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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**

**DESPATCH OF COMPOSITE DOCUMENT IN RELATION TO  
(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) PROPOSED WITHDRAWAL OF LISTING OF THE H SHARES OF THE BANK**

**(4) NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING**

**(5) NOTICE OF 2025 FIRST H SHARE CLASS MEETING**

**Financial Adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**



## INTRODUCTION

Reference is made to (i) the announcement jointly issued by the Offeror and the Bank dated 26 August 2025 in relation to the Offers and the Delisting; (ii) the announcement jointly issued by the Offeror and the Bank dated 12 September 2025 in relation to the increase in the offer price of the Offers; and (iii) the Composite Document jointly issued by the Offeror and the Bank dated 16 September 2025. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among others, (i) the expected timetable in respect of the Offers and the Delisting; (ii) the letter from CICC setting out, among other things, details of the Offers; (iii) the letter from the Board; (iv) the letter from the Independent Board Committee setting out its recommendations to the Shareholders in relation to the Offers and the Delisting; and (v) the letter from the Independent Financial Adviser setting out its advice and recommendations to the Independent Board Committee in respect of the Offers and the Delisting, and enclosing the WHITE Form of Acceptance and the GREEN Form of Acceptance, will be despatched to the Shareholders on 16 September 2025.

Copies of the Composite Document and the accompanying WHITE Form of Acceptance and GREEN Form of Acceptance are also available on the websites of the Stock Exchange and of the Bank.

**Shareholders are advised to read the Composite Document (including the letter from the Independent Board Committee and the letter from the Independent Financial Adviser) and the accompanying WHITE Form of Acceptance and GREEN Form of Acceptance, before taking any action in respect of the Offers.**

## EXPECTED TIMETABLE

The expected timetable set out below is indicative only and may be subject to changes. Any changes to the timetable will be jointly announced by the Offeror and the Bank as and when appropriate.

**Unless otherwise expressly stated, references to times and dates in this announcement, the Composite Document and the Forms of Acceptance are to Hong Kong times and dates.**

Despatch Date of the Composite Document and  
the accompanying Forms of Acceptance and the  
commencement of the Offers (*Note 1*) . . . . .

Tuesday, 16 September  
2025

Latest time for lodging transfers of the H Shares and the Domestic Shares in order to be entitled to attend and vote at the Extraordinary General Meeting and the H Share Class Meeting . . . . .	4:30 p.m. on Tuesday, 30 September 2025
Record Date for the determination of entitlements of the Shareholders to attend and vote at the Extraordinary General Meeting and the H Share Class Meeting . . . . .	Tuesday, 30 September 2025
Closure of the register of the Bank for the determination of entitlements of the Shareholders to attend and vote at the Extraordinary General Meeting and the H Share Class Meeting . . . . .	Wednesday, 1 October 2025 to Tuesday, 21 October 2025 (both dates inclusive)
Latest time for lodging proxy form(s) in respect of the Extraordinary General Meeting ( <i>Note 2</i> ) . . . . .	9:30 a.m. on Monday, 20 October 2025
Latest time for lodging proxy form(s) in respect of the H Share Class Meeting ( <i>Note 2</i> ) . . . . .	10:30 a.m. on Monday, 20 October 2025
Extraordinary General Meeting . . . . .	9:30 a.m. on Tuesday, 21 October 2025
H Share Class Meeting . . . . .	10:30 a.m. on Tuesday, 21 October 2025 (or immediately after the conclusion or adjournment of the Extraordinary General Meeting)
First Closing Date ( <i>Note 3</i> ) . . . . .	Tuesday, 21 October 2025
Latest time and date for acceptance of the Offers on the First Closing Date ( <i>Note 3</i> ) . . . . .	4:00 p.m. on Tuesday, 21 October 2025
Announcement of the results of the Extraordinary General Meeting and the H Share Class Meeting . . . . .	by 7:00 p.m. on Tuesday, 21 October 2025

Announcement of the results of the Offers as at the First Closing Date on the website of the Stock Exchange. . . . .	no later than 7:00 p.m. on Tuesday, 21 October 2025
Latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offers at or before 4:00 p.m. on the First Closing Date (assuming the H Share Offer becomes or is declared unconditional in all respects on the First Closing Date) ( <i>Notes 4 and 5</i> ). . .	Friday, 31 October 2025
Last Day of trading of the H Shares on the Stock Exchange (assuming the H Share Offer has become unconditional in all respects on the First Closing Date) . . . . .	Thursday, 13 November 2025
Latest time and date by which the Offers can become or be declared unconditional as to acceptances ( <i>Note 6</i> ) . . . . .	Friday, 14 November 2025
Final Closing Date (assuming the H Share Offer has become unconditional in all respects on the First Closing Date) ( <i>Note 7</i> ) . . . . .	Tuesday, 18 November 2025
Announcement of details of withdrawal of the listing of the H Shares from the Stock Exchange (assuming the H Share Offer has become unconditional in all respects on the First Closing Date) . . . . .	no later than 8:30 a.m. on Tuesday, 18 November 2025
Latest time and date for the Offers remaining open for acceptance on the Final Closing Date and closing of the Offers ( <i>Note 7</i> ) . . . . .	4:00 p.m. on Tuesday, 18 November 2025
Announcement of the results of the H Share Offer as at the Final Closing Date on the website of the Stock Exchange	by 7:00 p.m. on Tuesday, 18 November 2025
Withdrawal of the listing of the H Shares from the Stock Exchange. . . . .	4:00 p.m. on Thursday, 20 November 2025
Latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances of the H Share Offer on the Final Closing Date ( <i>Notes 4 and 5</i> ) . . . . .	Thursday, 27 November 2025
Latest time and date by which the Offers can become or be declared unconditional in all respects ( <i>Note 8</i> ) . . . . .	Friday, 5 December 2025

*Notes:*

1. The Offers are made on 16 September 2025, the date of the Composite Document, and are capable of acceptance on and from that date for the whole of the Offer Period.
2. Proxy form(s) should be duly completed and returned to, (a) in the case of holders of H Shares, the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and (b) in the case of holders of Domestic Shares, the Bank's principal place of business in the PRC at No. 109 Beizhan Road, Shenhe District, Shenyang, Liaoning Province, the PRC, as soon as possible and in any event not less than 24 hours before the time appointed for the Extraordinary General Meeting or the H Share Class Meeting or any adjournment thereof, and return of the proxy forms will not preclude a Shareholder from attending and voting in person at the Extraordinary General Meeting or the H Share Class Meeting or any adjourned meetings should they so wish. In the event that you attend and vote at Extraordinary General Meeting and/or the H Share Class Meeting (as applicable) after having deposited the relevant proxy form, that proxy form will be deemed to have been revoked.
3. In accordance with the Takeovers Code, the H Share Offer must initially be opened for acceptance for at least 21 days from the date of the Composite Document. The Offeror has the right under the Takeovers Code to extend the Offers until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror will issue an announcement in relation to any extension of the Offers, which will state either the next Offer Closing Date or, if the Offers are at that time unconditional as to acceptances, a statement that the Offers will remain open until further notice. In the latter case, at least 14 days' notice in writing must be given before the Offers are closed to those Shareholders who have not accepted the Offers.

Beneficial owners of H Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant and who wish to accept the H Share Offer should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures and any deadlines set by HKSCC Nominees Limited.

4. Remittances in respect of the consideration for the H Shares tendered under the H Share Offer, less seller's ad valorem stamp duty payable, will be made by way of cheques and will be despatched to those H Shareholders validly accepting the H Share Offer by ordinary post at their own risk as soon as possible but in any event no later than seven Business Days after (i) the date of receipt of a complete and valid acceptance in respect of the H Share Offer or (ii) the Offer Unconditional Date, whichever is the later.

5. As settlement of consideration under the Domestic Share Offer, which will be made via wire transfer by the Offeror, is subject to certain transfer and registration formalities and procedures imposed by CSDCC, which may require cooperation by the Domestic Shareholders and are not within the control of the Offeror, as such settlement arrangements would require more than seven Business Days to complete, the Offeror has applied to the Executive for, and the Executive has indicated that it is minded to grant, a waiver from strict compliance with Rule 20.1(a) of the Takeovers Code for the Domestic Share Offer. Remittances in respect of the cash consideration payable for the Domestic Shares tendered under the Domestic Share Offer will be made via wire transfer according to the bank account details of the transferor set out on the first page of the GREEN Form of Acceptance no later than seven Business Days following the later of (i) the date on which the Domestic Share Offer becomes or is declared unconditional in all respects and (ii) the date on which the registration and transfer to the Offeror of all the Domestic Shares tendered for acceptance under the Domestic Share Offer by the relevant Domestic Shareholder has been completed.
6. In accordance with the Takeovers Code, except with the consent of the Executive, the Offers may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the Despatch Date. Accordingly, unless the Offers have previously become or been declared unconditional as to acceptances or have been extended with the consent of the Executive, the Offers will lapse on at 7:00 p.m. on 14 November 2025.
7. It is assumed that the H Share Offer is declared unconditional in all respects on the First Closing Date. In compliance with Note (i) to Rule 2.2 and Rule 15.3 of the Takeovers Code, the H Share Offer will be opened for acceptance for at least 28 days after the H Share Offer is declared unconditional.
8. Except with the consent of the Executive, all Conditions must be fulfilled or waived, as applicable, or the Offers must lapse within 21 days of the First Closing Date or of the date the Offers become or are declared unconditional as to acceptances, whichever is the later.
9. If there is a tropical cyclone warning signal number 8 or above or “extreme conditions” or a “a black rainstorm warning signal” as issued by the Hong Kong Observatory and/or the Government of Hong Kong (collectively, “**severe weather conditions**”) on any of the following deadlines (the “**Key Deadline**”):
  - (a) any closing date and the latest time for acceptance of the Offers and the submission and publication deadline for a closing announcement under Rule 19.1 of the Takeovers Code; or
  - (b) the latest date for posting of cheques for the amounts due under the Offers in respect of valid acceptances,
    - (i) in case any severe weather condition is in force in Hong Kong at any local time before 12:00 noon but no longer in force at 12:00 noon and/or thereafter on any Key Deadline, such Key Deadline will remain on the same Business Day; or (ii) in case any severe weather condition is in force in Hong Kong at any local time at 12:00 noon and/or thereafter on any Key Deadline, such Key Deadline will be rescheduled to the following Business Day which does not have any of those warnings or conditions in force in Hong Kong at any time at 12:00 noon and/or thereafter or such other day as the Executive may approve in accordance with the Takeovers Code.



Save as mentioned above, if the latest time for the acceptance of the Offers does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Bank will notify the Shareholders by way of joint announcement(s) on any change to the expected timetable as soon as practicable.

**WARNING: 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 be completed. The Offers may or may not become unconditional and will lapse if they do not become unconditional. Accordingly, 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 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  
16 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 Xuwen, 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.*