

## 1. FURTHER INFORMATION ABOUT OUR BANK

### A Incorporation

Our Bank was established in the PRC under the PRC Company Law as a joint stock limited liability company on 25 July 1997 under the name of “Harbin Urban Cooperative Bank”. On 30 April 1998, our name was changed to “Harbin Commercial Bank Co., Ltd.”. On 18 December 2007, our name was further changed to “Harbin Bank Co., Ltd.”, being our current name. Our Bank is a registered non-Hong Kong company as defined in the Companies Ordinance with a place of business at our principal place of business at 18/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong. Dr. NGAI Wai Fung (魏偉峰博士), the authorised representative of our Bank for the purposes of the Companies Ordinance, has been appointed as our agent for the acceptance of service of process and notices on behalf of our Bank in Hong Kong. Our address for acceptance of process in Hong Kong is the same as the address of our principal place of business. Our banking business is conducted in the PRC under the supervision and regulation of the CBRC and the PBOC. We are 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.

As we are incorporated in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in “Appendix VI – Summary of Articles of Associations”. A summary of certain relevant aspects of the laws and regulations of the PRC is set out in “Appendix V – Summary of Principal Legal and Regulatory Provisions”.

### B Changes in Share Capital

At our establishment, our initial registered capital was RMB221,932,900, divided into 221,932,900 Domestic Shares of nominal value of RMB1.00 each.

On 19 June 2012, following the capital injection by 10 new corporate shareholders, our registered capital was increased by RMB980,000,000 to RMB7,167,822,991, divided into 7,167,822,991 Domestic Shares of nominal value of RMB1.00 each, which was credited as fully paid up.

On 10 August 2012, following the capitalisation of undistributed profits, our registered capital was increased by RMB392,375,252 to RMB7,560,198,243, divided into 7,560,198,243 Domestic Shares of nominal value of RMB1.00 each, which was credited as fully paid up.

On 13 September 2013, following the capitalisation of undistributed profits, our registered capital was increased by RMB686,701,310 to RMB8,246,899,553.

Save as disclosed above, within the two years preceding the date of this prospectus, there has been no alterations in our share capital.

Upon completion of the Global Offering, but without taking into account any exercise of the Over-allotment Option, our registered capital will increase to RMB10,995,599,553, being made up of 7,972,029,553 Domestic Shares and 3,023,570,000 H Shares fully paid up or credited as fully paid up, representing RMB7,972,029,553 and RMB3,023,570,000 of the registered capital, respectively. Assuming the Over-allotment Option is exercised in full, our registered capital will increase to RMB11,407,899,553, being made up of 7,930,799,553 Domestic Shares and 3,477,100,000 H Shares, representing RMB7,930,799,553 and RMB3,477,100,000 of the registered capital, respectively.

**C Restrictions on Share Repurchase**

For details of the restrictions on share repurchase by our Bank, see the paragraph entitled “Power of Our Bank to Repurchase Our Own Shares” in “Appendix VI – Summary of Articles of Association”.

**D Resolution of Our Shareholders**

Resolutions were passed by our shareholders on 10 May 2013, pursuant to which, among other matters, our shareholders:

- approved certain amendments to our Articles of Association and internal governance rules;
- approved the issue and offering of H Shares and the listing of H Shares on the Hong Kong Stock Exchange;
- approved the conversion of our Bank into an overseas subscription company; and
- authorised our Board and persons authorised by our Board to handle all matters relating to the listing of our H Shares.

**2. OUR SUBSIDIARIES AND CHANGES IN THE SHARE CAPITAL OF OUR SUBSIDIARIES**

Our subsidiaries are referred to in the Accountants’ Report, the text of which is set out in “Appendix I – Accountants’ Report”.

- (a) On 31 March 2012, Huachuan Rongxing Village and Township Bank Company Limited (樺川融興村鎮銀行有限責任公司) increased its total registered share capital to RMB50 million, 98% of which is directly held by us.
- (b) On 25 April 2012, Baiquan Rongxing Village and Township Bank Company Limited (拜泉融興村鎮銀行有限責任公司) increased its total registered share capital to RMB30 million, 100% of which is directly held by us.
- (c) On 24 May 2012, Chongqing Youyang Rongxing Village and Township Bank Company Limited (重慶市酉陽融興村鎮銀行有限責任公司), a company incorporated in the PRC, commenced business with a total registered capital of RMB60 million, 100% of which is directly held by us.
- (d) On 28 May 2012, Chongqing Shapingba Rongxing Village and Township Bank Company Limited (重慶市沙坪壩融興村鎮銀行有限責任公司), a company incorporated in the PRC, commenced business with a total registered capital of RMB100 million, 80% of which is directly held by us.
- (e) On 20 June 2012, Yanshou Rongxing Village and Township Bank Company Limited (延壽融興村鎮銀行有限責任公司) increased its total registered share capital to RMB30 million, 100% of which is directly held by us.
- (f) On 25 June 2012, Hejian Ronghui Village and Township Bank Company Limited (河間融惠村鎮銀行有限責任公司), a company incorporated in the PRC, commenced business with a total registered capital of RMB30 million, 100% of which is directly held by us.
- (g) On 7 November 2012, Hainan Baoting Village and Township Bank Company Limited (海南保亭融興村鎮銀行有限責任公司) increased its total registered share capital to RMB30 million, 96.67% of which is directly held by us.
- (h) On 1 November 2013, Bayan Rongxing Village and Township Bank Company Limited (巴彥融興村鎮銀行有限責任公司) increased its total registered share capital to RMB50 million, 90% of which is directly held by us.

Save as disclosed above, there has been no alterations in the registered capital of our subsidiaries which took place within the two years preceding the date of this prospectus.

### 3. FURTHER INFORMATION ABOUT OUR BUSINESS

#### A Summary of Material Contracts

We have entered into the following contracts (not being contracts entered into in our ordinary course of business) within the two years preceding the date of this prospectus, which are or may be material:









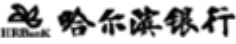
- (a) the share purchase agreement dated 21 March 2012, entered into between us and Dongning Lizhi Architecture and Decoration Engineering Company Limited (東寧麗致建築裝飾工程有限公司), pursuant to which we agreed to issue, and Dongning Lizhi Architecture and Decoration Engineering Company Limited agreed to subscribe for 143,000,000 Domestic Shares of our Bank for a consideration of RMB429,000,000;
- (b) the share purchase agreement dated 21 March 2012, entered into between us and Beijing Yuntong Boshi Automobile Sales & Service Company Limited (北京運通博世汽車銷售服務有限公司), pursuant to which we agreed to issue, and Beijing Yuntong Boshi Automobile Sales & Service Company Limited agreed to subscribe for 143,000,000 Domestic Shares of our Bank for a consideration of RMB429,000,000;
- (c) the share purchase agreement dated 21 March 2012, entered into between us and Hangzhou Tengran Industrial Company Limited (杭州騰然實業有限公司), pursuant to which we agreed to issue, and Hangzhou Tengran Industrial Company Limited agreed to subscribe for 143,000,000 Domestic Shares of our Bank for a consideration of RMB429,000,000;
- (d) the share purchase agreement dated 21 March 2012, entered into between us and Harbin Huayuantong Economic Technology Development Company Limited (哈爾濱市華源通經濟技術開發有限公司), pursuant to which we agreed to issue, and Harbin Huayuantong Economic Technology Development Company Limited agreed to subscribe for 143,000,000 Domestic Shares of our Bank for a consideration of RMB429,000,000;
- (e) the share purchase agreement dated 21 March 2012, entered into between us and Shenzhen Yunfan Information Technology Company Limited (深圳雲帆信息技術有限公司), pursuant to which we agreed to issue, and Shenzhen Yunfan Information Technology Company Limited agreed to subscribe for 143,000,000 Domestic Shares of our Bank for a consideration of RMB429,000,000;
- (f) the share purchase agreement dated 21 March 2012, entered into between us and Dalian Shengzhi Network Technology Company Limited (大連勝智網絡科技有限公司), pursuant to which we agreed to issue, and Dalian Shengzhi Network Technology Company Limited agreed to subscribe for 143,000,000 Domestic Shares of our Bank for a consideration of RMB429,000,000;
- (g) the share purchase agreement dated 21 March 2012, entered into between us and Beijing Tianchen Ruiyin Investment Company Limited (北京天辰睿銀投資有限公司), pursuant to which we agreed to issue, and Beijing Tianchen Ruiyin Investment Company Limited agreed to subscribe for 60,000,000 Domestic Shares of our Bank for a consideration of RMB180,000,000;
- (h) the share purchase agreement dated 21 March 2012, entered into between us and Shenzhen Zhongsheng Hongyu Investment Company Limited (深圳市中盛鴻宇投資有限公司), pursuant to which we agreed to issue, and Shenzhen Zhongsheng Hongyu Investment Company Limited agreed to subscribe for 21,000,000 Domestic Shares of our Bank for a consideration of RMB63,000,000;


- (i) the share purchase agreement dated 21 March 2012, entered into between us and Tianjin Yingang Investment Company Limited (天津銀港投資有限公司), pursuant to which we agreed to issue, and Tianjin Yingang Investment Company Limited agreed to subscribe for 21,000,000 Domestic Shares of our Bank for a consideration of RMB63,000,000;
- (j) the share purchase agreement dated 21 March 2012, entered into between us and Zhonglianxin Investment Guarantee Company Limited (中聯信投資擔保有限公司), pursuant to which we agreed to issue, and Zhonglianxin Investment Guarantee Company Limited agreed to subscribe for 20,000,000 Domestic Shares of our Bank for a consideration of RMB60,000,000;
- (k) the share custody agreement dated 9 July 2013, entered into between us and Harbin Equity Trusteeship Centre (哈爾濱股權登記託管中心), pursuant to which Harbin Equity Trusteeship Centre agreed to be the share registration custodian for all the shares issued by us;
- (l) the capital contribution agreement dated 25 October 2013, entered into between us, Dongning Lizhi Architecture and Decoration Engineering Co., Ltd. (東寧麗致建築裝飾工程有限公司) and Harbin Yuntong Automobile Sales & Service Co., Ltd. (哈爾濱運通汽車銷售服務有限公司) for the proposed establishment of Harbin Bank Financial Leasing Co., Ltd. (哈銀金融租賃有限責任公司). Pursuant to the capital contribution agreement, the registered capital of Harbin Bank Financial Leasing Co., Ltd. will be RMB2,000 million and we will contribute 80% of the amount;
- (m) a cornerstone investment agreement dated 14 March 2014, entered into among Fubon Life Insurance Co., Ltd., Joint Global Coordinators and us, pursuant to which Fubon Life Insurance Co., Ltd. agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot) as may be purchased for HK dollar equivalent of US\$289 million at the Offer Price;
- (n) a cornerstone investment agreement dated 14 March 2014, entered into among CITIC Capital HB Investment L.P., Joint Global Coordinators and us, pursuant to which CITIC Capital HB Investment L.P. agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot) as may be purchased for HK dollar equivalent of US\$150 million at the Offer Price;
- (o) a cornerstone investment agreement dated 13 March 2014, entered into among China Fortune Finance Holdings Limited, Tianjin SuLi Xianlan Group Co., Ltd. (天津塑力纜集團有限公司), Joint Global Coordinators and us, pursuant to which China Fortune Finance Holdings Limited agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot) as may be purchased for HK dollar equivalent of US\$20 million at the Offer Price;
- (p) a cornerstone investment agreement dated 13 March 2014, entered into among Wah Tao International Fund Limited, Joint Global Coordinators and us, pursuant to which Wah Tao International Fund Limited agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot) as may be purchased for HK dollar equivalent of US\$20 million at the Offer Price;
- (q) a cornerstone investment agreement dated 11 March 2014, entered into among Chongqing Tian Tai Real Estate Development Co., Ltd., (重慶天泰房地產開發有限責任公司), Joint Global Coordinators and us, pursuant to which Chongqing Tian Tai Real Estate Development Co., Ltd. agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot) as may be purchased for HK dollar equivalent of US\$13.8 million at the Offer Price;

- (r) a cornerstone investment agreement dated 14 March 2014, entered into among Boom Win Holdings Limited, Joint Global Coordinators and us, pursuant to which Boom Win Holdings Limited agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot) as may be purchased for HK dollar equivalent of US\$10 million at the Offer Price;
- (s) a cornerstone investment agreement dated 14 March 2014, entered into among Introwell Limited, Mr. Chunyu Yongxiang, Joint Global Coordinators and us, pursuant to which Introwell Limited agreed to subscribe for such number of H Shares (rounded down to the nearest whole board lot) as may be purchased for HK dollar equivalent of US\$10 million at the Offer Price; and
- (t) the Hong Kong Underwriting Agreement.








## B Our Intellectual Property Rights


As of the Latest Practicable Date, we had registered the following trademarks which are material in relation to our business:

No.	Trademark	Place of Registration	Class	Registration	Effective Period
1		PRC	36	1955049	2013.01.14 – 2023.01.13
2		PRC	9	7498507	2011.02.07 – 2021.02.06
3		PRC	36	7498591	2010.11.07 – 2020.11.06
4		PRC	36	7730170	2011.01.28 – 2021.01.27
5		PRC	36	7730454	2011.01.28 – 2021.01.27
6	助农富	PRC	36	8150130	2011.04.21 – 2021.04.20
7	助民乐	PRC	36	8150220	2011.04.21 – 2021.04.20
8		PRC	36	8219938	2011.07.28 – 2021.07.27
9		PRC	36	8219962	2011.07.28 – 2021.07.27
10	金稻谷	PRC	36	8150275	2011.04.21 – 2021.04.20
11	金到府	PRC	36	8150364	2011.04.21 – 2021.04.20
12	融兴普惠	PRC	36	9378785	2012.05.07 – 2022.05.06
13	哈德曼 HARDMAN	PRC	36	9749297	2012.09.14 – 2022.09.13
14	瀚金	PRC	36	9874949	2012.10.28 – 2022.10.27
15	哈大泽	PRC	36	9945973	2012.11.14 – 2022.11.13
16	哈邦德	PRC	36	9955737	2012.11.14 – 2022.11.13
17	丁香花理财	PRC	36	11010783	2013.09.28 – 2023.09.27
18		Hong Kong	9, 36	302640591	2013.06.17 – 2023.06.16
19		Hong Kong	9, 36	302640618	2013.06.17 – 2023.06.16




No.	Trademark	Place of Registration	Class	Registration	Effective Period
20	 哈爾濱銀行 HARBIN BANK	Hong Kong	9, 36	302640627	2013.06.17 – 2023.06.16
21	HRBank	Hong Kong	9, 36	302640609	2013.06.17 – 2023.06.16

As of the Latest Practicable Date, we had applied for the registration of the following trademarks which are material in relation to our business:

No.	Trademark	Place of Registration	Class	Application	Application Date
1	HARBIN BANK	PRC	36	12042539	2013.01.14
2	HRBank	PRC	36	12042474	2013.01.14
3	哈爾濱銀行	PRC	36	12042413	2013.01.14
4	哈爾濱銀行	PRC	36	12042634	2013.01.14
5	 乾道亨	PRC	36	12042583	2013.01.14
6		PRC	16	12048790	2013.01.15
7		PRC	36	12042353	2013.01.14
8		PRC	36	12042203	2013.01.14
9		PRC	36	12833072	2013.06.28
10		PRC	36	12454472	2013.04.19
11	 丁香財富 Lilac Wealth	PRC	36	12471159	2013.04.23

For details of lawsuits relating to “” (individually and collectively with our Chinese and/or English name) and the effects of such lawsuits on our registration applications in the future, see “Business – Intellectual Property Rights” and “Business – Compliance and Legal Proceedings – Claims and Legal Proceedings”.

As of the Latest Practicable Date, we had registered the following copyrights which are material to our business:

No.	Title	Figure	Type	Date of Creation	First publication Date	Registration No.
1	Logo of Harbin Bank Purple Lilac Union of Small Enterprise Customers (哈爾濱銀行紫丁香小微企業客戶聯盟標識)		Work of Art	2013.04.02	2013.05.17	Guozuodengzi – 2013-F-00103884
2	Logo of Harbin Bank (哈爾濱銀行標誌)		Work of Art	2006.10.02	2006.10.08	Guozuodengzi – 2013-F-00103885
3	Logo of Rongxing Village and Township Bank		Work of Art	2008.12.08	2008.12.28	Guozuodengzi – 2013-F-00103886

As of the Latest Practicable Date, we had registered the following computer software copyrights which are material to our business:

<u>No.</u>	<u>Title</u>	<u>Place of Registration</u>	<u>Type</u>	<u>Registration Date</u>	<u>Registration No.</u>
1	Harbin Commercial Bank Digitalised Housing Loans Evaluation System V1.0 (哈商行數位化房貸評估系統V1.0)	PRC	Computer software	2008.04.17	2008SR07382
2	Peasant Households Loans Management System V1.0 (農戶貸款管理系統V1.0)	PRC	Computer software	2008.04.17	2008SR07381
3	Harbin Bank Small Enterprises and Micro Enterprises Fast Loans Management System Micro Loans 1.0 (哈爾濱銀行微小企業速貸管理系統 簡稱“微貸”1.0)	PRC	Computer software	2009.08.12	2009SR032276
4	New Generation Internet-based Full-featured Banking System (新一代網絡化全功能銀行系統 1.0)	PRC	Computer software	2012.11.10	2012SR107609

As of the Latest Practicable Date, we had registered the following key internet domain names and website:

<u>No.</u>	<u>Domain Name</u>	<u>Place of Registration</u>	<u>Effective period</u>
1	hrcb.com.cn	PRC	2002.09.06 – 2016.09.06
2	哈尔滨银行.中国	PRC	2008.01.02 – 2015.01.02
3	哈尔滨银行股份有限公司.中国	PRC	2007.11.15 – 2016.11.15
4	hrbb.中国	PRC	2012.10.13 – 2017.10.29
5	hrbb.com.cn	PRC	Effective until 2016.04.16
6	哈行.中国	PRC	2012.09.18 – 2022.09.18
7	哈行.网络	PRC	2012.09.18 – 2022.09.18
8	哈尔滨银行.网络	PRC	2012.09.18 – 2022.09.18
9	哈尔滨银行股份有限公司.网络	PRC	2012.09.18 – 2022.09.18
10	哈行.公司	PRC	2012.09.18 – 2022.09.18
11	哈尔滨银行.公司	PRC	2012.09.18 – 2022.09.18
12	惠融網.com	PRC	2010.02.02 – 2015.02.02
13	哈尔滨银行.net	PRC	2012.09.18 – 2022.09.18
14	哈行.com	PRC	2012.09.18 – 2022.09.18
15	哈行.net	PRC	2012.09.18 – 2022.09.18
16	哈尔滨银行股份有限公司.公司	PRC	Effective until 2014.03.25
17	哈尔滨银行股份有限公司.net	PRC	Effective until 2014.03.19
18	哈尔滨银行股份有限公司.com	PRC	Effective until 2014.03.19
19	哈尔滨银行.com	PRC	2011.11.25 – 2021.11.25
20	hrbb	PRC	2012.03.23 – 2022.03.23
21	哈尔滨银行	PRC	2008.01.23 – 2025.01.23

No.	Domain Name	Place of Registration	Effective period	
22	哈行	PRC	2012.06.04 – 2022.06.04	
23	普惠金融和谐共富	PRC	2012.06.04 – 2022.06.04	
24	乾道嘉	PRC	2012.06.04 – 2022.06.04	
25	95537	PRC	2012.06.04 – 2022.06.04	
26	哈尔滨银行股份有限公司	PRC	2008.01.23 – 2025.01.23	
27	丁香花理财	PRC	2012.06.04 – 2022.06.04	
28	丁香卡	PRC	2012.06.04 – 2022.06.04	

Save as disclosed herein, there are no trademarks, patents or other intellectual or industrial property rights which are material to our business.

#### 4. DISCLOSURE OF INTERESTS

##### A Substantial Shareholders

So far as the Directors are aware, immediately following the completion of the Global Offering, the following persons will have interests or short positions in our shares or relevant shares which would be required to be disclosed to us and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 10% or more of the nominal value of any class of our share capital which carries voting power at shareholders' general meetings:

Name	Capacity	Class of Securities	Immediately after completion of the Global Offering (assuming the Over-allotment Option is not exercised)		Immediately after completion of the Global Offering (assuming the Over-allotment Option is exercised in full)	
			Number of Shares	Approximate percentage of total issued share capital (%)	Number of Shares	Approximate percentage of total issued share capital (%)
Harbin Economic Development	Beneficial Owner	Domestic Shares	2,160,507,748 Domestic Shares	19.65	2,119,917,272 Domestic Shares	18.58
Harbin Kechuang Xingye Investment Company Limited (哈爾濱科創興業投資有限公司)	Beneficial Owner	Domestic Shares	720,262,554 Domestic Shares	6.55	720,262,554 Domestic Shares	6.31
Tianjin Wenhua Tianhai Industrial Company Limited (天津文華天海實業有限公司)	Interest of Controlled Corporation	Domestic Shares	720,262,554 Domestic Shares	6.55	720,262,554 Domestic Shares	6.31
Baotou Ronghui Trading Company Limited (包頭市榮慧貿易有限責任公司)	Interest of Controlled Corporation	Domestic Shares	720,262,554 Domestic Shares	6.55	720,262,554 Domestic Shares	6.31
Hangzhou Jiela Trading Company Limited (杭州杰拉貿易有限公司)	Interest of Controlled Corporation	Domestic Shares	720,262,554 Domestic Shares	6.55	720,262,554 Domestic Shares	6.31
Jinan Kangze Commercial and Trading Company Limited (濟南康澤商貿有限公司)	Interest of Controlled Corporation	Domestic Shares	720,262,554 Domestic Shares	6.55	720,262,554 Domestic Shares	6.31
Tan Ran (譚然)	Interest of Controlled Corporation	Domestic Shares	720,262,554 Domestic Shares	6.55	720,262,554 Domestic Shares	6.31
Zhang Yanyong (張衍勇)	Interest of Controlled Corporation	Domestic Shares	720,262,554 Domestic Shares	6.55	720,262,554 Domestic Shares	6.31



Name	Capacity	Class of Securities	Immediately after completion of the Global Offering (assuming the Over-allotment Option is not exercised)		Immediately after completion of the Global Offering (assuming the Over-allotment Option is exercised in full)	
			Number of Shares	Approximate percentage of total issued share capital (%)	Number of Shares	Approximate percentage of total issued share capital (%)
Heilongjiang Keruan Software Technologies Company Limited (黑龍江科軟軟件科技有限公司)	Beneficial Owner	Domestic Shares	719,816,019 Domestic Shares	6.55	719,816,019 Domestic Shares	6.31
Dalian Yujiixin Technology Company Limited (大連宇嘉信科技有限公司)	Interest of Controlled Corporation	Domestic Shares	719,816,019 Domestic Shares	6.55	719,816,019 Domestic Shares	6.31
Liao Yifeng (梁乙峰)	Interest of Controlled Corporation	Domestic Shares	719,816,019 Domestic Shares	6.55	719,816,019 Domestic Shares	6.31
Diao Xiaoxi (刁小熙)	Interest of Controlled Corporation	Domestic Shares	719,816,019 Domestic Shares	6.55	719,816,019 Domestic Shares	6.31
Heilongjiang Xinyongsheng Trading Company Limited (黑龍江鑫永勝商貿有限公司)	Beneficial Owner	Domestic Shares	639,804,806 Domestic Shares	5.82	639,804,806 Domestic Shares	5.61
Beijing Chengxinfenghui Technology and Trading Company Limited (北京誠信豐滙科貿有限公司)	Interest of Controlled Corporation	Domestic Shares	639,804,806 Domestic Shares	5.82	639,804,806 Domestic Shares	5.61
Liu Kun (劉坤)	Interest of Controlled Corporation	Domestic Shares	639,804,806 Domestic Shares	5.82	639,804,806 Domestic Shares	5.61
Zhao Yonghe (趙永和)	Interest of Controlled Corporation	Domestic Shares	639,804,806 Domestic Shares	5.82	639,804,806 Domestic Shares	5.61
Heilongjiang Tiandi Yuanyuan Network Technology Company Limited (黑龍江天地源遠網絡科技有限公司)	Beneficial Owner	Domestic Shares	572,253,048 Domestic Shares	5.20	572,253,048 Domestic Shares	5.02
Beijing Huifutong International Investment Company Limited (北京滙富通國際投資有限公司)	Interest of Controlled Corporation	Domestic Shares	572,253,048 Domestic Shares	5.20	572,253,048 Domestic Shares	5.02
Dong Yan (董雁)	Interest of Controlled Corporation	Domestic Shares	572,253,048 Domestic Shares	5.20	572,253,048 Domestic Shares	5.02
Heilongjiang Tuokai Economic and Trading Company Limited (黑龍江拓凱經貿有限公司)	Beneficial Owner	Domestic Shares	522,447,109 Domestic Shares	4.75	522,447,109 Domestic Shares	4.58
Beijing Tailonghuasheng Technology Company Limited (北京泰隆華勝科技有限公司)	Interest of Controlled Corporation	Domestic Shares	522,447,109 Domestic Shares	4.75	522,447,109 Domestic Shares	4.58
Beijing Jiashengtiancheng Trading Company Limited (北京傑勝天成貿易有限公司)	Interest of Controlled Corporation	Domestic Shares	522,447,109 Domestic Shares	4.75	522,447,109 Domestic Shares	4.58
Guan Wu (管武)	Interest of Controlled Corporation	Domestic Shares	522,447,109 Domestic Shares	4.75	522,447,109 Domestic Shares	4.58
Han Yong (韓永)	Interest of Controlled Corporation	Domestic Shares	522,447,109 Domestic Shares	4.75	522,447,109 Domestic Shares	4.58

**B Disclosure of the Directors', Supervisors' and chief executive's interests in the issued share capital of our Bank or our associated corporations**

Immediately following completion of the Global Offering, none of our Directors, Supervisors or chief executive will have any interests and short positions in the shares, underlying shares or debentures of our Bank or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO) once the shares are listed, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules, to be notified to us and the Hong Kong Stock Exchange or which will be required, pursuant to section 352 of the SFO, to be entered in the register, and referred to therein once the shares are listed. For this purpose, the relevant provisions of the SFO will be interpreted as if they applied to our Supervisors.

**C Particulars of Service Contracts**

Pursuant to Rules 19A.54 and 19A.55 of the Hong Kong Listing Rules, we have entered into a contract with each of our Directors and Supervisors in respect of, among other things, compliance with relevant laws and regulations, observation of the Articles of Association and provisions on arbitration. Save as disclosed above, we have not entered, and do not propose to enter, into any service contracts with any of our Directors or Supervisors in their respective capacities as Directors/Supervisors (other than contracts expiring or terminable by the employer within one year without the payment of compensation (other than statutory compensation)).

**D Directors' and Supervisors' Remuneration**

We have paid to our Directors and Supervisors pre-tax compensation (including remuneration, bonus, social insurance programme, housing fund programme and benefits in other forms) for the year ended 31 December 2013 in the aggregate amount of approximately RMB15,951,500.

Under the current arrangements, the estimated compensation (including remuneration and benefits in kind) that our Directors and Supervisors would receive from our Bank for the year ending 31 December 2014 in the aggregate amount of approximately RMB18,831,600.

**E Personal Guarantees**

The Directors and Supervisors have not provided personal guarantees in favour of lenders in connection with banking facilities granted to us.

**F Agency Fees or Commissions Paid or Payable**

Save as disclosed in this prospectus, no commissions, discounts, agency fees, brokerages or other special terms have been granted to any Director or any person listed in the paragraph of this Appendix in connection with the issue or sale of any share of our Bank within the two years preceding the date of this prospectus.

**G Related Party Transactions**

During the two years preceding the date of the prospectus, we have engaged in material related party transactions as described in note 42(b) to the financial statements in the Accountants' Report set out in "Appendix I – Accountants' Report".

**H Disclaimers**

Save as disclosed in the section headed “Directors, Supervisors and Senior Management” and paragraph 4 of this Appendix in this prospectus:

- (a) none of the Directors, Supervisors and any of the parties listed in paragraph 5E of this Appendix is:
  - (i) interested in our promotion, or in any assets which, within the two years immediately preceding the date of this prospectus, have been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to our Bank;
  - (ii) materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to our business;
- (b) save in connection with the Hong Kong Underwriting Agreement and the International Underwriting Agreement, none of the parties listed in paragraph 5E of this Appendix:
  - (i) has legal or beneficial interest in our Shares or our securities; or
  - (ii) has any right (whether legally enforceable or not) to subscribe for, or to nominate persons to subscribe for, our Shares or any of our securities;
- (c) none of our Directors or Supervisors or their associates or any shareholders of our Bank who, to the knowledge of the Directors, owns 5% or more of our issued share capital has any interest in our top 5 depositors and borrowers during the Track Record Period; and
- (d) none of our Directors or Supervisors is a director or employee of a company which has an interest in the share capital of the Bank which, once the H Shares are listed on the Hong Kong Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.

**5. OTHER INFORMATION****A Estate Duty**

We have been advised by Jun He Law Offices Beijing that, currently, there is no PRC law imposing liability on estate duty, thus no material liability for estate duty under PRC law is likely to be imposed on us.

**B Litigation**

Save as disclosed in the section headed “Business” our Bank is not involved in any litigation, arbitration or administrative proceedings of material importance and, so far as we are aware, no litigation, arbitration or administrative proceedings of material importance are pending or threatened against us.

**C Joint Sponsors**

The Joint Sponsors have made an application on our behalf to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, our H Shares. All necessary arrangements have been made to enable the securities to be admitted into CCASS.

The Joint Sponsors satisfy the independence criteria set out in Rule 3A.07 of the Hong Kong Listing Rules.

We have entered into an engagement agreement with the Joint Sponsors, pursuant to which we agreed to pay US\$3 million to the Joint Sponsors to act as the sponsors to our Bank in the Global Offering.

#### **D Preliminary Expenses**

Our estimated preliminary expenses are approximately RMB1.6 million and all such preliminary expenses are payable by us.

#### **E Qualification of Experts**

The qualifications of the experts who have given opinions in this prospectus are as follows:

Name	Qualifications
China International Capital Corporation Hong Kong Securities Limited	a corporation licensed under the SFO to conduct type 1 (dealing in securities), type 2 (dealing in futures contracts), type 3 (leveraged foreign exchange trading), type 4 (advising on securities), type 5 (advising on futures contracts) and type 6 (advising on corporate finance) regulated activities under the SFO
BOCI Asia Limited	a corporation licensed under the SFO to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO
ABCI Capital Limited	a corporation licensed under the SFO to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO
Ernst & Young	Certified public accountants, Hong Kong
Jun He Law Offices Beijing	Licensed legal adviser on PRC law

#### **F Consents of Experts**

Each of the Joint Sponsors, Ernst & Young, as our reporting accountant and auditor and Jun He Law Offices Beijing, as our legal adviser on PRC law, have given and have not withdrawn their respective written consents to the issue of this prospectus with the inclusion of their reports, letters, valuation certificates and/or opinions and summaries of opinion (as the case may be) and/or the references to their names included herein in the form and context in which they are respectively included.

None of the experts named above has any shareholding interests in our Bank or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Bank or any of our subsidiaries.

#### **G No Material Adverse Change**

The Directors confirm that there has been no material adverse change in our financial or trading position or prospects since 30 September 2013.

#### **H Binding Effect**

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding up and Miscellaneous Provisions) Ordinance so far as applicable.

**I Miscellaneous**

Save as disclosed in this prospectus:

- (a) Within the two years preceding the date of this prospectus: (i) we have not issued nor agreed to issue any share capital or loan capital fully or partly paid either for cash or for a consideration other than cash; and (ii) no commissions, discounts, brokerage fees or other special terms have been granted in connection with the issue or sale of any shares or loan capital of our Bank.
- (b) No share or loan capital of our Bank is under option or is agreed conditionally or unconditionally to be put under option.
- (c) We have not issued nor agreed to issue any founder shares, management shares or deferred shares.
- (d) None of our equity and debt securities is listed or dealt with on any other stock exchange nor is any listing or permission to deal being or proposed to be sought.
- (e) There are no arrangements under which future dividends are waived or agreed to be waived.
- (f) There are no procedures for the exercise of any right of pre-emption or transferability of subscription rights.
- (g) There are no contracts for hire or hire purchases of plant to or by us for a period of longer than one year which are substantial in relation to our business.
- (h) There have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months.
- (i) There are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong.
- (j) We have no outstanding convertible debt securities.
- (k) We currently do not intend to apply for the status of a Sino-foreign investment joint stock limited company and do not expect to be subject to the Sino-foreign Joint Venture Law of the PRC.

**J Waiver and Exemption**

The Bank has applied to the SFC for a certificate of exemption from strict compliance with paragraph 27 and 31 of the Third Schedule to the Companies (Winding up and Miscellaneous Provisions) Ordinance in relation to the requirement of including an accountants' report for the three years ended 31 December 2012 in this prospectus. The SFC has granted a certificate of exemption under section 342A of the Companies (Winding up and Miscellaneous Provisions) Ordinance.

An application was made to the Hong Kong Stock Exchange for a waiver from strict compliance with Rule 4.04(1) of the Hong Kong Listing Rules, and such waiver was granted by the Hong Kong Stock Exchange on the conditions that:

- (i) our Bank lists on the Hong Kong Stock Exchange by 31 March 2014;
- (ii) our Bank obtains a certificate of exemption from the SFC from similar requirements under paragraph 27 and 31 of Part II of the Third Schedule to the Companies (Winding up and Miscellaneous Provisions) Ordinance; and

- (iii) this prospectus must include the financial information for the latest financial year and a commentary on the results for the year. The financial information to be included in the prospectus must (a) follow the same content requirements as for a preliminary results announcements under Rule 13.49 of the Hong Kong Listing Rules; and (b) be agreed with the reporting accountants following their review under Practice Note 730 “Guidance for Auditors Regarding Preliminary Announcements of Annual Results” issued by the Hong Kong Institute of Certified Public Accountants.

For details of waivers given by the Hong Kong Stock Exchange and SFC, see “Waivers and Exemption from Compliance with the Hong Kong Listing Rules”.

### **K Bilingual Prospectus**

The English language and Chinese language versions of this prospectus are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

### **L Promoters**

The promoters of our Bank comprise 154 corporate shareholders and 4,756 individual shareholders. See “Our History and Operational Reform – Our Shareholding and Corporate Structure”.

Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus, no cash, securities, amount or other benefit has been paid, allotted or given, or has been proposed to be paid, allotted or given, to any of the Promoters named above in connection with the Global Offering or the related transactions described in this prospectus.

### **M Particulars of the Selling Shareholders**

An aggregate of 274,870,000 Sale Shares are to be sold by the Selling Shareholders (assuming the Over-allotment Option is not exercised). Assuming full exercise of the Over-allotment Option, the aggregate number of Sale Shares to be sold by the Selling Shareholders shall be 316,100,000. Certain particulars of the Selling Shareholders are set forth as follows:

- Harbin Economic Development, located at No. 52, Jingwei Shi’erdao Street, Daoli District, Harbin, Heilongjiang. Its principal business is to make investments in the fixed assets of municipally owned enterprises for dividends.
- The Finance Bureau of Acheng, Harbin, located at No. 361, Pailu Street, Acheng District, Harbin, Heilongjiang. It is a local government institution.
- ICBC Heilongjiang Province Branch Banking Department, located at No. 7, Heluo Street, Daoli District, Harbin, Heilongjiang. Its principal business is financial services. It provides gold and silver trading services for individuals.
- The Finance Bureau of Daoli, Harbin, located at No. 103, Anhua Street, Daoli District, Harbin, Heilongjiang. It is a local government institution.
- The Finance Bureau of Nangang, Harbin, located at No. 50, Dacheng Street, Nangang District, Harbin, Heilongjiang. It is a local government institution.
- China Guangfa Bank, located at No. 713, East Dongfeng Road, Yuexiu District, Guangzhou, Guangdong. Its principal business is to take deposits from the public, to provide short-term,

medium-term and long-term loans, to handle domestic and overseas settlement, to accept and discount instruments, to issue financial bonds, to act as issuing agent, payment agent and underwriter of government bonds and to provide other banking business.

- Harbin Daowai Investment Co. Ltd., located at No. 243, Jingyu Street, Daowai District, Harbin, Heilongjiang. Its principal business is to invest in industry, commerce, real estate, tourism, catering, husbandary and feed processing, financial, securities and gold.
- Harbin Science and Technology Venture Capital Centre, located at No. 86, Youyi Road, Daoli District, Harbin, Heilongjiang. Its principal business is to provide financial assistance to technology companies and technology projects, to raise funds for investment in technology venture funds, to coordinate technology projects, to commercialise technology developments, to provide guarantee for the burrowing, tendering and contracting of technology projects.
- Tsingtao Brewery (Harbin) Co. Ltd., located at 627 Yanchuan Avenue, Acheng District, Harbin, Heilongjian. Its principal business is brewery.
- Heilongjiang Overseas Chinese Remittance Service Company, located at 98A Wenjing Street, Nangang District, Harbin, Heilongjiang. Its principal business is money remittance, tourism and sales of consumer goods.
- Heilongjiang Science and Technology Information Centre, located at Room 103, 6 Xuanxin Street, Nangang District, Harbin, Heilongjiang. Its principal business is to provide technology consultancy, development, training and related services.
- China Cinda Asset Management Co., Ltd., located at Block 1, 9 Laoshikou Avenue, Xicheng District, Beijing. Its principal business is the purchase and management of non-performing assets of financial and non-financial institutions, management, investment and disposal of non-performing assets, debt to equity transaction, management, investment and disposal of equity interests, bankruptcy administration, investment and dealing in transferrable securities.
- China Life Investment Holding Company Limited, located at 11/F, No. 17 Financial Street, Xicheng District, Beijing. Its principal business is investment and investment management; asset management.
- PICC Investment Holding Company Limited, located at No. 6 Wudinghou Street, Xicheng District, Beijing. Its principal business is investments in industry and real estate, asset operation and management, property management.
- Family Life Guide Press, located at No. 204 Zhongshan Road, Nangang District, Harbin. Its principal business is publication and distribution of “Family Life Guide”.
- Harbin Industry and Commerce Administration Cadre School, located at Wanbao Town, Songbei District, Harbin. Its principal business is to provide education, professional training and civil servant training.
- China Jianyin Investment Limited, located at Floor 7-14, Building 2, No. 1, Naoshikou Avenue, Xicheng District, Beijing. Its principal business is investment and investment management, asset management and disposal, business management, property leasing and consulting.
- Agricultural Bank of China Limited, located at No. 69, Jianguomen Nei Avenue, Dongcheng District, Beijing. Its principal business is to take deposits from the public, to provide short-term, medium-term and long-term loans, to handle domestic and overseas settlement, to accept and discount instruments and other banking business.

- Heilongjiang Federation of Social Science, located at No. 64 Lianfa Street, Nangang District, Harbin. It is a social organisation.
- Heilongjiang Xingsui Hotel, located at No. 130 Hongjun Street, Nangang District, Harbin. Its principal business is hospitality and sale of consumer goods.
- Heilongjiang Branch of Bank of China Limited, located at No. 19 Hongjun Street, Nangang District, Harbin, Heilongjiang. Its principal business is to conduct activities approved by the China Banking Regulatory Commission pursuant to the relevant laws, administrative regulations and other rules.
- Heilongjiang Branch of China Everbright Bank Co., Ltd., located at No. 278, Dongdazhi Street, Nangang District, Harbin, Heilongjiang. Its principal business is finance.
- The Finance Bureau of Xiangfang, Harbin, located at No.229, Sanhe Road, Xiangfang District, Harbin, Heilongjiang. It is a local government institution.
- Harbin Local Taxation Cadre Training Centre, located at Shijia Village, Lanling Town, Shuangcheng City, Harbin. Its principal business is responsible for the training of local taxation cadre and the provision of related social services.
- Harbin Institute of Technology, located at No. 92 West Dazhi Street, Nangang District, Harbin, Heilongjiang. Its principal business is to provide higher education to talents specialising in science and engineering for technology development.
- Harbin Housing Property Guarantee Co., Ltd., located at No. 151, Changjiang Road, Nangang District, Harbin, Heilongjiang. Its principal business is property valuation, credit guarantee, housing brokerage, consulting and agency services, property marketing planning and sales.
- Harbin Finance University, located at No.65, Diantan Street, Xiangfang District, Harbin. Its principal business is to provide training for senior financial professionals, to promote economic development and to provide general education for undergraduates.
- Harbin Industrial Investment Group Co. Ltd., located at No. 189, Yiman Street, Nangang District, Harbin. Its principal business is investment, financing, operation and management of commercial and industrial projects, state-owned assets management and capital operation, real estate development and management.
- Harbin New City Integrated Development Company, located at Unit 709, No. 209, Xuanhua Street, Nangang District, Harbin. Its principal business is trading of metals, building materials and chemicals.
- Harbin Pharmaceutical Group Holding Co., Ltd., located at No. 431 Youyi Road, Daoli District, Harbin. Its principal business is investment in the business allowed for foreign investment according to the PRC law, establishment of research and development centres or departments, conducting research, development and training activities with respect to products and technologies as approved by the company and provision of consulting services to its shareholders.