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**Shenyang Shengjing Financial
Holding Investment Group Co., Ltd.***
瀋陽盛京金控投資集團有限公司
*(A company incorporated in the
People's Republic of China with limited liability)*



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)

JOINT ANNOUNCEMENT

**(1) VOLUNTARY CONDITIONAL GENERAL CASH OFFER BY
CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG
SECURITIES LIMITED ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL OF THE ISSUED H SHARES IN THE BANK
(OTHER THAN THOSE ALREADY HELD BY THE OFFEROR
AND ITS CONCERT PARTIES)**

**(2) VOLUNTARY CONDITIONAL GENERAL CASH OFFER BY THE OFFEROR
TO ACQUIRE ALL OF THE ISSUED DOMESTIC SHARES IN THE BANK
(OTHER THAN THOSE ALREADY HELD BY THE OFFEROR AND
ITS CONCERT PARTIES)**

**(3) INCREASE IN OFFER PRICE
AND**

(4) RESUMPTION OF TRADING

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



Reference is made to the announcement jointly issued by the Offeror and the Bank dated 26 August 2025 (the “**Rule 3.5 Announcement**”) in relation to the Offers and the Delisting.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement.

The Initial H Share Offer Price and Initial Domestic Share Offer Price

As disclosed in the Rule 3.5 Announcement, (i) CICC, on behalf of the Offeror, will make the H Share Offer to acquire all of the issued H Shares (other than those already held by the Offeror and its Concert Parties) at the initial H Share Offer Price of HK\$1.32 per H Share, and (ii) the Offeror will make the Domestic Share Offer to acquire all of the issued Domestic Shares (other than those already held by the Offeror and its Concert Parties) at the initial Domestic Share Offer Price of RMB1.20 per Domestic Share.

The Final Offer Price

In order to provide greater financial incentives for Shareholders to accept the Offers and thereby increasing the probability of success of the Offers, the Offeror will increase the initial H Share Offer Price from HK\$1.32 per H Share to HK\$1.60 per H Share (the “**Final H Share Offer Price**”), representing an increase of HK\$0.28 per H Share. Accordingly, the initial Domestic Share Offer Price will be increased from RMB1.20 per Domestic Share to RMB1.45 per Domestic Share (the “**Final Domestic Share Offer Price**”, together with the Final H Share Offer Price, the “**Final Offer Price**”), being the RMB equivalent of the Final H Share Offer Price at the exchange rate of HK\$1:RMB0.91193, which is the latest available central parity rate of RMB to HK\$ as at the date of this Announcement as announced by the People’s Bank of China.

The Offeror will not further increase the Final Offer Price, and the Offeror does not reserve the right to do so. Shareholders and potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Final H Share Offer Price and the Final Domestic Share Offer Price.

The Final H Share Offer Price of HK\$1.60:

- represents a premium of approximately 40.35% over the closing price of HK\$1.14 per H Share as quoted on the Stock Exchange on the Last Trading Date;
- represents a premium of approximately 42.35% over the average closing price of approximately HK\$1.12 per H Share, being the average closing price of the H Shares as quoted on the Stock Exchange for the 5 trading days immediately prior to and including the Last Trading Date;

- represents a premium of approximately 26.48% over the average closing price of approximately HK\$1.27 per H Share, being the average closing price of the H Shares as quoted on the Stock Exchange for the 30 trading days immediately prior to and including the Last Trading Date;
- represents a premium of approximately 33.97% over the average closing price of approximately HK\$1.19 per H Share, being the average closing price of the H Shares as quoted on the Stock Exchange for the 60 trading days immediately prior to and including the Last Trading Date;
- represents a premium of approximately 42.21% over the average closing price of approximately HK\$1.13 per H Share, being the average closing price of the H Shares as quoted on the Stock Exchange for the 90 trading days immediately prior to and including the Last Trading Date;
- represents a premium of approximately 44.76% over the average closing price of approximately HK\$1.11 per H Share, being the average closing price of the H Shares as quoted on the Stock Exchange for the 120 trading days immediately prior to and including the Last Trading Date;
- represents a premium of approximately 43.97% over the average closing price of approximately HK\$1.11 per H Share, being the average closing price of the H Shares as quoted on the Stock Exchange for the 180 trading days immediately prior to and including the Last Trading Date;
- represents a discount of approximately 83.63% to the net asset value per Share attributable to the ordinary shareholders of the Bank as at 31 December 2024 (based on a total of 8,796,680,200 Shares in issue as at the date of this Announcement, the Group's audited total shareholders' equity attributable to the Bank of approximately HK\$85,972,435,316 as at 31 December 2024 (extracted from the Bank's annual report for the year ended 31 December 2024, and based on the central parity rate of RMB to HK\$ as at 31 December 2024 as announced by the People's Bank of China)); and
- represents a discount of approximately 83.96% to the net asset value per Share attributable to the ordinary shareholders of the Bank as at 30 June 2025 (based on a total of 8,796,680,200 Shares in issue as at the date of this Announcement, the Group's unaudited total shareholders' equity attributable to the Bank of approximately HK\$87,770,233,017 as at 30 June 2025 (extracted from the Bank's interim report for the six months ended 30 June 2025, and based on the central parity rate of RMB to HK\$ as at 30 June 2025 as announced by the People's Bank of China)).

Note: The average closing price and percentage figures set out above are rounded to two decimal places.

The Offers based on the Final Offer Price are subject to the fulfillment of the Conditions, the details of which are set out in the Rule 3.5 Announcement. According to Rule 8.2 of the Takeovers Code, the Composite Document containing details of the Offers and other relevant information, together with the Forms of Acceptance, is required to be despatched to the Shareholders no later than 16 September 2025. Further announcement will be made in relation to the despatch of the Composite Document.

Save as the aforementioned increase in the Offer Price, the other terms of the Offers as set out in the Rule 3.5 Announcement remain unchanged.

Confirmation of financial resources

Assuming full acceptance of the Offers, the aggregate cash consideration payable by the Offeror under the Offers, based on the Final Offer Price, will amount to approximately HK\$3,596,733,600.00 in respect of the H Share Offer and RMB4,747,092,175.85 in respect of the Domestic Share Offer.

CICC, the financial adviser to the Offeror, is satisfied that sufficient financial resources are available to the Offeror to satisfy its payment obligations on full acceptance of the Offers in accordance with their terms as set out in the Rule 3.5 Announcement and this Announcement.

Dealings disclosure

In accordance with Rule 3.8 of the Takeovers Code, associates (including persons holding 5% or more of a class of relevant securities (as defined in Note 4 to Rule 22 to the Takeovers Code)) of the Bank and the Offeror are hereby reminded to disclose their dealings in Shares pursuant to the requirements of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING

At the request of the Bank, trading in the H Shares on the Stock Exchange was halted from 1:00 p.m. on 12 September 2025 pending issuance of this announcement.

An application has been made by the Bank to the Stock Exchange for the resumption of trading in the H Shares on the Stock Exchange with effect from 9:00 a.m. on 15 September 2025.

COMPLETION OF THE OFFERS IS SUBJECT TO THE CONDITIONS BEING FULFILLED OR WAIVED (AS APPLICABLE). THE ISSUE OF THIS ANNOUNCEMENT DOES NOT IN ANY WAY IMPLY THAT THE OFFERS WILL BECOME UNCONDITIONAL.

SHAREHOLDERS AND POTENTIAL INVESTORS ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE BANK. PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT THEIR PROFESSIONAL STOCKBROKER, BANK MANAGER, SOLICITOR OR OTHER PROFESSIONAL ADVISER.

On behalf of the board of
**Shenyang Shengjing Financial
Holding Investment Group Co., Ltd.***

Xu Dong
Chairman

On behalf of the Board of
Shengjing Bank Co., Ltd. #

Sun Jin
Chairman

Shenyang, Liaoning Province, China
12 September 2025

As at the date of this Announcement, the directors of the Offeror are Mr. Xu Dong, Mr. Wang Huiyong, Mr. Qu Zhaoguang, Mr. Cai Rui and Ms. Fan Cunyan. The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this Announcement (other than any information relating to the Bank) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this Announcement the omission of which would make any statements in this Announcement misleading.

As at the date of this Announcement, the Board comprises Mr. Sun Jin, Ms. Liu Xu, Mr. Wang Yigong, Mr. Zhang Xuewen, Mr. He Yixuan as executive Directors, Mr. Sun Zhenyu, Mr. He Peng, Ms. Yang Xiu, Ms. Wang Hongmei as non-executive Directors and Mr. Wang Mo, Ms. Lv Dan, Mr. Chan Pak Lam, Tom, Ms. Wang Lan, Mr. Huang Weiqiang, as independent non-executive Directors. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Announcement (other than any information relating to the Offeror and the Committed Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this Announcement the omission of which would make any statements in this Announcement misleading.

* *For identification purpose only*

Shengjing Bank Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.