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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 and reply slip 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.

This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Bank.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR  
PROPOSED ISSUANCE OF NON-CAPITAL FINANCIAL BONDS  
AND  
NOTICE OF 2016 SECOND EXTRAORDINARY GENERAL MEETING**

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A notice of the EGM to be held at Conference Hall 3, Harbin Shangri-La Hotel, 555 Youyi Road, Daoli District, Harbin, Heilongjiang, China at 9:00 a.m. on Thursday, 13 October 2016 is set out on pages 8 to 10 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 Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, Tel: 852-2862 8555), by hand or by post in any event not less than 24 hours before the time stipulated for convening the EGM. For Domestic Shareholders, the proxy form should be returned to the Bank's Board of Directors' Office (No. 888 Shangjiang Street, Daoli District, Harbin 150070, Heilongjiang Province, China, Tel: 86-451-86779933), by hand or by post in any event 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. If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Bank's Board of Directors' Office (for Domestic Shareholders) on or before Friday, 23 September 2016.

\* *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

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

“Articles of Association”	the articles of association of the Bank, as amended, revised or supplemented from time to time
“Bank” or “Company” or “Our”	Harbin Bank Co., Ltd. (哈爾濱銀行股份有限公司), a joint stock company established 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: 06138)
“Board” or “Board of Directors”	the board of directors of the Bank
“CBRC”	China Banking Regulatory Commission
“Director(s)”	the director(s) of the Bank
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Domestic Shares”	ordinary shares of a nominal value of RMB1.00 each issued by the Bank in the PRC, which are subscribed for in RMB
“EGM”	the 2016 second extraordinary general meeting or any adjourned meeting of the Bank to be held at Conference Hall 3, Harbin Shangri-La Hotel, 555 Youyi Road, Daoli District, Harbin, Heilongjiang, China at 9:00 a.m. on Thursday, 13 October 2016
“H Shareholder(s)”	holder(s) of H Shares
“H Shares”	overseas listed foreign shares of RMB1.00 each in the share capital of the Bank, which are listed on the Hong Kong Stock Exchange (Stock Code: 06138) and traded in Hong Kong dollars
“HK\$” or “HK Dollars”	the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“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
“RMB”	Renminbi, the lawful currency of the PRC
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Shareholder(s)”	holder(s) of Shares
“Share(s)”	Domestic Shares and/or H Shares of the Bank

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LETTER FROM THE BOARD

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(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. Guo Zhiwen  
Mr. Liu Zhuo  
Mr. Zhang Qiguang

*Non-executive Directors:*

Mr. Zhang Taoxuan  
Mr. Chen Danyang  
Mr. Cui Luanyi  
Mr. Ma Pao-Lin

*Independent Non-executive Directors:*

Mr. Zhang Shengping  
Mr. He Ping  
Mr. Du Qingchun  
Mr. Wan Kam To  
Mr. Kong Siu Chee

**Registered Address:**

No. 160 Shangzhi Street  
Daoli District  
Harbin  
Heilongjiang Province  
PRC

**Principal Place of Business in**

**Hong Kong:**

18/F, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

29 August 2016

*To the Shareholders*

**PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR  
PROPOSED ISSUANCE OF NON-CAPITAL FINANCIAL BONDS  
AND  
NOTICE OF 2016 SECOND EXTRAORDINARY GENERAL MEETING**

**1 INTRODUCTION**

On behalf of the Board of Directors, I invite you to attend the EGM to be held at Conference Hall 3, Harbin Shangri-La Hotel, 555 Youyi Road, Daoli District, Harbin, Heilongjiang, China at 9:00 a.m. on Thursday, 13 October 2016 (registration will begin at 8:30 a.m.) for considering and approving, by way of ordinary resolution, the proposal on the election of non-executive Director of the Bank and by way of special resolution, the proposal on the issuance of non-capital financial bonds.

\* *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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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with the notice of the EGM and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

### **2 PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR**

Reference is made to the announcement of the Company dated 15 August 2016 in relation to the Board's nomination of Mr. Peng Xiaodong as a candidate for non-executive Director of the Company.

In accordance with the nomination by the Board and the provisions of the Articles of Association, the Company will propose an ordinary resolution at the EGM to elect Mr. Peng as the non-executive Director of the Company.

The appointment of Mr. Peng as non-executive Director, after obtaining approval at the EGM, will only become effective upon being granted approval by CBRC for Mr. Peng's qualification as non-executive Director.

The term of office of Mr. Peng will commence upon the approval by CBRC on his qualification until the expiration of the term of office of the sixth session of the Board of Directors. The Company will provide allowance to non-executive Directors in accordance with provisions of its *Directors' Subsidies Management Measures*.

Biographical details of Mr. Peng are set out in Appendix I to this circular.

### **3 PROPOSED ISSUANCE OF NON-CAPITAL FINANCIAL BONDS**

For the purposes of implementing the relevant national policies and practising the micro-credit development strategies of the Company; expanding financing channels of the Company to satisfy the capital needs for the development of the Company; while at the same time, for the purposes of optimising our structure of assets and liabilities and further reducing the financing costs, raising the revenue level and realising investment value for our shareholders, the Bank proposes to issue non-capital financial bonds. Subject to the approval by the EGM, the Bank will commence the issuance of non-capital financial bonds leveraging upon its previous experience in successful issuance of subordinated bonds, financial bonds for small and micro enterprises, financial bonds for "agriculture, farmer and rural area" and eligible tier-2 capital instruments, provided that all the regulatory requirements are satisfied.

The Board of Directors will propose to the EGM to consider and approve the issuance of non-capital financial bonds in accordance with the following issuance plan:

- (1) Size of the issuance: no more than RMB10 billion in aggregate of different types of non-capital financial bonds, subject to the market conditions to issue once or in several times;
- (2) Nature of bonds: the repayment ranking of the principal and interest will be the same as the general liabilities of commercial banks, and will be senior to long-term subordinate debt of commercial banks, tier-2 capital instruments, hybrid capital bonds, other tier-1 capital instruments and unsecured commercial bank financial bonds of equity capital;

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## LETTER FROM THE BOARD

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- (3) Bonds type and maturity: bond types include but not limited to non-capital financial bonds such as ordinary financial bonds and/or special financial bonds for small and micro enterprises, special financial bonds for “agriculture, farmer and rural area” and green financial bonds. Each bond will have a term of no longer than 10 years. In the planning of issue scale and before the planning of issuance, the actual proportion and size of various types of bonds would be finalised according to the Bank’s actual demand, market conditions or investors’ level of subscription;
- (4) Coupon rate: the coupon rate of each bond can adopt a fixed rate or a variable rate or a combination of the two according to the proportion;
- (5) Method of issuance: each issuance of bonds can adopt the method of public offering or private placing. The specific method of issuance would be determined by the Bank’s demand and market conditions;
- (6) Use of proceeds: different types of non-capital financial bonds have different specialised uses. Proceeds from ordinary financial bonds will be used to optimise the Company’s balance sheet structure pursuant to the applicable laws and as approved by regulatory authorities. Proceeds from special financial bonds for small and micro enterprises will be used for loans to be granted to small and micro enterprises to support their development; proceeds from special financial bonds for “agriculture, farmer and rural area” will be used for loans to be granted for “agriculture, farmer and rural area” in order to support the development of “agriculture, farmer and rural area” businesses; proceeds from green bonds will be used for loans to be granted for green industry projects including pollution reduction, energy conservation and comprehensive resources allocation in order to contribute to a sustainable development of the green economy;
- (7) Term of validity of the resolution: from the date on which the proposal on the issuance of non-capital financial bonds is passed at the EGM to 31 December 2017.

Meanwhile, the Board of Directors will propose to the EGM to grant the Board of Directors with full authorisation and to authorise the Board of Directors to delegate to the President of the Bank and other personnel assigned by the President the authorisation in respect of the issuance of non-capital financial bonds, the details of which are as follows:

- (1) Details of authorisation: to authorise the Board of Directors to decide on all matters relating to the issuance of non-capital financial bonds with absolute discretion, including but not limited to handling relevant regulatory application and approval matters, determining the type of bonds, the number and size of issuance, timing of issuance, substance of issuance, means of issuance, place of issuance, conditions, term, interest rate, price, currency, applying for listing and circulation of the bonds, arranging the repayment of the principal and interests, and signing and executing all the relevant legal documents;
- (2) Term of authorisation: from the date on which the proposal on the issuance of non-capital financial bonds is passed at the EGM to 31 December 2017, unless the authorisation is revoked by the general meeting by way of a special resolution;

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## LETTER FROM THE BOARD

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- (3) Authorisation and delegation: to authorise the Board of Directors to delegate to the President of the Bank and other personnel assigned by the President the authorisation to determine and handle, within the issuance size of no more than RMB10 billion, all specific matters relating to the issuance of non-capital financial bonds in accordance with the full authorisation granted to the Board of Directors by the EGM.

#### 4 THE EGM

A form of proxy and the reply slip for use at the EGM are 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), by hand or by post in any event not less than 24 hours before the time stipulated for convening the EGM. For Domestic Shareholders, the proxy form should be returned to the Bank's Board of Directors' Office (No. 888 Shangjiang Street, Daoli District, Harbin 150070, Heilongjiang Province, China, Tel: 86-451-86779933), by hand or by post in any event 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. If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Bank's Board of Directors' Office (for Domestic Shareholders) on or before Friday, 23 September 2016.

#### 5 VOTING BY POLL

According to the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Results of the poll voting will be published on the Bank's website at [www.hrbb.com.cn](http://www.hrbb.com.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM.

#### 6 RECOMMENDATIONS

The Board of Directors considers that the proposals on the election of non-executive Director and the issuance of non-capital financial bonds are in the best interests of the Bank and its Shareholders as a whole. Accordingly, the Board of Directors recommends that the Shareholders vote in favour of the relevant proposals.

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



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**APPENDIX I                      BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTOR**

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Peng Xiaodong, male, was born in November 1970. He graduated from Beijing Institute of Business (currently known as Beijing Technology and Business University). He obtained a master degree and is qualified as an economist. Mr. Peng has been appointed as the secretary of the board of directors of Hua Xia Life Insurance Co., Ltd. since August 2010. Mr. Peng served as the chief officer of the department of capital operation of Tianshi Xingye Investment Co., Ltd. (天實興業投資有限公司) from January 2010 to August 2010, the deputy general manager of Times Shengheng Technology Co., Ltd. (時代勝恒科技有限公司) from March 2006 to December 2009, the deputy general manager of Beijing Global Wangxing Technology Co., Ltd. (北京全球網星科技有限公司) from April 2002 to March 2006, and the general manager of bond rating department and the general manager of Tianjin branch of China Chengxin Securities Rating Co., Ltd. (中國誠信證券評估有限公司) from March 1999 to March 2002. Mr. Peng was a lecturer in the department of finance in Beijing Institute of Business from August 1993 to August 1996.

Mr. Peng has extensive experience in the financial industry. He successively taught in colleges and served as a management member of various companies. He is familiar with financial theories and businesses, the regulatory requirements of banking regulatory authorities and relevant laws and regulations in respect of commercial bank operation and management, and corporate governance structure, mechanism and operating models. He also has good concept and awareness of compliance operations, as well as extensive resource advantage.

Save as disclosed above, Mr. Peng has confirmed that (1) he does not hold any other position with the Bank or any of its subsidiaries and has not been a director in any other listed companies in the past three years; (2) he is not connected with any directors, senior management or substantial or controlling shareholders of the Bank or any of its subsidiaries; and (3) he does not have any interest in any shares, underlying shares and debentures of the Bank within the meaning of Part XV of the Securities and Futures Ordinance.

In addition, Mr. Peng has confirmed that there is no other information in respect of his nomination as a non-executive director of the Bank that is required to be disclosed pursuant to rules 13.51(2) (h) to (v) of the Rules Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited and there is no other matter that needs to be brought to the attention of the shareholders and creditors of the Bank.

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## NOTICE OF 2016 SECOND EXTRAORDINARY GENERAL MEETING

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

### NOTICE OF 2016 SECOND EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2016 second extraordinary general meeting (“**EGM**”) of Harbin Bank Co., Ltd. (the “**Bank**”) will be held at Conference Hall 3, Harbin Shangri-La Hotel, 555 Youyi Road, Daoli District, Harbin, Heilongjiang, China, at 9:00 a.m. on Thursday, 13 October 2016 for the purposes of considering and, if thought fit, passing the following proposals. Capitalised terms used in this notice shall have the same meanings as those defined in the circular of the EGM dated 29 August 2016 issued by the Bank (the “**Circular**”) unless otherwise stated.

#### **ORDINARY RESOLUTION**

To consider and approve the election of Mr. Peng Xiaodong as a non-executive director of the Bank.

#### **SPECIAL RESOLUTION**

To consider and approve: (a) the Bank to issue non-capital financial bonds in accordance with the issuance plan (the details of which are set out in the Circular); and (b) to authorise the Board to decide on all matters relating to the issuance of non-capital financial bonds with absolute discretion, and to authorise the Board to delegate to the President of the Bank and other personnel assigned by the President the authorisation to determine and handle, within the issuance size of no more than RMB10 billion, all specific matters relating to the issuance of non-capital financial bonds in accordance with the full authorisation granted to the Board by the EGM.

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

Harbin, China  
29 August 2016

*As at the date of this notice, the Board of Directors of the Bank comprises Guo Zhiwen, Liu Zhuo and Zhang Qiguang, as executive directors; Zhang Taoxuan, Chen Danyang, Cui Luanyi and Ma Pao-Lin, as non-executive directors; Zhang Shengping, He Ping, Du Qingchun, Wan Kam To and Kong Siu Chee, as independent non-executive directors.*

\* *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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# NOTICE OF 2016 SECOND EXTRAORDINARY GENERAL MEETING

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*Notes:*

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

2. **Closure of register of members**

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM to be held on Thursday, 13 October 2016, the H share register of members of the Bank will be closed from Tuesday, 13 September 2016 to Thursday, 13 October 2016 (both days inclusive), during which period no share transfer will be registered. Shareholders whose names appear on the H share register of members and domestic share register of members of the Bank on Tuesday, 13 September 2016 will be entitled to attend and vote at the EGM. The holders of H shares of the Bank who intend to attend and vote at the EGM must lodge all the transfer documents accompanied by the relevant H share certificates with the Bank's H share registrar, Computershare Hong Kong Investor Services Limited (address: Shops 1712-1716, 17th Floor, Hope well Centre, 183 Queen's Road East, Wanchai, Hong Kong) to process the registration not later than 4:30 p.m. on Monday, 12 September 2016.

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. 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 identity card or other valid documents evidencing his/her capacity as a legal representative. If 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. **Notice of attendance**

Shareholders who intend to attend the EGM in person or by proxy should return the reply slip in person, by post or by facsimile to Computershare Hong Kong Investor Services Limited (for holders of H Shares) or the Bank's Board of Directors' Office (for holders of domestic Shares) on or before Friday, 23 September 2016.

The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

The address of the Bank's Board of Directors' Office is No. 888 Shangjiang Street, Daoli District, Harbin 150070, Heilongjiang Province, China (Contact Person: Zhang Zhaowu, Tel: 86-451-86779933, Fax: 86-451-86779829).

5. **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 and at the same time with the instrument appointing the proxy at Computershare Hong Kong Investor Services Limited (for holders of H shares) or the Bank's Board of Directors' Office (for holders of domestic shares).

To be valid, the form of proxy together with the notarised power of attorney or other authorisation document (if any) must be delivered to Computershare Hong Kong Investor Services Limited (for holders of H shares) or Bank's Board of Directors' Office (for holders of domestic shares) not less than 24 hours before the designated time for the holding of the EGM or any adjourned meeting thereof.

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

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## NOTICE OF 2016 SECOND EXTRAORDINARY GENERAL MEETING

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6. **Publication of poll results**

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting must be taken by poll. As such, the proposal set out in this notice will be voted by poll. Results of the poll voting will be published on the Bank's website at [www.hrbb.com.cn](http://www.hrbb.com.cn) and the HKExnews website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> after the EGM.

7. **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 and accommodation expenses.