

The information set forth in this appendix does not form part of the Accountants' Reports as set forth in Appendix I to this prospectus, and is included herein for illustrative purposes only. For the purpose of this Appendix, Harbin Bank Co., Ltd. is referred to as the "Bank" and, together with its subsidiary, the "Group".

The following unaudited pro forma financial information prepared in accordance with Rule 4.29 of the Hong Kong Listing Rules is for illustrative purposes only, and is set out here to provide investors with further information about how the proposed listing of the shares of the Bank might have affected the consolidated net tangible assets after completion of the Global Offering. Although reasonable care has been exercised in preparing the said information, prospective investors who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the Group's financial results and position of the financial period concerned.

#### (A) UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following unaudited pro forma adjusted consolidated net tangible assets have been prepared based on the consolidated net tangible assets as of 30 September 2013 as extracted from the Accountants' Report of the financial information of the Group for the years ended 31 December 2010, 2011, 2012 and the nine months ended 30 September 2013, the text of which is set out in Appendix I to this prospectus, and is adjusted as described below.

The unaudited pro forma adjusted consolidated net tangible assets have been prepared for illustrative purposes only and, because of their nature, they may not give a true picture of the financial position of the Group.

The following unaudited pro forma adjusted consolidated net tangible assets have been prepared to show the effect on the consolidated net tangible assets as of 30 September 2013 as if the Global Offering had occurred on 30 September 2013.

	<b>Consolidated net tangible assets attributable to the equity holders of the Bank as at 30 September 2013</b>	<b>Estimated net proceeds from the Global Offering</b>	<b>Unaudited pro forma adjusted consolidated net tangible assets attributable to equity holders of the Bank</b>	<b>Unaudited pro forma adjusted consolidated net tangible assets per share</b>	
	<b>RMB million (Note 1)</b>	<b>RMB million (Note 2)</b>	<b>RMB million (Note 3)</b>	<b>RMB (Note 4)</b>	<b>HK\$ (Note 5)</b>
Based on offer price of HK\$2.89 per each Offer Share . . . . .	18,778	6,080	24,858	2.26	2.86
Based on offer price of HK\$3.33 per each Offer Share . . . . .	18,778	7,014	25,792	2.35	2.97

Notes:

- (1) The consolidated net tangible assets attributable to equity holders of the Bank as of 30 September 2013 is compiled based on the Accountants' Report set out in Appendix I to the prospectus, which is based on the consolidated net assets attributable to equity holders of the Bank at 30 September 2013 of RMB18,816 million with an adjustment for intangible assets of RMB37,493 thousand at 30 September 2013.

- (2) The estimated net proceeds from the Global Offering are based on the Offer Price of HK\$2.89 per share and HK\$3.33 per share after deduction of the underwriting fees and other related expenses payable by the Bank, and do not take into account any shares which may be issued upon the exercise of the Over-allotment Option.
- (3) The unaudited pro forma adjusted consolidated net tangible assets attributable to equity holders of the Bank do not take into account the effect of the profit for the period from and including 1 October 2013 to the date immediately preceding the date of the Global Offering and the distribution of such profit to the shareholders during that period.
- (4) The unaudited pro forma adjusted consolidated net tangible assets per share are arrived at after adjustments referred to in note (2) above on the basis that 10,995,599,553 shares (comprised 8,246,899,553 shares issued and outstanding on 30 September 2013 and 2,748,700,000 shares to be newly issued pursuant to the Global Offering) are issued and outstanding following the completion of the Global Offering and that the over-allotment option is not exercised.
- (5) The translation of Renminbi into Hong Kong dollars has been made at the rate of RMB0.79004 to HK\$1.00, the medium rate set by SAFE for foreign exchange transactions prevailing on 10 March 2014. No representation is made that the Hong Kong dollar amounts have been, could have been or could be converted to Renminbi, or *vice versa*, at that rate or at any other rates or at all.

**(B) REPORT FROM THE REPORTING ACCOUNTANTS ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*The following is the text of a report, prepared for the purpose of incorporation in this prospectus, received from the reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, in respect of the unaudited pro forma financial information.*



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Hong Kong

**INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION****To the Directors of Harbin Bank Co., Ltd.**

We have completed our assurance engagement to report on the compilation of pro forma financial information of Harbin Bank Co. Ltd. (the "Bank") and its subsidiaries (hereinafter collectively referred to as the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The pro forma financial information consists of the pro forma consolidated net tangible assets as of 30 September 2013 and related notes as set out on pages III-1 to III-2 of the prospectus issued by the Company (the "Pro Forma Financial Information"). The applicable criteria on the basis of which the Directors have compiled the Pro Forma Financial Information are described in note A of Appendix III to the prospectus .

The Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the global offering of shares of the Company on the Group's financial position as at 30 September 2013 as if the transaction had taken place at 30 September 2013. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's financial statements for the period ended 30 September 2013, on which an accountants' report has been published.

**Directors' responsibility for the Pro Forma Financial Information**

The Directors are responsible for compiling the Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

**Reporting Accountants' responsibilities**

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about

whether the Directors have compiled the Pro Forma Financial Information, in accordance with paragraph 4.29 of the Listing Rules and with reference to *AG7 Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information.

The purpose of Pro Forma Financial Information included in the prospectus is solely to illustrate the impact of the global offering of shares of the Company on unadjusted financial information of the Group as if the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the transaction would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgement, having regard to the reporting accountants' understanding of the nature of the Group, the transaction in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion:

- (a) the Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,

**Ernst & Young**  
*Certified Public Accountants*  
Hong Kong

19 March 2014