at the EGM for approval by the Shareholders. Their terms of office will commence upon shareholders' approval and end upon the termination of the current session of the Board. The election of Mr. Zhang Qiang, Mr. Liu Yanxue, Mr. Yuen Wing Shing, Mr. Ni Guoju, Mr. Jiang Ce, Mr. Tai Kwok Leung, Alexander, Mr. Xing Tiancai and Mr. Li Jinyi are subject to the ratification of their eligibility by the China Banking Regulatory Commission (the "CBRC"). Accordingly, their terms of office will commence upon the ratification of their eligibility by the CBRC and end upon the termination of the current session of the Board.

2. Proposed Re-election and Election of Supervisors

According to article 215 of the Articles of the Bank, the term of office of each of the Supervisors of the Bank is three years. Upon expiry of such term, the Supervisors, if eligible, may offer themselves for re-election. The terms of office of the Supervisors of the fifth session of the supervisory board has expired. All the incumbent shareholder representative Supervisors and external Supervisors shall retire from office and shall be eligible for re-election at the EGM, except for Mr. Chen Zhaogui and Ms. Sun Yi, who will not offer themselves for re-election as shareholder representative Supervisors, and Mr. Huang Lianguai, Mr. Zhou Zheren and Mr. Wen Zhaoye, who will not offer themselves for re-election as external Supervisors.

The supervisory board proposed the nomination for the re-election or election of the shareholder representative Supervisors and external Supervisors as follows:

- (i) each of Mr. Pan Wenge, Mr. Liu Huidi and Mr. Yu Haobo as shareholder representative Supervisor candidate of the sixth session of the supervisory board; and
- (ii) each of Mr. Ba Junyu, Mr. Sun Hang and Mr. Dai Qiang as external Supervisor candidate of the sixth session of the supervisory board.

The biographical details of the above Supervisor candidates are set out below:

Shareholder Representative Supervisors

Mr. Pan Wenge (潘文戈), aged 51, has been appointed as a shareholder representative Supervisor of the Bank since May 2014. Mr. Pan has been the chief financial officer of Luenmei Holding Co., Ltd. (聯美控股股份有限公司, listed on the Shanghai Stock Exchange;

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stock code: 600167) since November 2009. Prior to that, he held the position of deputy chief financial officer at Luenmei (China) Investment Co., Ltd. (聯美(中國)投資有限公司) from May 2007 to November 2009. From May 2000 to May 2007, he worked at Huaxia Bank, where he successively served as deputy general manager of the financing center of Shenyang branch, general manager of the business department of Shenyang branch, president of Shenyang Beizhan sub-branch and Shenyang Zhongshan Square sub-branch.

Mr. Pan graduated from Dongbei University of Finance and Economics (formerly known as Liaoning Institute of Finance and Economics (遼寧財經學院)) (Liaoning, PRC) in July 1988, majoring in finance and accounting, and a master's degree in applied psychology from Liaoning Normal University (Liaoning, PRC) in July 2002. He has been an accountant as accredited by the Personnel Office of Liaoning Province since October 1994.

Mr. Liu Huidi (劉惠弟), aged 57, has been serving as the president of Shanghai Changxin (Group) Co., Ltd. (上海昌鑫(集團)有限公司), an executive director of Shenyang Changxin Property Investment Co., Ltd. (瀋陽昌鑫置業投資有限公司) and director of Shanghai Baoshan Village Bank (上海寶山富民村鎮銀行) since October 1997, August 2006 and September 2011, respectively. From January 2004 to May 2015, he concurrently served as the general manager of Shanghai Juying Property Development Co., Ltd. (上海聚英房地產開發有限公司). From March 1981 to October 1997, he served as a section officer and section chief of the Department of Finance Shanghai No.5 Steel (Group) Co., Ltd. of Baosteel Group (寶鋼集團上海五鋼(集團)有限公司).

Mr. Liu graduated from the finance and accounting studies awarded by Shanghai College of Metallurgy Industry (上海市冶金工業學校) in March 1981 and completed the industrial accounting studies of Shanghai Television University (上海電視大學) in July 1986. He is a qualified accountant and the qualification was conferred by Shanghai Metallurgical Industry Bureau (上海市冶金工業局) in December 1991.

Mr. Yu Haobo (于浩波), aged 53, has been serving as the chairman of the board of Shenyang Dayang Decoration Engineering Co., Ltd. (瀋陽大洋裝飾工程有限公司) and general manager of Liaoning Xiangge Weilan Property Development Co., Ltd. (遼寧香格蔚藍房地產開發有限公司) since December 1995. From March 2008 to March 2014, he was a supervisor of the Bank. From December 1995 to August 2000, he served as the general manager of Shenyang Dayang Business and Industrial Co., Ltd. (瀋陽大洋商務實業有限公司).

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Mr. Yu completed a master's degree in systems engineering awarded by Tianjin University in December 1993. He is a qualified senior engineer and the qualification was conferred by the Personnel Department of Liaoning Province (遼寧省人事廳) in December 2003.

External Supervisors

Mr. Ba Junyu (巴俊宇), aged 62, has been appointed as an independent non-executive Director of the Bank since June 2010. Mr. Ba has been a professor at Shenyang Ligong University (瀋陽理工大學) since September 2001, and served as principal, professor and researcher of the social economy research institute of Shenyang Ligong University from September 2001 to May 2009. He serves as a professor at the ideological and political theory teaching and research department of Shenyang Ligong University since May 2009. Prior to that, he served as an associate professor and the head of the economic research institute at Shenyang University from April 1996 to August 2003. From August 1985 to April 1996, he served as a vice dean, deputy principal and associate professor of the market economy research institute at Shenyang Institute of Finance and Economics. He used to work at the teaching and research office at Shenyang Accounting School (瀋陽市財會學校) as deputy director, director and lecturer from August 1982 to August 1985.

Mr. Ba graduated from Dongbei University of Finance and Economics (formerly known as Liaoning Institute of Finance and Economics (遼寧財經學院)) (Liaoning, PRC) in July 1982, majoring in commercial enterprise management. He has been a researcher as accredited by the Personnel Office of Liaoning Province since August 2008.

Mr. Sun Hang (孫航), aged 51, has been appointed as an independent non-executive Director of the Bank since May 2014. He has been the director of the Enterprise Management Research Centre of Liaoning Academy of Social Sciences since March 2016. Prior to that, he served as the principal of the Human Resources Research Institute of Liaoning Academy of Social Sciences from April 2007 to March 2016, the general manager at Shenyang Yuhuang Health Products Co., Ltd. (瀋陽玉皇保健品有限公司) from March 2002 to April 2007, worked as deputy principal of the Applied Technology Research Institute of Chinese Academy of Management Science (中國管理科學研究院) from March 1998 to March 2002, and was a deputy director staff at the enterprise department of Changchun Industry and Commerce Association and manager of Xunda Motorcycle Co., Ltd. (迅達摩托車公司) from October 1988 to March 1998.

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Mr. Sun graduated from Anhui University of Finance & Economics (formerly known as Anhui Institute of Finance & Economics) (安徽財貿學院) (Anhui, PRC) in July 1988, majoring in merchandising. He has been a senior economist as accredited by the Personnel Office of Liaoning Province since December 2001, and a researcher as accredited by the Department of Human Resources and Social Security of Liaoning Province since September 2011.

Mr. Dai Qiang (戴強), aged 51, has been serving as the Party committee secretary of Liaoning branch company of Sinosafe Insurance (華安保險遼寧分公司) since October 2017. From March 2004 to October 2017, he served as the deputy general manager, senior underwriting officer and general manager of several branch companies of Sinosafe Insurance from March 2004 to October 2017. From January 2001 to March 2004, he served as the assistant to general manager and chief underwriting officer of Dalian branch company of Sinosafe Insurance. From August 1991 to 2001, he served as the manager, manager of the Department of International Business and manager of the Department of Customer Service of the branch companies of China Ping An Insurance Company (中國平安保險公司).

He graduated from Dongbei University of Finance and Economics with a bachelor's degree in materials economics in July 1988 and completed an on-the-job graduate programme of finance studies organised by Dongbei University of Finance and Economics in July 2007. He was conferred with the title of economist by China Ping An Insurance Company in September 1995.

The Bank will determine the remuneration packages of the Supervisor candidates based on its remuneration policy and will disclose the remuneration of Supervisors in its annual report each year.

Save as disclosed above, the Supervisor candidates did not hold any directorship in any other listed companies or take up any post in any affiliated companies of the Bank 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 Supervisor candidates do not have any equity interest in 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 Supervisor candidates 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.

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The election of the Supervisor candidates will be proposed at the EGM for approval by the shareholders. Their terms of office will commence upon Shareholders' approval and end upon the termination of the current session of the supervisory board.

3. Proposed Amendment to the Articles of Association

A special resolution will be proposed at the EGM that, certain amendments will be made to the Articles of Association as follows:

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 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>	<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>

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Existing Provisions	Amended Provisions	Reasons for Amendments
<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>

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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 of Association are subject to (i) shareholders' approval by way of a special resolution at the EGM, and (ii) approval by the China Banking Regulatory Commission Liaoning Bureau after being considered and approved at the EGM.

4. Proposed Issuance of Financial Bonds

Reference is made to the announcement published by the Bank on 12 January 2018 regarding the proposed issuance of financial bonds.

A special resolution will be proposed at the EGM that, subject to obtaining necessary approvals from the China Banking Regulatory Commission and other regulatory authorities, the Bank will issue financial bonds in the aggregate principal amount of up to RMB30 billion to members of the inter-bank bond market in China. The proceeds from the issuance of the bonds will be used to optimise the matching structure of the Bank's medium-and long-term assets and liabilities, increase and stabilise the sources of the Bank's medium and long-term liabilities, and support the Bank's medium and long-term asset business. The bonds will not be listed on the Hong Kong Stock Exchange.

Particulars of the proposed issuance of the bonds are as follows:

- (i) Offering size: financial bonds in the aggregate principal amount of up to RMB30 billion
- (ii) Term of maturity: less than five years (inclusive)

LETTER FROM THE BOARD

- (iii) Par value: RMB100
- (iv) Interest rate: to be determined by bookbuilding-based centralised allocation or open tendering
- (v) Target subscribers: members of the inter-bank bond market in China
- (vi) Use of proceeds: to optimise the matching structure of the Bank's medium- and long-term assets and liabilities, increase and stabilise the sources of the Bank's medium- and long-term liabilities, and support the Bank's medium- and long-term asset business
- (vii) Term of validity of the resolution: 36 months from the date on which such special resolution is passed
- (viii) Authorisation for issuance: Shareholders' general meeting to authorise the Board, which will in turn authorise the senior management of the Bank, to implement the issuance of the bonds (including, but not limited to, the determination of the pricing, interest rates, timing and size of the issuance and the execution of all relevant documents). The authorisation will be effective for 36 months from the date on which such authorisation is granted at the EGM
- (ix) Condition of issuance: (i) approval from the Shareholders by way of a special resolution, and (ii) approvals from the China Banking Regulatory Commission and other relevant regulatory authorities.

III. EGM

The EGM 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 resolutions in respect of the matters set out in the notice of the EGM. A form of proxy and a reply slip will be despatched to the Shareholders in accordance with the Listing Rules on Saturday, 13 January 2018. 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 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 Thursday, 8 February 2018.

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 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.

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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 and accordingly recommend that the Shareholders vote in favour of the resolution 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.
Chairman
ZHANG Qiyang

Shenyang, Liaoning, China
13 January 2018

* *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 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.

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