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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)

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of Harbin Bank Co., Ltd. (the “**Bank**”) proposed to make amendments to the articles of association of the Bank (the “**Articles of Association**”) and its Rules of Procedure for Shareholders’ General Meetings (the “**Proposed Amendments**”) in accordance with the procedures and requirements under relevant laws and regulations to further regulate and optimize the corporate governance and the proceedings of the shareholders’ general meeting of the Bank. The Proposed Amendments have been approved by the Board at the meeting of the Board held on Thursday, 17 April 2014 and further resolved to be submitted to the shareholders of the Bank (the “**Shareholders**”) for their consideration and approval. The details of the Proposed Amendments are as follows (deletion shown by way of strikethrough and new addition by way of underline):

### **Articles of Association**

**Article 94** The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting within twenty-four (24) hours prior to the meeting at which the proxy is authorised to vote or within twenty-four (24) hours prior to the specified time for the voting. Where the instrument is signed by another person authorised by the entrusting party, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.

Where the entrusting party is a legal person, its legal representative or the person authorised by resolution of its board of directors or other decision-making body shall be entitled to attend the Company’s shareholders’ general meeting as the representative of such legal person.

Where the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong Securities and Futures Ordinance, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at any shareholders’ general meeting or any category

shareholders meeting; however, if more than one person are authorised, the power of attorney shall contain the number and class of shares for which such persons are authorised, ~~the~~ and shall be signed by an authorised personnel of the recognised clearing house. The person(s) so authorised can represent the recognised clearing house (or its proxy) to attend the meeting and exercise its right, as if the persons are the Company's individual shareholders, and shall not be required to produce evidence of shareholding, the notarised power of attorney and/or further evidence to prove that he/she/they have been duly authorised.

**Article 272** The Company shall announce the financial report for ~~four~~two (~~4~~2) times in each fiscal year, that is: to prepare a financial report within one hundred and twenty (120) days upon expiration of each fiscal year and submit it for examination and verification in accordance with the law; the Company shall prepare an interim financial report within sixty (60) days from the end of the first six (6) months of each fiscal year; ~~and shall prepare a quarterly financial report within one (1) month from of the end of first three (3) months and first nine (9) months of each fiscal year respectively.~~

## **Rules of Procedure for Shareholders' General Meetings**

**Article 33** The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting within twenty-four (24) hours prior to the meeting at which the proxy is authorised to vote or within twenty-four (24) hours prior to the specified time for the voting. Where the instrument is signed by another person authorised by the entrusting party, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.

Where the entrusting party is a legal person, its legal representative or the person authorised by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's shareholders' general meeting as the representative of such legal person.

Where the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong Securities and Futures Ordinance, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at any shareholders' general meeting or any category shareholders meeting; However, if more than one person are authorised, the power of attorney shall contain the number and class of shares for which such persons are authorised, and shall be signed by an authorised personnel of the recognised clearing house. The person(s) so authorised can represent the recognised clearing house (or its proxy) to attend the meeting and exercise its right, as if the persons are the Company's individual shareholders, without having to produce evidence of shareholding, the notarised power of attorney and/or further evidence to prove that he/she/they have been duly authorised.

The English version of the above articles is an unofficial translation of its Chinese version and is for reference only. Should there be any discrepancy between the Chinese and English versions of the Articles of Association, the Chinese version shall prevail.

The Proposed Amendments will be subject to approval of the Shareholders by way of a special resolution at the annual general meeting of the Bank and will be submitted to the China Banking Regulatory Commission Heilongjiang Bureau for approval.

A circular containing, among others, details of the Proposed Amendments and the notice of the annual general meeting of the Bank will be despatched to the Shareholders as soon as practicable.

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

Hong Kong, 17 April 2014

*As at the date of this announcement, the Board of directors of the Bank comprises Guo Zhiwen, Liu Zhuo and Gao Shuzhen, as executive directors; Zhang Taoxuan, Chen Danyang, Cui Luanyi and Qin Hongfu, as non-executive directors; Ma Yongqiang, Zhang Shengping, He Ping, Du Qingchun, Wan Kam To and Kong Siu Chee, as independent non-executive directors.*

\* *For identification purposes only.*

\*\* *Harbin Bank Co., Ltd. is not an authorized 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 authorized to carry on banking/ deposit-taking business in Hong Kong.*