
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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.

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.



**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING**

The Bank will convene the EGM at Conference Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China on Monday, 1 August 2022, at 9:30 a.m. The notice of the EGM is set out on pages 6 to 8 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 forms should be returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, Tel: 852-2862 8555), in any event served by hand, by post or by fax not less than 24 hours before the time stipulated for convening the EGM. For Domestic Shareholders, the proxy forms should be returned to the Bank's Board of Directors' Office (No. 888 Shangjiang Street, Daoli District, Harbin 150010, Heilongjiang Province, China, Tel: 86-451-86779933), in any event served by hand, by post or by fax 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.

* *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

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, supplemented or otherwise revised from time to time
“Bank”	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: 6138)
“Board” or “Board of Directors”	the board of directors of the Bank
“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, which are subscribed for or credited as paid in RMB
“EGM” or “Extraordinary General Meeting”	the 2022 first extraordinary general meeting or any adjourned meeting of the Bank to be held at Conference Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China on Monday, 1 August 2022 at 9:30 a.m.
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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
“Latest Practicable Date”	8 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC” or “China”	the People’s Republic of China, for the purposes of this circular only, excluding Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan

DEFINITIONS

“Share(s)”	Domestic Shares and/or H Shares of the Bank
“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: 6138) and subscribed and traded in Hong Kong dollars
“Shareholder(s)”	holder(s) of Shares

LETTER FROM THE BOARD



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)

Members of the Board:

Executive Director:

Mr. Deng Xinquan

Non-executive Directors:

Mr. Zhao Hongbo

Mr. Zhang Xianjun

Mr. Yu Hong

Mr. Lang Shufeng

Independent Non-executive Directors:

Mr. Sun Yan

Mr. Zhang Zheng

Mr. Hou Bojian

Mr. Jin Qinglu

Registered Address:

No. 888 Shangjiang Street

Daoli District

Harbin

Heilongjiang Province

PRC

Principal Place of Business

in Hong Kong:

40th Floor, Dah Sing Finance Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

13 July 2022

To the Shareholders

Dear Sir/Madam,

1. INTRODUCTION

The purpose of this circular is to provide you with detailed information regarding, among others, the proposed appointment of executive director to enable you to make an informed decision on whether to vote for or against the relevant resolution to be proposed at the EGM.

2. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Bank dated 8 July 2022 in relation to, among others, the proposed appointment of Mr. Yao Chunhe as an executive Director of the eighth session of the Board of the Bank.

LETTER FROM THE BOARD

The Board approved and proposed to nominate Mr. Yao Chunhe as a candidate for executive Director of the eighth session of the Board of the Bank to the general meeting of the Bank at the meeting held on 8 July 2022. The proposed appointment of Mr. Yao Chunhe as an executive Director of the Bank shall take effect after the consideration and approval at the general meeting of the Bank and the approval by the banking and insurance regulatory authority under the State Council on his qualification. If appointed, Mr. Yao Chunhe's term of office shall commence from the date of consideration and approval at the general meeting of the Bank and the approval by the banking and insurance regulatory authority under the State Council on his qualification until the expiry of the term of the eighth session of the Board.

Biographical details of Mr. Yao Chunhe are set out as follows:

Mr. Yao Chunhe (姚春和), aged 44. Mr. Yao served as the vice president and a member of the Party Committee of Heilongjiang Branch of Industrial and Commercial Bank of China Limited, whose shares are listed on The Stock Exchange of Hong Kong (Stock Code: 1398) (“**ICBC**”) from November 2020 to June 2022; the vice president and a member of the Party Committee of Heilongjiang Branch of ICBC and the president of Dalian Branch of ICBC from September 2020 to November 2020 (the secretary of the Direct Party Committee of Heilongjiang Branch of ICBC in October 2020); the president and the secretary of the Party Committee of Dalian Branch of ICBC from January 2018 to September 2020; the vice president, a member, the deputy secretary (in charge of overall work) and the secretary of the Party Committee of Dalian Branch of ICBC from February 2015 to January 2018; the president of Xinghai Sub-branch of Dalian Branch of ICBC, the secretary of general Party branch committee of Xinghai Sub-branch and an assistant to the president of Dalian Branch from December 2011 to February 2015; the deputy general manager (in charge of work) and the general manager of the Corporate Business Department of Dalian Branch of ICBC from February 2009 to December 2011; a clerk of the Financial Planning Department, the manager of centralized procurement unit of the Financial Planning Department, the manager and deputy general manager of the Financial and Accounting Department of Dalian Branch of ICBC from August 2003 to February 2009. Mr. Yao received a Master's degree in Finance from Jilin University in July 2003.

Mr. Yao Chunhe has confirmed that, saved as disclosed above: (1) he does not hold any other positions with the Bank or any of its subsidiaries and has not been a director in any other listed companies during the past three years; (2) he has no relationship with any other directors, senior management, substantial or controlling shareholders of the Bank or any of its subsidiaries; and (3) as of the Latest Practicable Date, he does not have any interest in the Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Yao Chunhe has also confirmed that there was no other information in relation to his appointment that is disclosable pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules, and there was no other matter in relation to his appointment that should be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

After the appointment of Mr. Yao takes into effect, the Bank will enter into a service contract with him. If appointed, Mr. Yao will not receive any director's allowance from the Bank during his tenure as an executive director of the Bank, but will receive appropriate remuneration, including salary, allowance, discretionary bonus, contributions to defined contribution schemes, etc., according to the Remuneration Management Measures of the Bank. The specific remuneration of Mr. Yao will be determined in accordance with the relevant requirements of the Articles of Association of the Bank, taking into account his annual performance evaluation and assessment results. The specific amount of the remuneration will be disclosed in the interim and annual reports of the Bank.

The aforesaid resolution in relation to the proposed appointment of an executive Director will be put forward at the EGM for Shareholders' consideration and approval by way of an ordinary resolution.

3. THE EGM

The Bank will convene the EGM at Conference Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China on Monday, 1 August 2022, at 9:30 a.m. The notice of the EGM is set out on pages 6 to 8 of this circular. The proxy form for use at the EGM is 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 forms 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), in any event served by hand, by post or by fax not less than 24 hours before the time stipulated for convening the EGM. For Domestic Shareholders, the proxy forms should be returned to the Bank's Board of Directors' Office (No. 888 Shangjiang Street, Daoli District, Harbin 150010, Heilongjiang Province, China, Tel: 86-451-86779933), in any event served by hand, by post or by fax 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.

4. VOTING BY POLL

According to the Hong Kong Listing Rules, any vote of Shareholders at the EGM must be taken by poll. Results of the poll voting will be published on the Bank's website at www.hrbb.com.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Board of Directors considers that resolution to be proposed at the EGM is in the interests of the Bank and its Shareholders as a whole. Accordingly, the Board of Directors recommends that the Shareholders vote in favour of the aforesaid proposed resolution.

By order of the Board of Directors
Harbin Bank Co., Ltd.
Deng Xinquan
Chairman

NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 first extraordinary general meeting (the “**EGM**”) of Harbin Bank Co., Ltd. (the “**Bank**”) will be held at Conference Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China, at 9:30 a.m. on Monday, 1 August 2022 for the purpose of considering and, if thought fit, passing the following resolution. Capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated 13 July 2022 (the “**Circular**”) unless otherwise stated.

ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Yao Chunhe as an executive director of the eighth session of the Board of the Bank.

By order of the Board of Directors
Harbin Bank Co., Ltd.
Deng Xinquan
Chairman

Harbin, China, 13 July 2022

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NOTICE OF 2022 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

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

2. Closure of register of members

In order to determine the Shareholders who are entitled to attend and vote at the EGM, the H share register of members of the Bank will be closed from Wednesday, 27 July 2022 to Monday, 1 August 2022 (both days inclusive). Shareholders whose names appear on the H share register of members and domestic share register of members of the Bank on Wednesday, 27 July 2022 will be entitled to attend and vote at the EGM. The holders of H shares 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 (Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) not later than 4:30 p.m. on Tuesday, 26 July 2022.

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 and stock account cards. Proxies of individual Shareholders shall produce their effective proof of identity and proxy forms. 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/her identity card or other valid documents evidencing his/her capacity as a legal representative. If a proxy is 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. 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 with the instrument appointing the proxy at Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Bank's Board Office (for Domestic Shareholders).

To be valid, the proxy form together with the power of attorney or other authorisation document (if any) signed by the authorised person or certified by a notary must be delivered to Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Bank's Board Office (for Domestic Shareholders) not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof.

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

5. Publication of poll results

Pursuant to the Hong Kong Listing Rules, any vote of shareholders at a shareholders' general meeting must be taken by poll. As such, the resolution 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 and the HKEx news website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.

6. Other business

The EGM is estimated to last no longer than half a day. Shareholders who attend the EGM in person or by proxy shall bear their own traveling, dining and accommodation expenses.

As at the date of this notice, the Board of the Bank comprises Deng Xinquan as executive director; Zhao Hongbo, Zhang Xianjun, Yu Hong and Lang Shufeng as non-executive directors; and Sun Yan, Zhang Zheng, Hou Bojian and Jin Qinglu as independent non-executive directors.