



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)

**PROXY FORM FOR 2017 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 10 FEBRUARY 2017**

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____^(Note 2) domestic shares/H shares with
nominal value of RMB1.00 each in the share capital of Harbin Bank Co., Ltd (the "Bank"), hereby appoint the Chairman of the meeting^(Notes 3)
or _____
of _____
to act as my/our proxy to attend and vote for me/us and on my/our behalf at 2017 first extraordinary general meeting ("EGM") of the Bank to be held at Conference Hall 3,
Harbin Shangri-La Hotel, 555 Youyi Road, Daoli District, Harbin, Heilongjiang, China, at 8:30 a.m. on Friday, 10 February 2017 or at any adjournment thereof and to exercise
all rights conferred on proxies under laws, regulations, and the Articles of Association of the Bank.
I/We wish my/our proxy to vote as indicated below^(Note 4) in respect of the resolutions to be proposed at the EGM.

	Special Resolutions	For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
1.	To consider and individually approve each of the following items of the proposal on the non-public issuance of Offshore Preference Shares by the Bank: (1) type of preference shares to be issued (2) number of preference shares to be issued and issue size (3) par value and issue price (4) maturity (5) method of issuance and target investors (6) lock-up period (7) dividend distribution terms (8) terms of mandatory conversion (9) terms of conditional redemption (10) restrictions on voting rights and terms of restoration of voting rights (11) order of distribution on liquidation and procedures for liquidation (12) security (13) ratings arrangement (14) use of proceeds (15) listing/trading arrangements (16) validity period of the resolution for the issuance of Offshore Preference Shares			
2.	To consider and approve the proposal on the authorisation to the Board and the persons authorised by the Board to deal with all matters relating to the issuance of the Offshore Preference Shares, where such authorisation will remain valid for a period of 12 months			
3.	To consider and approve the Draft Articles of Association for Offshore Preference Shares and Draft Rules of Procedure for Offshore Preference Shares			
4.	To consider and approve the Draft Articles of Association for A Shares and Offshore Preference Shares and Draft Rules of Procedure for A Shares and Offshore Preference Shares			
5.	To consider and approve the proposed change of registered address and corresponding amendments to the current Articles of Association and the Draft Articles of Association for A Shares and to authorise the Board to deal with matters relating to the registration or filing in connection with the change of registered address			

Note: Further details of the above resolutions are set out in the circular of the Bank dated 23 December 2016 for the EGM and the Class Meetings.

Signature: _____^(Note 5) Date: _____

NOTES:

- Please insert full name(s) and address(es) as registered in the register of members in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) relating to this form of proxy. If no number is inserted, this proxy form will be deemed to relate to all shares in the capital of the Bank registered in your name(s).
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting" and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST". IF YOU WISH TO VOTE ABSTAINED THE RESOLUTION, TICK THE BOX MARKED "ABSTAINED".** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- 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 must be affixed with the common seal or signed by its director or attorney duly authorised in writing.
- For holders of domestic shares who wish to attend the EGM 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 Board of Directors' Office at No. 888 Shangjiang Street, Daoli District, Harbin 150070, Heilongjiang Province, China not less than 24 hours before the time for holding the EGM 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 EGM or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the EGM if you so wish.

* 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.