HRBanK 哈尔滨银行 HARBIN BANK

Harbin Bank Co., Ltd.*

哈爾濱銀行股份有限公司**

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6138)

NOTICE OF 2013 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2013 Annual General Meeting ("**AGM**") of Harbin Bank Co., Ltd. (the "**Bank**") will be held at Conference Hall, 1st Floor, Hotel Sofitel Wande Harbin, 68 Ganshui Road, Xiangfang District, Harbin, Heilongjiang, China, at 9 a.m. on Thursday, 19 June 2014 for the purpose of considering and, if thought fit, passing the following resolutions (capitalised terms used in this notice shall have the same meanings as those defined in the circular dated 29 April 2014 issued by the Bank unless otherwise stated):

ORDINARY RESOLUTIONS

1. To consider and approve the 2013 Work Report of the Board of Directors of the Bank;

2. To consider and approve the 2013 Work Report of the Board of Supervisors of the Bank;

3. To consider and approve the 2013 annual financial statements of the Bank;

4. To consider and approve the 2014 financial budgets of the Bank;

5. To consider and approve the resolution on the 2013 profit distribution plan;

6. To consider and approve the 2013 Annual Report of the Bank;

7. To consider and approve the resolution on the appointment of auditors for 2014;

SPECIAL RESOLUTIONS

8. To consider and approve the resolution on the amendments to the Articles of Association and Rules of Procedure for Shareholders' General Meetings; and

9. To consider and approve the resolution on granting the Board a general mandate to issue additional H Shares.

To meet the needs of the Bank's development after its listing, it is proposed that the Annual General Meeting considers and approves granting the Board a general mandate to issue additional H Shares, the details of which are as follows:

(I) Subject to the conditions set out below, the Board be hereby granted an unconditional and general mandate to issue, allot and deal with additional H Shares in the share capital of the Bank and to make or grant offers, agreements or options in respect of such H Shares:

   1. Save as in relation to offers, agreements or options made or granted by the Board during the Relevant Period which might require to be conducted or exercised after the end of the Relevant Period, the mandate shall not outlast the Relevant Period;

   2. the aggregate nominal value of H Shares of the Bank approved by the Board to be allotted and issued or agreed (conditionally or unconditionally) to be allotted and issued (whether pursuant to an option or otherwise) shall not exceed 20% of the aggregate nominal value of the issued H Shares of the Bank at the date on which this Resolution is passed; and

   3. The Board will only exercise the above authority in compliance with the PRC Company Law (as amended from time to time) and the Hong Kong Listing Rules (as amended from time to time) and with the necessary approvals of the CSRC and/or other relevant PRC government authorities.

(II) For the purpose of this resolution, the "**Relevant Period**" means the period from the date of approving this resolution until the earliest of:

   1. the conclusion of the next annual general meeting of the Bank following the approval of this resolution;

   2. the expiration of the 12-month period following the approval of this resolution; and

   3. the revocation or variation of the mandate granted under this resolution by a resolution of the Bank at a shareholders' general meeting.

(III) Subject to the issue of Shares pursuant to this resolution, it is proposed that the Annual General Meeting authorises the Board to:

1. approve and execute all documents and deeds and do all things or to procure the execution of such documents and deeds and the doing of such things necessary in their opinion for the issue, including but not limited to determining the time and place for issue, submitting all necessary applications to relevant authorities and entering into underwriting agreements (or any other agreements);

2. determine the use of proceeds and complete necessary filing and registration with the relevant authorities in the PRC, Hong Kong and other jurisdictions; and

3. increase the registered share capital of the Bank as a result of the issue of H Shares pursuant to this resolution and to amend the Articles of Association as they deem necessary to reflect the additional registered share capital of the Bank.

By order of the Board of Directors
Harbin Bank Co., Ltd.
Guo Zhiwen
Chairman

Hong Kong, 29 April 2014

As at the date of this notice, the Board of Directors of the Bank comprises Guo Zhiwen, Liu Zhuo and Gao Shuzhen, as executive Directors; Zhang Taoxuan, Chen Danyang, Cui Luanyi and Qin Hongfu, as non-executive Directors; Ma Yongqiang, Zhang Shengping, He Ping, Du Qingchun, Wan Kam To and Kong Siu Chee, as independent non-executive directors.

* *For identification purposes only.*

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

Notes:

1. Details of the above proposed resolutions are set out in Appendix I of the circular of the 2013 AGM of the Bank. Additional information of the 2013 Work Report of the Board of Directors of the Bank and the 2013 Work Report of the Board of Supervisors of the Bank are set out in Annex A and Annex B to the circular of the 2013 AGM of the Bank, respectively.

2. Individual Shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual Shareholders shall produce their effective proof of identity and proxy form. A corporate shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed to attend the meeting, the proxy should produce his/her identity card and an authorisation instrument duly signed by the legal representative of the corporate shareholder.

3. Any Shareholder entitled to attend and vote at the 2013 AGM is entitled to appoint one or more persons (whether such person is a shareholder or not) as his proxy or proxies to attend and vote on his behalf.

4. The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorised in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing.

5. For holders of Domestic Shares who wish to attend the 2013 AGM or any adjournment thereof, this form of proxy (together with a notarially certified copy of the power of attorney or other authority (if any) if this form of proxy is signed by a person on behalf of the appointor) must be returned to the Bank's Office of the Board of Directors at 160 Shangzhi Street, Daoli District, Harbin 150010, Heilongjiang Province, China not less than 24 hours before the time for holding the 2013 AGM or any adjournment thereof. The above documents must be delivered by the holder of H Shares to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the 2013 AGM or any adjournment thereof. If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. The proxy will also be entitled to vote at his discretion on any resolution properly put to the 2013 AGM other than those referred to in the notice convening the 2013 AGM.

6. The register of members of the Bank will be closed from Wednesday, 21 May 2014 to Thursday, 19 June 2014 (both days inclusive), during which period no transfer of H Shares of the Bank will be effected. For unregistered holders of H Shares who intend to attend the 2013 AGM, all share certificates and the transfer 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, not later than 4:30 p.m. on Tuesday, 20 May 2014. The holder of H Shares whose names appear on the register of members of the Bank on or before the date will be entitled to attend and vote at the 2013 AGM.

7. The H Shares register of members of the Bank will be closed from Monday, 30 June 2014 to Friday, 4 July 2014 (both days inclusive), during which period no transfer of H Shares of the Bank will be effected. For unregistered holders of H Shares who wish to be eligible to receive the 2013 final dividend, all share certificates and the transfer documents must be lodged with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 27 June 2014. Shareholders whose names appear on the register of members of the Company on Friday, 4 July 2014 will be entitled to receive the 2013 final dividend (subject to the approval by Shareholders at the 2013 AGM). The ex-dividend date for H Shares of the Bank is Thursday, 26 June 2014.

8. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, each of the resolutions set out in the Notice of the 2013 Annual General Meeting will be voted by poll. Results of the poll voting will be published on the Bank's website at www.hrbb.com.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the general meeting.

9. The 2013 AGM is estimated to last no longer than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses.