
DEFINITIONS AND CONVENTIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below:

“12 th Five-Year Plan”	The Guiding Principle of China’s 12 th Five-Year Plan for National Economic and Social Development (中華人民共和國國民經濟和社會發展第十二個五年規劃綱要)
“Application Form(s)”	white, yellow and green application forms or, where the context so requires, any of them, relating to the Hong Kong Public Offering
“Articles of Association” or “Articles”	the articles of association of our Bank, the current version of which was passed at the shareholders’ general meeting on 10 May 2013 and was approved by the CBRC Heilongjiang Bureau on 22 January 2014, which will become effective upon Listing, as the same may be amended, supplemented or otherwise modified from time to time
“Bank”, “our Bank”, “Group”, “we” or “us”	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 PRC laws and, unless context indicates otherwise, all of its subsidiaries and branches
“Banking Disclosure Rules”	the Banking (Disclosure) Rules, Chapter 155M of the Laws of Hong Kong, as the same may be amended, supplemented or otherwise modified from time to time
“Banking Ordinance”	the Banking Ordinance, Chapter 155 of the Laws of Hong Kong, as the same may be amended, supplemented or otherwise modified from time to time
“Basel Accords”	Basel I, Basel II and Basel III, collectively
“Basel I”	the 1988 Basel Capital Accord
“Basel II”	the Revised Basel Capital Framework promulgated in June 2004
“Basel III”	the Revised Basel Capital Framework promulgated in December 2010
“Big Four”	Industrial and Commercial Bank of China, China Construction Bank, Bank of China and Agricultural Bank of China
“Board”	the board of Directors of our Bank, as described in “Appendix VI – Summary of the Articles of Association” of this prospectus
“Board of Supervisors”	the supervisory board of our Bank established pursuant to PRC Company Law, as described in “Appendix VI – Summary of the Articles of Association” of this prospectus

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“Building Ownership Certificates”	building ownership certificates in the PRC (中華人民共和國房屋所有權證)
“Business Day(s)”	any day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CASBE”	the China Accounting Standards for Business Enterprises
“CAGR(s)”	compound annual growth rate(s)
“Capital Adequacy Measures”	the Administrative Measures on the Capital Adequacy Ratio of Commercial Banks (商業銀行資本充足率管理辦法), that was promulgated by the CBRC on 23 February 2004 and became effective on 1 March 2004, as the same may be amended, supplemented or otherwise modified from time to time
“CBRC”	the China Banking Regulatory Commission (中國銀行業監督管理委員會)
“CBRC Heilongjiang Bureau”	the China Banking Regulatory Commission Heilongjiang Bureau (中國銀行業監督管理委員會黑龍江監管局)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CIETAC”	the China International Economic and Trade Arbitration Commission (中國國際經濟貿易仲裁委員會)
“CIRC”	the China Insurance Regulatory Commission (中國保險監督管理委員會)
“city commercial banks”	banks that are approved by the CBRC to be incorporated under the PRC Company Law and the PRC Commercial Banking Law with branches set up at the municipal level or above
“commercial banks”	all the banking institutions in the PRC other than policy banks, including: the Large Commercial Banks, the Nationwide Joint-

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	stock Commercial Banks, city commercial banks, rural financial institutions, foreign-owned banks and other banking institutions
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as the same may be amended, supplemented or otherwise modified from time to time
“Companies (Winding up and Miscellaneous Provisions) Ordinance”	the Companies (Winding up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong, as the same may be amended, supplemented or otherwise modified from time to time
“Core Indicators (Provisional)”	the Core Indicators for Risk Supervision of Commercial Banks (Provisional) (商業銀行風險監管核心指標 (試行)), as promulgated by the CBRC on 31 December 2005 and effective on 1 January 2006, as the same may be amended, supplemented or otherwise modified from time to time
“County Area(s)”	areas designated as counties or county-level cities under China’s administrative division system, which include economically more developed county centres, towns and the vast rural areas within their jurisdictions. As an administrative division unit, a county or county-level city is generally directly below and under the direct supervision of its corresponding municipal-level or provincial-level government
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Development of New Rural Areas”	the plans, policies and targets underpinning the developments of agricultural activities and building of the rural areas of China into new rural areas (新農村) by the Central Committee of the Communist Party of China and the State Council at the beginning of 2006
“Director(s)”	the director(s) of our Bank
“Domestic Shares”	ordinary shares issued by our Bank in the PRC, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in Renminbi
“Euro”	the official currency of the eurozone
“GDP”	gross domestic product
“GFA”	gross floor area
“Global Offering”	the Hong Kong Public Offering and the International Offering

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“Green application form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Harbin” or “Harbin Municipality”	the Harbin Municipality located in Northeast China, in Heilongjiang. It is the capital of Heilongjiang Province
“Harbin Economic Development”	the Harbin Economic Development and Investment Company (哈爾濱經濟開發投資公司), a limited liability company incorporated in the PRC on 22 August 1992. It is wholly owned by Harbin Municipal Finance Bureau and is the only substantial shareholder (as defined under Hong Kong Listing Rules) of our Bank
“Heilongjiang” or “Heilongjiang Province”	Heilongjiang Province of China
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Shares”	the ordinary shares to be issued by our Bank in Hong Kong under the Global Offering, with a nominal value of RMB1.00 each, which are to be subscribed for and traded in HK dollars and are to be listed and traded on the Hong Kong Stock Exchange
“HK\$” or “HK dollars”	the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards
“HKIAC”	Hong Kong International Arbitration Centre
“HKMA”	the Hong Kong Monetary Authority
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as the same may be amended and supplemented or otherwise modified from time to time
“Hong Kong Offer Shares”	302,358,000 H Shares (subject to reallocation) offered in the Hong Kong Public Offering
“Hong Kong Public Offering”	the offer for subscription of the Hong Kong Offer Shares in Hong Kong at the Offer Price and on, and subject to, the terms and conditions of this prospectus and the Application Forms, as further described in the section headed “Structure of the Global Offering”

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“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters listed in the section headed “Underwriting – Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement relating to the Hong Kong Public Offering dated 18 March 2014 entered into among, <i>inter alia</i> , us and the Hong Kong Underwriters, as described in the section headed “Underwriting”
“IFRS”	the International Accounting Standards, International Financial Reporting Standards, amendments and the related interpretations issued by the International Accounting Standards Board
“International Offer Shares”	the 2,721,212,000 H Shares (subject to reallocation and the Over-allotment Option) offered in the International Offering
“International Offering”	the offer by us and the Selling Shareholders for the purchase and sale of certain Offer Shares to investors as further described in the section headed “Structure of the Global Offering – The International Offering”
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering, expected to be entered into on or about 25 March 2014, among, <i>inter alia</i> , us, the Selling Shareholders and the International Underwriters
“International Underwriters”	the group of initial underwriters expected to enter into the International Underwriting Agreement to underwrite the International Offering
“IT”	Information Technology
“Joint Bookrunners”	China International Capital Corporation Hong Kong Securities Limited, Credit Suisse (Hong Kong) Limited, BOCI Asia Limited, ABCI Capital Limited, Deutsche Bank AG, Hong Kong Branch, DBS Asia Capital Limited, Haitong International Securities Company Limited, CIMB Securities Limited, BOCOM International Securities Limited, China Merchants Securities (HK) Co., Limited and CCB International Capital Limited
“Joint Global Coordinators”	China International Capital Corporation Hong Kong Securities Limited, Credit Suisse (Hong Kong) Limited, BOCI Asia Limited, ABCI Capital Limited and Deutsche Bank AG, Hong Kong Branch
“Joint Lead Managers”	China International Capital Corporation Hong Kong Securities Limited, Credit Suisse (Hong Kong) Limited, BOCI Asia Limited, ABCI Securities Company Limited, Deutsche Bank AG, Hong Kong Branch, DBS Asia Capital Limited, Haitong International Securities Company Limited, CIMB Securities Limited, BOCOM International Securities Limited, China Merchants Securities (HK) Co., Limited and CCB International Capital Limited

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“Joint Sponsors”	China International Capital Corporation Hong Kong Securities Limited, BOCI Asia Limited and ABCI Capital Limited
“Land use rights certificates”	land use rights certificates in the PRC (中華人民共和國國有土地使用證)
“Large Commercial Banks”	the five large Chinese commercial banks consisting of Agricultural Bank of China, Bank of China, Bank of Communications, China Construction Bank and Industrial and Commercial Bank of China, and their respective predecessors, collectively
“Latest Practicable Date”	10 March 2014, being the latest practicable date for ascertaining certain information in this prospectus before its publication
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Listing Date”	the date on which dealing in the H Shares commences on the Hong Kong Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Mandatory Provisions”	the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款), as promulgated by the State Council Securities Commission and the State Restructuring Commission on 27 August 1994 and became effective on the same date, as the same may be amended and supplemented or otherwise modified from time to time
“micro enterprises”	enterprises classified as micro enterprises according to the SMEs Classification Standards, subject to different standards based on the nature of the industries. For example, industrial enterprises having fewer than 20 employees or generating less than RMB3 million operating income are classified as micro enterprises, while enterprises having fewer than five employees or generating less than RMB10 million operating income in the wholesale industry are also classified as micro enterprises
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“NAO”	the National Audit Office of the PRC (中華人民共和國審計署)
“Nationwide Joint-stock Commercial Banks”	China CITIC Bank, China Everbright Bank, Huaxia Bank, China Guangfa Bank, Ping An Bank (formerly named as Shenzhen Development Bank), China Merchants Bank, Shanghai Pudong Development Bank, Industrial Bank, China Minsheng Bank, Evergrowing Bank, Zheshang Bank and Bohai Bank
“NBSC”	the National Bureau of Statistics of China (中華人民共和國國家統計局)
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“New Capital Adequacy Measures”	Measures for Administration on Capital of Commercial Banks (Provisional) (商業銀行資本管理辦法 (試行)), as promulgated by

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	the CBRC on 7 June 2012 and effective on 1 January 2013, as the same may be amended, supplemented or otherwise modified from time to time
“New Shares”	the 2,748,700,000 H Shares to be issued and offered for subscription by our Bank in the Global Offering (assuming the Over-allotment Option is not exercised); and, where relevant, any additional H Shares which may be issued and offered by our Bank pursuant to the exercise of the Over-allotment Option
“Northeast China”	the three provinces of Heilongjiang, Jilin and Liaoning which are located in the northeast of China
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“NSSF”	the National Council for Social Security Fund of the PRC (全國社會保障基金理事會)
“Offer Price”	the final Hong Kong dollar offer price per H Share (exclusive of any brokerage fee, SFC transaction levy and the Hong Kong Stock Exchange trading fee) at which the H Shares are to be subscribed and issued pursuant to the Global Offering, to be determined as described in the section headed “Structure of the Global Offering”
“Offer Shares”	the H Shares offered in the Global Offering
“Over-allotment Option”	the option to be granted by our Bank and the Selling Shareholders to the International Underwriters to purchase up to an aggregate of 453,530,000 additional H Shares at the Offer Price as described in the section headed “Structure of the Global Offering”
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PBOC Harbin Central Sub-branch”	the People’s Bank of China Harbin Central Sub-branch (中國人民銀行哈爾濱中心支行), established under the Head Office of the PBOC, and which assumes the function of a central bank in Heilongjiang Province
“Personal Data (Privacy) Ordinance”	the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong, as the same may be amended, supplemented or otherwise modified from time to time
“PRC Banking Supervision and Regulatory Law”	the Banking Supervision and Regulatory Law of the PRC (中華人民共和國銀行業監督管理法), as enacted by the 6th meeting

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	of the 10th Standing Committee of the NPC on 27 December 2003, effective on 1 February 2004, as the same may be amended, supplemented or otherwise modified from time to time
“PRC Commercial Banking Law”	the Commercial Banking Law of the PRC (中華人民共和國商業銀行法), as enacted by the 13th meeting of the 8th Standing Committee of the NPC on 10 May 1995, effective on 1 July 1995, as the same may be amended, supplemented or otherwise modified from time to time
“PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), as enacted by the 5th meeting of the 8th Standing Committee of the NPC on 29 December 1993, effective on 1 July 1994, as the same may be amended, supplemented or otherwise modified from time to time
“PRC GAAP”	the generally accepted accounting principles in the PRC
“PRC” or “China”	the People’s Republic of China, but for the purposes of this prospectus only, excluding Hong Kong, Macau and Taiwan, unless otherwise indicated
“PRC PBOC Law”	the Law of the People’s Bank of China of the PRC (中華人民共和國中國人民銀行法), as enacted by the 3rd meeting of the 8th Standing Committee of the NPC on 18 March 1995, effective on the same date, as the same may be amended, supplemented or otherwise modified from time to time
“PRC Securities Law”	the Securities Law of the PRC (中華人民共和國證券法), as enacted by the 6th meeting of the 9th Standing Committee of the NPC on 29 December 1998 and became effective on 1 July 1999, as the same may be amended, supplemented or otherwise modified from time to time
“Price Determination Date”	the date, expected to be on or about 25 March 2014, on which the Offer Price is to be fixed by an agreement between us and the Joint Global Coordinators (on behalf of the Underwriters) for the purpose of the Global Offering
“Promoters”	the promoters that established our Bank on 25 July 1997. At the time of our establishment, our Promoters comprised 154 corporate shareholders and 4,756 individual shareholders
“Regulation S”	Regulation S under the U.S. Securities Act
“RMB” or “Renminbi”	the lawful currency of the PRC
“Ruble” or “RUB”	Russian ruble, the lawful currency of the Russian Federation
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)

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“SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“Sale Shares”	the 274,870,000 H Shares converted from Domestic Shares initially to be sold by the Selling Shareholders in the Global Offering (assuming the Over-allotment Option is not exercised); and, where relevant, any additional H Shares converted from Domestic Shares which may be sold by the Selling Shareholders pursuant to the exercise of the Over-allotment Option. For more information, see “Share Capital – Transfer of Shares to the NSSF”
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council (中華人民共和國國務院國有資產監督管理委員會)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Selling Shareholders”	the state-owned shareholders, collectively, who are required to reduce their shareholding pursuant to the relevant PRC regulations relating to reduction of state-owned shares as further listed out in the section headed “Information About this Prospectus and Global Offering – The Selling Shareholders”
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as the same may be amended, supplemented or otherwise modified from time to time
“SHIBOR”	Shanghai Interbank Offered Rate, a daily reference rate published by the National Interbank Funding Centre
“small enterprises”	enterprises classified as small enterprises according to the SMEs Classification Standards, subject to different standards based on the nature of the industries. For example, industrial enterprises having more than 20 but fewer than 1,000 employees and generating more than RMB3 million operating income are classified as small enterprises, while enterprises having more than five but fewer than 200 employees and generating more than RMB10 million operating income in the wholesale industry are also classified as small enterprises
“SMEs”	small enterprises, medium enterprises and micro enterprises as classified pursuant to the SMEs Classification Standards
“SMEs Classification Standards”	Regulations on the Standards for Classification of SMEs (中小企業劃型標準規定) jointly promulgated by the PRC Ministry

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	of Industry and Information Technology, the NBSC, the NDRC and the MOF on 18 June 2011. Enterprises in various industries are classified based on a number of criteria, such as the number of employees and operating income
“Special Regulations”	the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定), as promulgated by the State Council on 4 August 1994
“Stabilising Manager”	Haitong International Securities Company Limited
“State Council”	the PRC State Council (中華人民共和國國務院)
“Supervisor(s)”	the supervisor(s) of our Bank
“Track Record Period”	the period comprising the years ended 31 December 2010, 2011 and 2012 and the nine months ended 30 September 2013
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.”, “U.S.A.” or “United States”	the United States of America
“US\$” or “U.S. dollars”	the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933
“Village and Township Banks”	banks that are approved by the CBRC to be incorporated in rural areas with the main business focused on serving local farmers and supporting agricultural development
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“WTO”	the World Trade Organisation

In this prospectus, the terms “associate”, “connected person”, “connected transaction”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Hong Kong Listing Rules, unless the context otherwise requires.

Our “branch outlets” include our headquarters, branches, sub-branches, our Village and Township Banks and sub-branches thereunder.

“Small Enterprise Customers” refers to our customers that are “Small Enterprises” or “Small Enterprise Owners”; “Small Enterprises” as defined by our Bank refers to our corporate customers that

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are small enterprises or micro enterprises; “Small Enterprise Owners” as defined by our Bank refers to our individual customers who are owners of small enterprises or micro enterprises, loans to whom include individual business loans, micro loans and small amount secured loans.

For ease of reference, in this prospectus, unless otherwise indicated, we use the terms “loans and advances to customers”, “loans” and “loans to customers” synonymously, the terms “deposits”, “deposits from customers” and “due to customers” synonymously and the terms “net profit” and “profit for the year/period” synonymously.

In this prospectus, the terms “non-performing loans”, “NPLs” and “impaired loans” are used synonymously to refer to the loans identified as “impairment losses on loans and advances to customers” in Note 22 to our consolidated financial statements included in the Accountants’ Report in “Appendix I – Accountants’ Report”. Under the five-category loan classification system we have adopted pursuant to the applicable PRC guidelines, our non-performing loans are classified as substandard, doubtful or loss, as applicable. See “Assets and Liabilities – Assets – Asset Quality of Our Loan Portfolio – Loan Classification Criteria”.

In this prospectus, unless otherwise indicated, the discussions on loans are based on our gross loans and advances to customers, before taking into account the related allowance for impairment losses, rather than our net loans to customers. Our loans and advances to customers are reported net of the allowance for impairment losses on our consolidated balance sheet.

Any discrepancies in any table between totals and sums of the amounts listed are due to rounding.

Unless otherwise indicated, the growth rates with respect to our business and financial data presented in this prospectus are calculated based on amounts in millions of Renminbi.