
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in Harbin Bank Co., Ltd., you should at once hand this circular and the proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) PROPOSED ABSORPTION AND MERGER OF NING'AN RONGXING VILLAGE AND TOWNSHIP BANK CO., LTD. AND ITS CONVERSION TO A SUB-BRANCH**
 - (2) PROPOSED ABSORPTION AND MERGER OF BAIQUAN RONGXING VILLAGE AND TOWNSHIP BANK CO., LTD. AND ITS CONVERSION TO A SUB-BRANCH**
 - (3) PROPOSED ABSORPTION AND MERGER OF HUANAN RONGXING VILLAGE AND TOWNSHIP BANK CO., LTD. AND ITS CONVERSION TO A SUB-BRANCH**
 - (4) PROPOSED ABSORPTION AND MERGER OF CHONGQING YOUYANG RONGXING VILLAGE AND TOWNSHIP BANK CO., LTD. AND ITS CONVERSION TO A SUB-BRANCH**
 - (5) MATTERS ON AUTHORIZING THE BOARD TO CARRY OUT THE REFORM AND REORGANIZATION OF VILLAGE AND TOWNSHIP BANKS**
- AND**
- NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING**

The Company will convene the EGM at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China at 9:00 a.m. on Monday, 26 August 2024. The notice convening the EGM is set out on pages 12 to 14 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. For H Shareholders, the proxy form should be returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, Tel: 852-2862 8555), in any event served by hand, by post or by fax not less than 24 hours before the time stipulated for convening the EGM. For Domestic Shareholders, the proxy form should be returned to the Company's Board of Directors Office (No. 888 Shangjiang Street, Daoli District, Harbin 150010, Heilongjiang Province, China, Tel: 86-451-86779933), in any event served by hand, by post or by fax not less than 24 hours before the time stipulated for convening the EGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM if you so wish. This circular has been prepared in Chinese with English translation. In case of any discrepancies, the Chinese version shall prevail over the English translation.

* 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.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise revised from time to time
“Board”	the board of directors of the Company
“Company”	Harbin Bank Co., Ltd. (哈爾濱銀行股份有限公司), a joint stock company incorporated in the PRC on 25 July 1997 with limited liability in accordance with the Company Law of the PRC (《中華人民共和國公司法》), and the H Shares of which are listed on the Hong Kong Stock Exchange (stock code: 6138)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary shares of RMB1.00 each in the share capital of the Company, which are subscribed for or paid up in RMB
“EGM”	the 2024 second extraordinary general meeting or any adjourned meeting of the Company to be held at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China at 9:00 a.m. on Monday, 26 August 2024
“Group” or “Bank”	the Company and all of its subsidiaries and branches
“H Shares”	overseas listed foreign ordinary shares of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and subscribed and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise revised from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Baiquan Village Bank”	Baiquan Rongxing Village and Township Bank Co., Ltd., a wholly-owned subsidiary of the Company, which was established in China on 7 April 2011
“Huanan Village Bank”	Huanan Rongxing Village and Township Bank Co., Ltd., a wholly-owned subsidiary of the Company, which was established in China on 21 April 2017
“Ning’an Village Bank”	Ning’an Rongxing Village and Township Bank Co., Ltd., a wholly-owned subsidiary of the Company, which was established in China on 25 January 2017
“Youyang Village Bank”	Chongqing Youyang Rongxing Village and Township Bank Co., Ltd., a wholly-owned subsidiary of the Company, which was established in China on 24 May 2012
“PRC” or “China”	the People’s Republic of China, for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	Domestic Share(s) and/or H Share(s) of the Company
“Shareholder(s)”	holder(s) of Share(s)

LETTER FROM THE BOARD



(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6138)

Members of the Board:*Executive Directors:*

Mr. Deng Xinquan

Mr. Yao Chunhe

Non-executive Directors:

Mr. Zhang Xianjun

Mr. Zhao Hongbo

Mr. Lang Shufeng

Independent Non-executive Directors:

Mr. Hou Bojian

Mr. Jin Qinglu

Mr. Sun Yan

Mr. Zhang Zheng

Registered Address:

No. 888 Shangjiang Street

Daoli District

Harbin

Heilongjiang Province

PRC

Principal Place of Business**in Hong Kong:**

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

6 August 2024

To the Shareholders

Dear Sir/Madam,

1. INTRODUCTION

The purpose of this circular is to provide you with detailed information regarding, among others, the (i) proposed absorption and merger of Ning'an Rongxing Village and Township Bank Co., Ltd. and its conversion to a sub-branch; (ii) proposed absorption and merger of Baiquan Rongxing Village and Township Bank Co., Ltd. and its conversion to a sub-branch; (iii) proposed absorption and merger of Huanan Rongxing Village and Township Bank Co., Ltd. and its conversion to a sub-branch; (iv) proposed absorption and merger of Chongqing Youyang Rongxing Village and Township Bank Co., Ltd. and its conversion to a sub-branch; (v) matters on authorizing the Board to carry out the reform and reorganization of village and township banks; and (vi) notice convening the EGM, so as to enable you to make informed decisions on whether to vote for or against the relevant resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

2. PROPOSED ABSORPTION AND MERGER OF FOUR VILLAGE BANKS AND THEIR CONVERSION TO SUB-BRANCHES

(1) Overview

In order to implement the spirit of the Central Financial Work Conference and the relevant opinions and requirements of the regulatory authorities, further consolidate operating resources and optimize the layout of institutional outlets, the Company intends to absorb and merge Ning'an Village Bank, Baiquan Village Bank, Huanan Village Bank and Youyang Village Bank and convert them into sub-branches.

Upon completion of the absorption and merger, all assets, liabilities, businesses, personnel and all other rights and obligations shall be assumed by the Company, and the above four village banks will be dissolved and their legal personalities will be cancelled. At the same time, the Company will convert the village banks into sub-branches at their original business locations.

These proposals will be submitted to the EGM for consideration and approval as special resolutions.

(2) Proposed Absorption and Merger of Ning'an Village Bank and its Conversion to a Sub-Branch

(a) Target for absorption and merger

Ning'an Village Bank was established on 25 January 2017 with a registered capital of RMB30 million. It is a limited liability company and the Company holds 100% of its shares.

The business scope of Ning'an Village Bank includes: absorbing public deposits; issuing short-term, medium-term and long-term loans; handling domestic settlement; handling bill acceptance and discounting; engaging in interbank lending; engaging in bank card business (debit card); issuing, paying and underwriting government bonds as an agent; receipt and payment of money as an agent and acting as an insurance agent; other businesses approved by the banking regulatory authorities.

(b) Effect of the absorption and merger

All assets, liabilities, businesses, personnel and all other rights and obligations of Ning'an Village Bank shall be assumed by the Company, and the village bank will be dissolved and its legal personality will be cancelled, and it will be converted by the Company into a sub-branch. The Company is the sole shareholder of Ning'an Village Bank, and the aforesaid absorption and merger does not involve the acquisition of the shares of other shareholders of the village bank.

LETTER FROM THE BOARD

(c) Impact on the Company's finances

The financial statements of Ning'an Village Bank, a wholly-owned subsidiary of the Company, have been included in the scope of the Company's consolidated statements, and the above-mentioned absorption and merger is not expected to have a substantial impact on the Group's consolidated financial indicators.

(3) Proposed Absorption and Merger of Baiquan Village Bank and its Conversion to a Sub-Branch

(a) Target for absorption and merger

Baiquan Village Bank was established on 7 April 2011 with a registered capital of RMB269 million. It is a limited liability company and the Company holds 100% of its shares.

The business scope of Baiquan Village Bank includes: absorbing public deposits; issuing short-term, medium-term and long-term loans; handling domestic settlement; handling bill acceptance and discounting; engaging in interbank lending; engaging in bank card business; issuing, paying and underwriting government bonds as an agent; receipt and payment of money as an agent; other businesses approved by the banking regulatory authorities.

(b) Effect of the absorption and merger

All assets, liabilities, businesses, personnel and all other rights and obligations of Baiquan Village Bank shall be assumed by the Company, and the village bank will be dissolved and its legal personality will be cancelled, and it will be converted by the Company into a sub-branch. The Company is the sole shareholder of Baiquan Village Bank, and the aforesaid absorption and merger does not involve the acquisition of the shares of other shareholders of the village bank.

(c) Impact on the Company's finances

The financial statements of Baiquan Village Bank, a wholly-owned subsidiary of the Company, have been included in the scope of the Company's consolidated statements, and the above-mentioned absorption and merger is not expected to have a substantial impact on the Group's consolidated financial indicators.

LETTER FROM THE BOARD

(4) Proposed Absorption and Merger of Huanan Village Bank and its Conversion to a Sub-Branch

(a) Target for absorption and merger

Huanan Village Bank was established on 21 April 2017 with a registered capital of RMB30 million. It is a limited liability company and the Company holds 100% of its shares.

The business scope of Huanan Village Bank includes: absorbing public deposits; issuing short-term, medium-term and long-term loans; handling domestic settlement; handling bill acceptance and discounting; issuing, paying and underwriting government bonds as an agent; engaging in interbank lending; engaging in bank card business (debit card); receipt and payment of money as an agent and acting as an insurance agent; other businesses approved by the banking regulatory authorities.

(b) Effect of the absorption and merger

All assets, liabilities, businesses, personnel and all other rights and obligations of Huanan Village Bank shall be assumed by the Company, and the village bank will be dissolved and its legal personality will be cancelled, and it will be converted by the Company into a sub-branch. The Company is the sole shareholder of Huanan Village Bank, and the aforesaid absorption and merger does not involve the acquisition of the shares of other shareholders of the village bank.

(c) Impact on the Company's finances

The financial statements of Huanan Village Bank, a wholly-owned subsidiary of the Company, have been included in the scope of the Company's consolidated statements, and the above-mentioned absorption and merger is not expected to have a substantial impact on the Group's consolidated financial indicators.

(5) Proposed Absorption and Merger of Youyang Village Bank and its Conversion to a Sub-Branch

(a) Target for absorption and merger

Youyang Village Bank was established on 24 May 2012 with a registered capital of RMB60 million. It is a limited liability company and the Company holds 100% of its shares.

The business scope of Youyang Village Bank includes: absorbing public deposits; issuing short-term, medium-term and long-term loans; handling domestic settlement; handling bill acceptance and discounting; engaging in interbank lending; engaging in debit card business; issuing, paying and underwriting government bonds as an agent; receipt and payment of money as an agent and acting as an insurance agent; other businesses approved by the banking regulatory authorities.

LETTER FROM THE BOARD

(b) Effect of the absorption and merger

All assets, liabilities, businesses, personnel and all other rights and obligations of Youyang Village Bank shall be assumed by the Company, and the village bank will be dissolved and its legal personality will be cancelled, and it will be converted by the Company into a sub-branch. The Company is the sole shareholder of Youyang Village Bank, and the aforesaid absorption and merger does not involve the acquisition of the shares of other shareholders of the village bank.

(c) Impact on the Company's finances

The financial statements of Youyang Village Bank, a wholly-owned subsidiary of the Company, have been included in the scope of the Company's consolidated statements, and the above-mentioned absorption and merger is not expected to have a substantial impact on the Group's consolidated financial indicators.

(6) Authorization

In order to smoothly promote the matters relating to the aforesaid village and township banks' absorption and merger for conversion to sub-branches, the Board has requested the shareholders to authorize the Board and the Board shall delegate the authorization to the chairman, the president, the secretary to the Board, the management and other personnel, at their absolute discretion to individually or jointly handle all matters relating to the aforesaid village and township banks' absorption and merger for conversion to sub-branches, including but not limited to: (i) formulating and signing the absorption and merger agreements and other relevant documents relating to the absorption and merger for conversion to sub-branches, and making announcements and disclosures in accordance with laws, regulations and regulatory requirements; (ii) handling matters such as transfer of relevant assets, personnel resettlement, regulatory approval, tax deregistration, and deregistration by market supervision and administration authorities relating to the absorption and merger, dissolution of village and township banks, establishment of new sub-branches; (iii) appointing accounting firms, asset appraisal firms, law firms and other professional institutions in accordance with the internal management procedures for the above matters relating to the absorption and merger for conversion to sub-branches; (iv) in accordance with laws and regulations and the requirements of regulatory authorities, finance authorities or market supervision and administration authorities, making necessary adjustments to the above plans for absorption and merger for conversion to sub-branches, plans for employee resettlement, and the contents of the absorption and merger agreements; (v) implementing the other relevant matters relating to the absorption and merger for conversion to sub-branches according to the resolutions of the shareholders' general meeting; and (vi) determining and organizing the implementation of specific plans for conversion to sub-branches based on actual needs.

The term of authorization shall be from the date of consideration and approval at the EGM to the date of completion of the above matters relating to the absorption and merger for conversion to sub-branches.

LETTER FROM THE BOARD

3. MATTERS ON AUTHORIZING THE BOARD TO CARRY OUT THE REFORM AND REORGANIZATION OF VILLAGE AND TOWNSHIP BANKS

In order to effectively implement the relevant spirit of the regulatory authorities on the reform and reorganization of village and township banks, the Company intends to promote the reform and reorganization of village and township banks initiated and established by the Company in a prudent and orderly manner by means of absorption and merger as well as transfer of equity interest in light of the actual situation of the Company. In this regard, it will be proposed at the shareholders' general meeting to authorize the Board to handle matters related to the reform and reorganization of village and township banks in accordance with the then effective laws and regulations, regulatory requirements and the Articles of Association at the EGM. The scope of authorization includes (collectively, the **"Authorization for the Reform and Reorganization of the Village Banks"**):

- (1) On the premise of complying with laws, regulations, regulatory requirements and the Articles of Association, to study and determine the specific subjects and methods for the reform and reorganization of the village and township banks, and formulate, revise and determine relevant plans;
- (2) To formulate, revise and sign transaction documents, announcements and application documents related to the reform and reorganization of the village and township banks, and to submit, announce and disclose in a timely manner in accordance with the requirements of laws and regulations, regulatory requirements and the Articles of Association;
- (3) To engage professional institutions such as accounting firms, asset appraisal firms and law firms involved in the reform and reorganization of the village and township banks, and to consider and confirm the audit reports, asset appraisal reports, asset liquidation and capital verification reports and other documents issued by the professional institutions;
- (4) To consider and approve the plan for equity interest disposal involved in the reform and reorganization of the village and township banks; to consider and approve matters such as transfer of equity interest, disposal of equity interest and withdrawal of investment, and to handle matters related to transfer of equity interest through the property rights trading institutions with full authority in accordance with the relevant laws, regulations and regulatory requirements;
- (5) To be responsible for organizing, implementing and handling all other work related to the reform and reorganization of the village and township banks; and

LETTER FROM THE BOARD

- (6) On the premise of complying with laws, regulations, regulatory requirements and the Articles of Association, to agree that the Board shall, within the scope of this authorization, delegate the authorization to the chairman, the president, the secretary to the Board, the management and other persons designated by the Board to specifically handle the work relating to the reform and reorganization of the village and township banks.

If, in accordance with laws, regulations and regulatory requirements as well as the Articles of Association, the relevant matters related to the reform and reorganization are subject to the consideration and approval at the shareholders' general meeting of the Company, and may not be authorized for exercise by the Board, other institutions or individuals, such matters should be put forward for consideration at the shareholders' general meeting in accordance with the corresponding laws, regulations and regulatory requirements as well as the Articles of Association.

The aforesaid authorization shall be effective for a period of three years from the date of consideration and approval at the EGM.

4. THE EGM

The Company will convene the EGM at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China at 9:00 a.m. on Monday, 26 August 2024. The notice convening the EGM is set out on pages 12 to 14 of this circular. The proxy form for use at the EGM is also enclosed herewith.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. For H Shareholders, the proxy form should be returned to Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, Tel: 852-2862 8555), in any event served by hand, by post or by fax not less than 24 hours before the time stipulated for convening the EGM. For Domestic Shareholders, the proxy form should be returned to the Company's Board of Directors Office (No. 888 Shangjiang Street, Daoli District, Harbin 150010, Heilongjiang Province, China, Tel: 86-451-86779933), in any event served by hand, by post or by fax not less than 24 hours before the time stipulated for convening the EGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM if you so wish.

5. VOTING BY POLL

According to the Hong Kong Listing Rules, any vote of Shareholders at the EGM must be taken by poll. Results of the poll voting will be published on the Company's website at www.hrbb.com.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Board considers that all the resolutions to be proposed at the EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of all the aforesaid proposed resolutions.

Yours faithfully,
By order of the Board of Directors
Harbin Bank Co., Ltd.
Deng Xinquan
Chairman

NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING



(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6138)

NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 second extraordinary general meeting (“**EGM**”) of Harbin Bank Co., Ltd. (the “**Company**”) will be held at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China, at 9:00 a.m. on Monday, 26 August 2024 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 6 August 2024 (the “**Circular**”) unless otherwise stated:

SPECIAL RESOLUTIONS

1. To consider and approve the absorption and merger of Ning'an Rongxing Village and Township Bank Co., Ltd. and its conversion to a sub-branch, and to authorize the Board of the Company and the Board may delegate the authorization to the chairman, the president, the secretary to the Board, the management and other personnel, at their absolute discretion to individually or jointly handle all matters relating to such absorption and merger and its conversion to a sub-branch.
2. To consider and approve the absorption and merger of Baiquan Rongxing Village and Township Bank Co., Ltd. and its conversion to a sub-branch, and to authorize the Board of the Company and the Board may delegate the authorization to the chairman, the president, the secretary to the Board, the management and other personnel, at their absolute discretion to individually or jointly handle all matters relating to such absorption and merger and its conversion to a sub-branch.
3. To consider and approve the absorption and merger of Huanan Rongxing Village and Township Bank Co., Ltd. and its conversion to a sub-branch, and to authorize the Board of the Company and the Board may delegate the authorization to the chairman, the president, the secretary to the Board, the management and other personnel, at their absolute discretion to individually or jointly handle all matters relating to such absorption and merger and its conversion to a sub-branch.

NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

4. To consider and approve the absorption and merger of Chongqing Youyang Rongxing Village and Township Bank Co., Ltd. and its conversion to a sub-branch, and to authorize the Board of the Company and the Board may delegate the authorization to the chairman, the president, the secretary to the Board, the management and other personnel, at their absolute discretion to individually or jointly handle all matters relating to such absorption and merger and its conversion to a sub-branch.

ORDINARY RESOLUTION

5. To consider and approve granting the Board of the Company the Authorization for the Reform and Reorganization of the Village Banks.

By order of the Board of Directors
Harbin Bank Co., Ltd.
Deng Xinquan
Chairman

Harbin, China, 6 August 2024

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NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

Notes:

1. Details of the above resolutions are set out in the Circular.

2. Closure of register of members

In order to determine the Shareholders who are entitled to attend and vote at the EGM, the H share register of members of the Company will be closed from Wednesday, 21 August 2024 to Monday, 26 August 2024 (both days inclusive). Shareholders whose name appear on the H share register of members and domestic share register of members of the Company on Wednesday, 21 August 2024 will be entitled to attend and vote at the EGM. The H Shareholders who intend to attend and vote at the EGM must lodge all the transfer documents accompanied by the relevant H share certificates with the Company'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) not later than 4:30 p.m. on Tuesday, 20 August 2024.

3. Registration procedures for attending the EGM

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/her identity card or other valid documents evidencing his/her capacity as a legal representative. If a proxy is 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. Proxy

Any Shareholder entitled to attend and vote at the EGM 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 with the instrument appointing the proxy at Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Company's Board of Directors Office (for Domestic Shareholders).

To be valid, the proxy form 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 H Shareholders) or the Company's Board of Directors Office (for Domestic Shareholders) not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof.

Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the EGM or any adjourned meeting thereof if he/she so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

5. Publication of poll results

Pursuant to the Hong Kong Listing Rules, any vote of shareholders at a shareholders' 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 EGM.

6. Other business

The EGM 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.

As at the date of this notice, the Board of the Company comprises Deng Xinquan and Yao Chunhe as executive Directors; Zhang Xianjun, Zhao Hongbo and Lang Shufeng as non-executive Directors; and Hou Bojian, Jin Qinglu, Sun Yan and Zhang Zheng as independent non-executive Directors.