哈尔滨银行
HarbinBank

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 2016 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2016 first class meeting of holders of domestic shares ("**Domestic Shareholders' Class Meeting**") of Harbin Bank Co., Ltd. (the "**Company**") will be held at Conference Hall 3, Harbin Shangri-La Hotel, 555 Youyi Road, Daoli District, Harbin, Heilongjiang, China, at 9:30 a.m. on Thursday, 19 May 2016 or immediately after the conclusion of the AGM for the purposes 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 of the Company dated 1 April 2016 (the "**Circular**") unless otherwise specified. Please refer to the Circular for details of the proposed resolutions.

SPECIAL RESOLUTIONS

1. To consider and approve the "Proposal on the Extension of the Validity Period of the Proposal on the Initial Public Offering and Listing of A Shares";

2. To consider and approve the "Proposal on Matters Relating to Dilution of Immediate Return upon the A Share Offering and Return Recovery Measures, and Certain Commitments by Directors and Senior Management Relating to Recovery of Immediate Return";

3. To consider and approve the "Proposal on the Extension of the Validity Period of the Authorisation to the Board to Handle the Company's Application for the A Share Offering and Related Matters"; and

4. To consider and approve the "Proposal on the Extension of the Validity Period of the Authorisation to the Board and Specific Personnel Further Authorised by the Board to Draft and Finalise the Open Commitment Letter".

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

Harbin, China
1 April 2016

As at the date of this notice, the Board of Directors of the Company comprises Guo Zhiwen, Liu Zhuo and Zhang Qiguang, as executive directors; Zhang Taoxuan, Ma Pao-Lin, Qin Hongfu, Cui Luanyi and Chen Danyang, as non-executive directors; 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 proposed resolutions are set out in Appendix 1 of the Circular. Additional information on Resolution No.2 (Proposal on Matters Relating to Dilution of Immediate Return upon the A Share Offering and Return Recovery Measures, and Certain Commitments by Directors and Senior Management Relating to Recovery of Immediate Return) is set out in Annex E to the Circular.

2. Holders of domestic shares whose names appear on the domestic share register of members of the Company on Tuesday, 19 April 2016 will be entitled to attend and vote at the Domestic Shareholders' Class Meeting.

3. **Registration procedures for attending the Domestic Shareholders' Class Meeting**

   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**

   Holders of domestic shares who intend to attend the Domestic Shareholders' Class Meeting in person or by proxy should return the reply slip in person, by post or by facsimile to the Company's Board of Directors' Office on or before Friday, 29 April 2016.

   The address of the Company's Board of Directors' Office is Harbin Bank, No.1 Qunli Fourth Avenue, Daoli District, Harbin, Heilongjiang, China (Contact Person: Zhang Zhaowu, Tel: 86-451-86779933, Fax: 86-451-86779888).

5. **Proxy**

   Any holder of domestic shares entitled to attend and vote at the Domestic Shareholders' Class Meeting is entitled to appoint one or more persons (whether such person is a Shareholder or not) as his/her proxy or proxies to attend and vote on his/her 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 Company's Board of Directors' Office.

   To be valid, the form of proxy together with the notarised power of attorney or other authorisation document (if any) must be delivered to Bank's Board of Directors' Office not less than 24 hours before the designated time for the holding of the Domestic Shareholders' Class Meeting or any adjourned meeting thereof.

   Completion and return of a form of proxy will not preclude any holder of domestic shares from attending in person and voting at the Domestic Shareholders' Class Meeting or any adjournment thereof if he/she 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, any vote of shareholders at a general meeting must be taken by poll. As such, each of the resolutions set out in this notice will be voted by poll. Results of the poll voting will be published on the Company's website at www.hrbb.com.cn and the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the Domestic Shareholders' Class Meeting.

7. **Other business**

The Domestic Shareholders' Class Meeting is estimated to last no longer than half a day. Holders of domestic shares who attend the meeting in person or by proxy shall bear their own traveling and accommodation expenses.