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 2014 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 Annual General Meeting ("**AGM**") of Harbin Bank Co., Ltd. (the "**Bank**") will be held at Conference Hall A, Hotel Sofitel Wanda Harbin, 68 Ganshui Road, Xiangfang District, Harbin, Heilongjiang, China, at 8:30 a.m. on Tuesday, 30 June 2015 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 14 May 2015 issued by the Bank unless otherwise stated):

ORDINARY RESOLUTIONS

1. To consider and approve the "Proposal on the Work Report of the Fifth Session of the Board of Directors";

2. To consider and approve the "Proposal on the Work Report of the Fifth Session of the Board of Supervisors";

3. To consider and approve the "Proposal on the 2014 Annual Financial Statements";

4. To consider and approve the "Proposal on the 2015 Financial Budgets";

5. To consider and approve the "Proposal on the 2014 Profit Distribution Plan";

6. To consider and approve the "Proposal on the 2014 Annual Report";

7. To consider and approve the "Proposal on the Appointment of Auditors for 2015";

8. To consider and approve the "Proposal on the Election and Re-election of Directors for the Sixth Session of the Board of Directors", namely:

   (1) re-election of Guo Zhiwen as executive director of the Bank;

   (2) re-election of Liu Zhuo as executive director of the Bank;

   (3) election of Zhang Qiguang as executive director of the Bank;

(4) re-election of Zhang Taoxuan as non-executive director of the Bank;

(5) re-election of Chen Danyang as non-executive director of the Bank;

(6) re-election of Cui Luanyi as non-executive director of the Bank;

(7) re-election of Qin Hongfu as non-executive director of the Bank;

(8) election of Ma Baolin as non-executive director of the Bank;

(9) re-election of Ma Yongqiang as independent non-executive director of the Bank;

(10) re-election of Zhang Shengping as independent non-executive director of the Bank;

(11) re-election of He Ping as independent non-executive director of the Bank;

(12) re-election of Du Qingchun as independent non-executive director of the Bank;

(13) re-election of Wan Kam To as independent non-executive director of the Bank; and

(14) re-election of Kong Siu Chee as independent non-executive director of the Bank;

9. To consider and approve the "Proposal on the Re-election of Shareholder Representative Supervisor and External Supervisors for the Sixth Session of the Board of Supervisors", namely:

(1) re-election of Lu Yujuan as shareholder representative supervisor of the Bank;

(2) re-election of Bai Fan as external supervisor of the Bank;

(3) re-election of Wang Jiheng as external supervisor of the Bank; and

(4) re-election of Meng Rongfang as external supervisor of the Bank;

SPECIAL RESOLUTIONS

10. To consider and approve the "Proposal on the Amendments to the Articles of Association";

11. To consider and approve the "Proposal on the Amendments to the Rules of Procedure for Shareholders' General Meetings";

12. To consider and approve the "Proposal on the Amendments to the Rules of Procedure for the Board of Directors' Meetings";

13. To consider and approve the "Proposal on the Amendments to the Rules of Procedure for the Board of Supervisors' Meetings"; and

14. To consider and approve the "Proposal on Granting a General Mandate to Issue Additional H Shares to the Board of Directors", details of which are as follows:

    (1) Subject to the conditions set out below, the board of directors of the Bank be 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:

        (a) save as in relation to offers, agreements or options made or granted by the board of directors of the Bank during the Relevant Period (defined as below)which might require to be conducted or exercised after the end of the Relevant Period, the mandate shall not exceed the Relevant Period;

        (b) the aggregate nominal value of H shares of the Bank to be allotted and issued, or agreed (conditionally or unconditionally) to be allotted and issued (whether pursuant to an option or otherwise), by the board of directors of the Bank 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

        (c) the board of directors of the Bank will only exercise its power under the mandate mentioned above in accordance with the PRC Company Law (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and after obtaining the approvals of China Securities Regulatory Commission and/or other relevant PRC government authorities.

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

        (a) the conclusion of the next annual general meeting of the Bank following the passing of this resolution;

(b) the expiration of the 12-month period following the passing of this resolution; or

(c) the revocation or variation of the authority granted under this resolution by a special resolution of the Bank in general meeting.

(3) After the issue of new H shares pursuant to this special resolution, the board of directors of the Bank or the person authorised by the board of directors is hereby authorised to:

(a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new H shares, including but not limited to determining the time and place of issue, making all necessary applications to the relevant authorities and entering into underwriting agreements (or any other agreements);

(b) determine the use of proceeds and make necessary filings and registrations with the relevant authorities in the PRC, Hong Kong and other jurisdictions; and

(c) increase the registered share capital of the Bank following the issue of new H shares and make such amendments to the articles of association of the Bank as it thinks fit so as to reflect the corresponding changes in registered share capital, total share capital and shareholding structure of the Bank.

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

Harbin, China
14 May 2015

As at the date of this announcement, 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.

* *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 resolutions, including full text of the work report of the fifth session of the board of directors of the Bank and the work report of the fifth session of the board of supervisors of the Bank, are set out in Appendix I of the circular of the Bank dated 14 May 2015 for the AGM.

2. **Closure of register of members**

   In order to determine the list of Shareholders who are entitled to attend and vote at the AGM to be held on Tuesday, 30 June 2015, the H share register of members of the Bank will be closed from Sunday, 31 May 2015 to Tuesday, 30 June 2015 (both days inclusive). Shareholders whose names appear on the H share register of members and domestic share register of members of the Bank on Sunday, 31 May 2015 will be entitled to attend and vote at the AGM. The holders of H shares of the Bank who intend to attend and vote at the AGM must lodge all the transfer documents accompanied by the relevant H share certificates with the Bank's H share registrar, Computershare Hong Kong Investor Services Limited (address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) to process the registration not later than 4:30 p.m. on Friday, 29 May 2015.

   In order to determine the list of Shareholders who are entitled to receive the final dividends, the H share register of members of the Bank will be closed from Tuesday, 7 July 2015 to Sunday, 12 July 2015 (both days inclusive). Shareholders whose names appear on the H share register of members and domestic share register of members of the Bank on Sunday, 12 July 2015 will be entitled to receive the final dividends. The holders of H shares of the Bank who intend to qualify for receiving the final dividends must lodge all the transfer documents accompanied by the relevant H share certificates with the Bank's H share registrar, Computershare Hong Kong Investor Services Limited (address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) to process the registration not later than 4:30 p.m. on Monday, 6 July 2015.

3. **Registration procedures for attending the AGM**

   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.

4. **Notice of attendance**

   Shareholders who intend to attend the AGM in person or by proxy should return the reply slip in person, by post or by facsimile to the Bank's Board of Directors' Office or Computershare Hong Kong Investor Services Limited on or before Wednesday, 10 June 2015.

   The Company's Board of Directors' Office is located at No. 160 Shangzhi Street, Daoli District, Harbin 150010, Heilongjiang Province, China (Contact Person: Zhang Zhaowu, Tel: 86-451-86779933, Fax: 86-451-86779888).

   The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

5. **Proxy**

   Shareholders entitled to attend and vote at the 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.

   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. 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 shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Bank's H share registrar.

To be valid, the form of proxy together with the power of attorney or other authorisation document (if any) signed by the authorised person or certified by a notary must be delivered to Computershare Hong Kong Investor Services Limited for holders of H shares not less than 24 hours before the designated time for the holding of the AGM.

Completion and return of a form of proxy will not preclude a Shareholder from attending in person and voting at the AGM if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

6. **Publication of poll results**

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, each of the resolutions set out in this notice 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 The Stock Exchange of Hong Kong Limited at www.hkexnews.hk after the AGM.

7. **Other business**

The 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.