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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.

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.

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.