

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



NOTICE OF 2017 FIRST H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2017 first class meeting of holders of H shares (“**H Shareholders’ Class Meeting**”) of Harbin Bank Co., Ltd. (the “**Bank**”) will be held at Conference Hall 3, Harbin Shangri-La Hotel, 555 Youyi Road, Daoli District, Harbin, Heilongjiang, China, at 10:00 a.m. on Friday, 10 February 2017 or immediately after the conclusion of the 2017 first class meeting of holders of domestic shares (whichever is later) 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 Bank dated 23 December 2016 (the “**Circular**”) unless otherwise specified.

SPECIAL RESOLUTIONS

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.

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

Harbin, China

23 December 2016

As at the date of this announcement, the Board of Directors of the Bank comprises Guo Zhiwen, Liu Zhuo and Zhang Qiguang, as executive directors; Zhang Taoxuan, Chen Danyang, Cui Luanyi, Ma Pao-Lin and Peng Xiaodong, 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 the Circular.

2. Closure of register of members

In order to determine the holders of H shares who are entitled to attend and vote at the H Shareholders' Class Meeting, the H share register of members of the Bank will be closed from Wednesday, 11 January 2017 to Friday, 10 February 2017 (both days inclusive), during which period no share transfer will be registered. Shareholders whose names appear on the H share register of members of the Bank on Wednesday, 11 January 2017 will be entitled to attend and vote at the H Shareholders' Class Meeting. The holders of H shares of the Bank who intend to attend and vote at the H Shareholders' Class Meeting 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 Tuesday, 10 January 2017.

3. Registration procedures for attending the H 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 H shares who intend to attend the H Shareholders' Class Meeting in person or by proxy should return the reply slip in person, by post or by facsimile to Computershare Hong Kong Investor Services Limited on or before Friday, 20 January 2017.

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

Any holder of H shares entitled to attend and vote at the H 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 Computershare Hong Kong Investor Services Limited.

To be valid, the form of proxy together with the notarised power of attorney or other authorisation document (if any) must be delivered to Computershare Hong Kong Investor Services Limited not less than 24 hours before the designated time for the holding of the H Shareholders' Class Meeting or any adjourned meeting thereof.

Completion and return of a form of proxy will not preclude any holder of H shares from attending in person and voting at the H 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 Bank's website at www.hrbb.com.cn and the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the H Shareholders' Class Meeting.

7. Other business

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