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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 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.

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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)

**(1) PROPOSED APPOINTMENT OF DIRECTORS
OF THE NINTH SESSION OF THE BOARD
(2) PROPOSED APPOINTMENT OF EXTERNAL SUPERVISORS
AND SHAREHOLDER REPRESENTATIVE SUPERVISOR
OF THE NINTH SESSION OF THE BOARD OF SUPERVISORS
AND
NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING**

The Company will convene the EGM at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China on Friday, 12 July 2024, at 9:00 a.m.. The notice convening the EGM is set out on pages 18 to 20 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 the Company'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 form should be returned to the Company'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. This circular has been prepared in Chinese with English translation. In case of any discrepancies, the Chinese version shall prevail over the English translation.

* *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 Company, as amended, supplemented or otherwise revised from time to time
“Board”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“Company”	Harbin Bank Co., Ltd. (哈爾濱銀行股份有限公司), a joint stock company incorporated 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)
“Director(s)”	the director(s) of the Company
“EGM”	the 2024 first extraordinary general meeting or any adjourned meeting of the Company to be held at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China on Friday, 12 July 2024 at 9:00 a.m.
“Group” or “Bank”	the Company and all of its subsidiaries and branches
“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”	18 June 2024, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“PRC” or “China”	the People’s Republic of China, for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Share(s)” Domestic Share(s) and/or H Share(s) of the Company

“Shareholder(s)” holder(s) of Share(s)

“Supervisor(s)” the supervisor(s) of the Company

LETTER FROM THE BOARD



(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. Deng Xinquan

Mr. Yao Chunhe

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 Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

21 June 2024

To the Shareholders

Dear Sir/Madam,

1. INTRODUCTION

The purpose of this circular is to provide you with detailed information regarding, among others, the (i) proposed appointment of Directors of the Ninth Session of the Board; (ii) proposed appointment of external Supervisors and Shareholder representative Supervisor of the Ninth Session of the Board of Supervisors; and (iii) a notice convening the EGM, so as to enable you to make informed decisions on whether to vote for or against the relevant resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF DIRECTORS OF THE NINTH SESSION OF THE BOARD

As the term of office of the Eighth Session of the Board of the Company is expired, the Board has resolved at a meeting held on 18 June 2024 to make recommendations of the Director candidates of the Ninth Session of the Board.

The Board has proposed to appoint Mr. Zhao Zhifeng, Mr. Liu Peiwei and Mr. Cheng Shuai as non-executive Directors of the Ninth Session of the Board, and Mr. Chen Ming and Ms. Leung Sau Fan, Sylvia as independent non-executive Directors of the Ninth Session of the Board. In addition, the Board has also proposed to re-elect Mr. Deng Xinquan and Mr. Yao Chunhe as executive Directors of the Ninth Session of the Board, Mr. Zhang Xianjun as a non-executive Director of the Ninth Session of the Board, and Mr. Hou Bojian and Mr. Jin Qinglu as independent non-executive Directors of the Ninth Session of the Board.

Biography details of the Director candidates of the Ninth Session of the Board are set out in Appendix I to this circular.

In accordance with the requirements of relevant laws, regulations, regulatory rules and the Articles of Association, the above proposed re-election and appointment of Directors are subject to the approval by the Shareholders at the EGM. Among which, the qualifications of the proposed Directors, namely Mr. Zhao Zhifeng, Mr. Liu Peiwei, Mr. Cheng Shuai, Mr. Chen Ming and Ms. Leung Sau Fan, Sylvia, are subject to the approval by the Heilongjiang Office of the National Financial Regulatory Administration.

After the appointment of each of the Directors of the Ninth Session of the Board enters into effect, the Company will enter into a director service contract with each of them. The term of office of the Ninth Session of the Board will be from the date when the relevant resolutions are approved at the EGM to the end of the Ninth Session of the Board, except that the term of office of Mr. Zhao Zhifeng, Mr. Liu Peiwei, Mr. Cheng Shuai, Mr. Chen Ming and Ms. Leung Sau Fan, Sylvia will commence from the date of approval by the Heilongjiang Office of the National Financial Regulatory Administration. If appointed, the remuneration of each executive Director of the Ninth Session of the Board will be determined according to the *Remuneration Management Regulation* of the Company, which may include salary, subsidy, discretionary bonus, defined contributions and contributions to schemes. The specific remuneration will be based on the *Supervisory Guidelines on Sound Compensation in Commercial Banks* issued by the former China Banking Regulatory Commission and relevant requirements under the Articles of Association, taking into account annual assessment on duty performance and appraisal results of the executive Directors of the Company. The non-executive Directors and independent non-executive Directors will receive Director's fee and subsidy in accordance with the *Director Subsidy Management Regulations* of the Company. The specific amount will be based on non-executive Directors and independent non-executive Directors' position in special committees under the Board and their participation in inspection of daily works, research and training, adding to the fixed subsidy payable to them. In accordance with their director service contracts, the above candidates for non-executive Directors will receive no emoluments from the Company. Upon the appointment of all candidates for Directors, the specific amount of their remuneration will be disclosed in the annual report.

LETTER FROM THE BOARD

Mr. Zhao Hongbo, Mr. Yu Hong and Mr. Lang Shufeng, each a non-executive Director of the Eighth Session of the Board, and Mr. Sun Yan and Mr. Zhang Zheng, each an independent non-executive Director of the Eighth Session of the Board, will not serve as Directors of the Ninth Session of the Board after the conclusion of the EGM. Before the qualifications of new Directors being approved, Mr. Zhao Hongbo and Mr. Lang Shufeng, each a non-executive Director of the Eighth Session of the Board, and Mr. Sun Yan and Mr. Zhang Zheng, each an independent non-executive Director of the Eighth Session of the Board, shall continue to perform their directors' duties under the relevant requirements of laws and regulations as well as the Articles of Association. Each of them has confirmed that he had no disagreement with the Board and there was no matter relating to his retirement that needs to be brought to the attention of the Shareholders and the creditors of the Company. The Board would like to express its sincere gratitude to Mr. Zhao Hongbo, Mr. Yu Hong, Mr. Lang Shufeng, Mr. Sun Yan and Mr. Zhang Zheng for their contributions to the Company during their tenure of service.

The above resolutions in relation to the appointment of Directors of the Ninth Session of the Board will be put forward at the EGM for Shareholders' consideration and approval by way of ordinary resolutions.

3. PROPOSED APPOINTMENT OF EXTERNAL SUPERVISORS AND SHAREHOLDER REPRESENTATIVE SUPERVISOR OF THE NINTH SESSION OF THE BOARD OF SUPERVISORS

As the term of office of the Eighth Session of the Board of Supervisors of the Company is expired, the Board of Supervisors has resolved at a meeting held on 18 June 2024 to make recommendations of the Supervisor candidates of the Ninth Session of the Board of Supervisors.

The Board of Supervisors has proposed to appoint Mr. Jiang Minghui as an external Supervisor of the Ninth Session of the Board of Supervisors. In addition, the Board of Supervisors has proposed to re-elect Ms. Li Zhaohua and Mr. Sun Yi as external Supervisors of the Ninth Session of the Board of Supervisors, and Ms. Chen Wei as a Shareholder representative Supervisor of the Ninth Session of the Board of Supervisors.

Biography details of the external Supervisor and Shareholder representative Supervisor candidates of the Ninth Session of the Board of Supervisors are set out in Appendix II to this circular.

In accordance with the requirements of relevant laws, regulations, regulatory rules and the Articles of Association, the above proposed re-election and appointment of external Supervisors and Shareholder representative Supervisor are subject to the approval by the Shareholders at the EGM.

The employee representative Supervisors of the Ninth Session of the Board of Supervisors will be elected at the employee representatives' general meeting or employees' general meeting of the Company, or through other democratic manners, and are not subject to the Shareholders' approval.

LETTER FROM THE BOARD

After the appointment of each of the Supervisors of the Ninth Session of the Board of Supervisors enters into effect, the Company will enter into a supervisor service contract with each of them. The term of office of the Ninth Session of the Board of Supervisors will be from the date when the relevant resolutions are approved at the EGM to the end of the Ninth Session of the Board of Supervisors. If appointed, the remuneration of external Supervisors and Shareholder representative Supervisor of the Ninth Session of the Board of Supervisors will be determined according to the *Supervisor Subsidy Management Regulations* of the Company, which may include Supervisor's fee and subsidy. The specific amount will be equal to basic subsidy payable to all supervisors plus responsibility subsidy payable to external Supervisors and Shareholder representative Supervisors who hold positions in special committees under the Board of Supervisors. Upon the appointment of the candidates for external Supervisors and the Shareholder representative Supervisor, the specific amount of their remuneration will be disclosed in the annual report.

Mr. Li Dong, an external Supervisor of the Eighth Session of the Board of Supervisors, will retire after the conclusion of the EGM. Mr. Li Dong has confirmed that he had no disagreement with the Board and the Board of Supervisors, and there was no matter relating to his retirement that needs to be brought to the attention of the Shareholders and the creditors of the Company. The Board and the Board of Supervisors would like to express their sincere gratitude to Mr. Li Dong for his contributions to the Company during his tenure of service.

The above resolutions in relation to the appointment of external Supervisors and Shareholder representative Supervisor of the Ninth Session of the Board of Supervisors will be put forward at the EGM for Shareholders' consideration and approval by way of ordinary resolutions.

4. THE EGM

The Company will convene the EGM at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China on Friday, 12 July 2024, at 9:00 a.m.. The notice convening the EGM is set out on pages 18 to 20 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 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), 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 form should be returned to the Company'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.

LETTER FROM THE BOARD

5. 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 Company's website at www.hrbb.com.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.

6. RECOMMENDATION

The Board considers that all the resolutions to be proposed at the EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all the aforesaid proposed resolutions.

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

Biography details of the Director candidates of the Ninth Session of the Board are set out as follows:

I. CANDIDATES FOR EXECUTIVE DIRECTORS

Mr. Deng Xinquan (鄧新權), aged 59, has been an executive Director, chairman of the Board and the legal representative of the Company since March 2021, and the secretary of the Party Committee of the Company since September 2020. Mr. Deng served as the chairman of the Board of Supervisors and the employee representative Supervisor of the Company from May 2018 to February 2021. From November 2007 to May 2018, Mr. Deng was a member of the Party Committee and deputy director of Heilongjiang Office of the former China Banking Regulatory Commission (CBRC). From August 2006 to November 2007, he was the director of the office (office of the Party Committee) of Heilongjiang Office of the former CBRC. From December 2003 to August 2006, he was the head of the preparation team, secretary of the Party Committee and director of Daqing Branch of the former CBRC. From June 1997 to December 2003, he was a deputy head of the rural cooperative finance management division of Heilongjiang Provincial Branch of the People's Bank of China (PBOC), deputy head and head of the second bank supervision division of Shenyang Branch of the PBOC, head of the joint-stock commercial bank supervision division of Shenyang Branch of the PBOC, secretary of the Party Committee and president of Daqing City Center Sub-branch of the PBOC. From August 1984 to June 1997, he was an officer of the industrial and commercial credit division, an officer and deputy chief officer of the commercial credit division and chief officer and deputy head of the credit cooperation division of Heilongjiang Provincial Branch of the Agricultural Bank of China. Mr. Deng received a Master's degree in Business Administration of Senior Management from Harbin Institute of Technology in July 2010. He is currently a senior economist accredited by the Evaluation Committee of Senior Professional Qualification in Economics of the PBOC.

Mr. Yao Chunhe (姚春和), aged 46, has been an executive Director and the president of the Company since March 2023, and a deputy secretary of the Party Committee of the Company since June 2022. Mr. Yao served as a member of the Party Committee and the vice president of Heilongjiang Branch of Industrial and Commercial Bank of China Limited (1398.HK; 601398.SH) ("ICBC") from November 2020 to June 2022; a member of the Party Committee and the vice president 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 secretary of the Party Committee and the president of Dalian Branch of ICBC from January 2018 to September 2020; a member, the deputy secretary (in charge of overall work) of the Party Committee, the secretary of the Party Committee and the vice president of Dalian Branch of ICBC from February 2015 to January 2018; the secretary of general Party branch committee of Xinghai Sub-branch of Dalian Branch of ICBC, the president 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 Economics from Jilin University in July 2003. He is currently an economist accredited by the Ministry of Human Resources and Social Security.

II. CANDIDATES FOR NON-EXECUTIVE DIRECTORS

Mr. Zhao Zhifeng (趙志峰), aged 52, has been a deputy secretary of the Party Committee, general manager and a director of Harbin Investment Group Corporation Limited (哈爾濱投資集團有限責任公司) since July 2023. Mr. Zhao served as a standing committee member of the Shuangcheng District Committee and the deputy chief executive of the Shuangcheng District Government of Harbin City from November 2020 to July 2023; a member of the Party Committee and the deputy general manager of Harbin Investment Group Corporation Limited (哈爾濱投資集團有限責任公司) from September 2015 to November 2020; the assistant to the general manager and director of the property development department of Harbin Investment Group Corporation Limited (哈爾濱投資集團有限責任公司) from October 2011 to September 2015; the director of the property development department of Harbin Investment Group Corporation Limited (哈爾濱投資集團有限責任公司) from October 2009 to October 2011; the deputy director of the engineering management department of Harbin Investment Group Corporation Limited (哈爾濱投資集團有限責任公司) from August 2005 to October 2009; an assistant to the director (section level) of the engineering management department of Harbin Investment Group Corporation Limited (哈爾濱投資集團有限責任公司) from December 2004 to August 2005; a cadre at section level of the engineering division of Harbin Investment Group Corporation Limited (哈爾濱投資集團有限責任公司) from April 2004 to December 2004; the head of the engineering management division of Harbin Thermal Power Construction and Development Company Limited (哈爾濱市熱電建設開發公司) from January 1996 to April 2004; and the officer of Harbin Thermal Power Construction and Development Company Limited (哈爾濱市熱電建設開發公司) from August 1993 to January 1996. Mr. Zhao received a Master's degree in Engineering from Harbin Engineering University in July 2007. He is currently a senior engineer accredited by the former Personnel Department of Heilongjiang Province.

Mr. Zhang Xianjun (張憲軍), aged 50, has been a non-executive Director of the Company since November 2020. Mr. Zhang has served as a director of Harbin Investment Group Corporation Limited (哈爾濱投資集團有限責任公司) since August 2023; the chairman of the board of directors of Heilongjiang Suibao Thermoelectric Co., Ltd. (黑龍江歲寶熱電有限公司) since June 2021; the vice chairman and general manager of Harbin Hatou Investment Co., Ltd. (600864.SH) since January 2021; a shareholder of Ningbo Jinxiang Qianyi Investment Partnership (Limited Partnership) (寧波錦享謙溢投資合夥企業(有限合夥)) with 39.93% equity interests since March 2018; a director and the chairman of Harbin Hatou Hengtai Investment Management Co., Ltd. (哈爾濱哈投恒泰投資管理有限公司) since January 2018; a director of Harbin Hatou Investment Co., Ltd. (600864.SH) since November 2016; a director of Jianghai Securities Co., Ltd. since December 2014; the vice chairman and a director

of Harbin Junxin Financing Guarantee Co., Ltd. (430558.NQ) since August 2014. Mr. Zhang served as an executive director and the general manager of Harbin Economic Development and Investment Company Limited from December 2019 to February 2023; the general manager of Harbin Economic Development and Investment Company Limited from October to December 2019; the authorised representative of Shenzhen Zhongrong Hatou Bail-out Investment Partnership (Limited Partnership) (深圳中融哈投紓困投資合夥企業(有限合夥)) from November 2019 to February 2023; a director of Heilongjiang Jinxin Financial Leasing Co., Ltd. (黑龍江金信融資租賃有限公司) from August 2015 to March 2022; a director of Zhongrong International Trust Co., Ltd. from December 2014 to June 2022; the deputy general manager of Harbin Junxin Financing Guarantee Co., Ltd. (哈爾濱均信融資擔保股份有限公司) (430558.NQ) from August 2014 to April 2022; the head of the financial asset management department of Harbin Investment Group Corporation Limited (哈爾濱投資集團有限責任公司) from July 2014 to January 2021; an officer of the long-term development planning division, secretary of the office, secretary of the Youth League Committee, the deputy general manager and officer (ministerial level) of Harbin Investment Group Corporation Limited (哈爾濱投資集團有限責任公司) from March 2004 to June 2014; and a technician, a staff member of the Youth League Committee and the general manager of the labor union of Harbin Cement Factory (哈爾濱水泥廠) from August 1995 to March 2004. Mr. Zhang received a Master's degree in Business Administration from Harbin Engineering University in June 2009, and is currently a senior economist accredited by the former Personnel Department of Heilongjiang Province.

Mr. Liu Peiwei (劉培偉), aged 52, has been the deputy general manager of Heilongjiang Financial Holdings Group Co., Ltd. (黑龍江省金融控股集團有限公司) since July 2019. Mr. Liu served as the deputy general manager of Heilongjiang Longcai Asset Operation Co., Ltd. (黑龍江省龍財資產經營有限公司) and the legal representative and general manager of Heilongjiang Longcai Public Private Partnerships Financing Support Investment Fund Co., Ltd. (黑龍江省龍財政企合作融資支持投資基金有限公司) from October 2012 to June 2019; the manager of the project management department and assistant to the general manager of Heilongjiang Longcai Asset Operation Co., Ltd. (黑龍江省龍財資產經營有限公司) from September 2005 to September 2012; the manager of the finance department of Heilongjiang Zhongmeng Group Co., Ltd. (黑龍江中盟集團有限公司) from December 2000 to August 2005; the deputy manager of the investment department of Heilongjiang Economic and Trade Development Group Corporation (黑龍江省經濟貿易開發集團總公司) from January 1997 to November 2000; and a staff member of the finance department and investment department of Heilongjiang Economic and Trade Development Group Corporation (黑龍江省經濟貿易開發集團總公司) from July 1993 to December 1996. Mr. Liu received a Master's degree in Economics from Peking University in January 2006, and is currently a senior accountant accredited by the former Personnel Department of Heilongjiang Province.

Mr. Cheng Shuai (程帥), aged 42, has been a director of Longjiang Bank Corporation since April 2024, the general manager of Heilongjiang Credit Corporation (黑龍江省徵信有限責任公司) since January 2024, and the general manager of the first business development department of Heilongjiang Financial Holdings Group Co., Ltd. (黑龍江省金融控股集團有限

公司) since October 2022. Mr. Cheng served as the deputy general manager (in charge of work) of the first business development department of Heilongjiang Financial Holdings Group Co., Ltd. (黑龍江省金融控股集團有限公司) from March 2021 to October 2022; a chief officer, deputy researcher and fourth-level researcher of the finance division of the Department of Finance of Heilongjiang Province from June 2016 to March 2021; a director and the deputy general manager of Heilongjiang Nonghe E-commerce Co., Ltd. (黑龍江農合電子商務有限公司) from August 2012 to June 2016; and an associate chief officer and chief officer of the economic development division of Heilongjiang Province Supply and Marketing Cooperatives (黑龍江省供銷合作社聯合社) from August 2005 to June 2016. Mr. Cheng received a Master's degree in Public Administration from Harbin Institute of Technology in April 2014.

III. CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hou Bojian (侯伯堅) (former name: Hou Bojian (侯柏堅)), with Hong Kong Chinese nationality, aged 64, has been an independent non-executive Director of the Company since September 2019. Mr. Hou has been an independent non-executive director of Winox Holdings Limited (6838.HK) since May 2024 and a managing director of Hong Kong HT Strategy Ltd. (香港匯通策略有限公司) since October 2011; a director and chairman of audit committee of the board of directors of Shanghai Tonglian Financial Services Co., Ltd. (上海通聯金融服務有限公司) since August 2011; a supervisor of Shanghai Rensheng Import and Export Co., Ltd. (上海仁生進出口有限公司) since August 2011; a director of Guangzhou Renhui Investment Co., Ltd. (廣州仁匯投資有限公司) since December 2010; a director of Guangzhou Renhui Trade Development Co., Ltd. (廣州仁輝貿易發展有限公司) since April 2009; and the deputy chief executive officer of Hong Kong Ren Tong Group Limited (香港仁通集團有限公司) since August 2008. Mr. Hou served as a director of Shenzhen Zhongzhanxin Technology Fund Investment Partnership (深圳中展信科技基金投資合夥企業) from December 2015 to February 2017; and an executive director of Full Apex (Holdings) Limited (BTY.SG) from April 2005 to August 2008. From January 2001 to April 2005, he held several positions, including a senior consultant of Guangzhou Tiancheng Certified Public Accountants, a financial adviser of Guangzhou Full Apex Group and its member companies and a financial adviser of Hong Kong Ren Tong Group (香港仁通集團). Mr. Hou served as an executive director, deputy general manager and chief financial officer of Guangdong Investment Limited (0270.HK) from July 1992 to January 2001. From 1992 to 2001, he held several positions during the same period, including a non-executive director of Guangdong Land Holdings Limited (0124.HK, originally known as Guangdong Brewery Holdings Limited), a non-executive director of Guangdong Tannery Limited (1058.HK), a director of Hi Sun Technology (China) Limited (0818.HK, originally known as Guangdong Building Industries Limited), an executive director of Guangnan (Holdings) Limited (1203.HK), the chairman of the supervisory committee of Guangdong Teem (Holdings) Limited, a director of Hong Kong Baiyue Finance Limited (香港百粵金融財務有限公司), a director of Hong Kong Citybus Ltd. (香港城市巴士有限公司), a director of Hong Kong Far East Landfill Technologies Limited (香港遠東垃圾堆填有限公司), a director and chief financial officer of Hong Kong Guangdong Transportation Co., Ltd. (香港廣東交通有限公司), a director of Hong Kong Guangdong Electricity Co., Ltd. (香港廣東電力有限公司), a director of Wharney Guang Dong Hotel Hong Kong, a director of Guangdong

Hotel Hong Kong, and a deputy managing director of Hong Kong Bidacheng Investment Co., Ltd. (香港必達成投資有限公司). Mr. Hou served as the vice general manager of the finance department and the general manager of the accounting department of Guangdong Holdings Group (香港粵海集團) from May 1989 to July 1992; the chief financial officer of Shenzhen Guangdong Hotel Co., Ltd. (深圳粵海酒店有限公司) from July 1988 to May 1989; and a technician at Guangdong Yuedong Diesel Engine Factory (廣東粵東柴油機廠) from 1976 to 1981. Mr. Hou received a Master's degree in Economics from Jinan University in July 1988. He is a holder of the professional qualification certificate of Hong Kong securities industry and the fund manager qualification certificate of the Asset Management Association of China. Mr. Hou was granted the title of accountant by Guangdong Accountant Professional Title Appraisal Panel in October 1992.

Mr. Jin Qinglu (靳慶魯), aged 51, has been an independent non-executive Director of the Company since March 2021. Mr. Jin has served as the dean of the School of Accountancy of Shanghai University of Finance and Economics since November 2018; and a professor of the School of Accountancy of Shanghai University of Finance and Economics since June 2012. Mr. Jin was an independent director of Orient Securities Company Limited (600958.SH; 03958.HK) from September 2017 to October 2023; an independent director of Shanghai Emperor of Cleaning Hi-tech Co., Ltd. (603200.SH) from October 2017 to October 2020; an independent director of China Grand Automotive Services Group Co., Ltd. (600297.SH) from July 2015 to December 2015; an independent director of Besttone Holding Co., Ltd. (600640.SH) from May 2014 to December 2015; an independent director of Shanghai SK Petroleum & Chemical Equipment Corporation Ltd. (002278.SZ) from November 2013 to November 2016; the vice dean of the School of Accountancy of Shanghai University of Finance and Economics from March 2015 to November 2018; the vice dean of the Institute of Accounting and Finance of Shanghai University of Finance and Economics from March 2014 to November 2018; an assistant professor and an associate professor in the School of Accountancy of Shanghai University of Finance and Economics from June 2005 to May 2012; and an assistant professor of Accounting Department of Xi'an Jiaotong University from March 1999 to June 2000. Mr. Jin received a Doctor's degree in Accounting from the Hong Kong University of Science and Technology in November 2005.

Mr. Chen Ming (陳明), aged 53, has been a consultant of Beijing Zhong Lun Law Firm since April 2020. Mr. Chen served as a partner of Beijing Zhong Lun Law Firm from September 2016 to March 2020; a partner of Beijing Jun He Law Offices from March 2013 to August 2016; a lawyer and partner of Beijing Zhong Lun Law Firm from August 2003 to February 2013; a lawyer of Beijing Guangsheng & Partners Law Offices (北京市廣盛律師事務所) from September 1996 to June 1999; and a legal counsel of Beijing Yintong Real Estate Development Co., Ltd. (北京銀通房地產開發有限公司) from September 1995 to August 1996. Mr. Chen received a Master's degree in Law from Peking University in July 1995 and a Doctor's degree in Law from Columbia University, the United States in May 2002.

Ms. Leung Sau Fan, Sylvia (梁秀芬), with Hong Kong Chinese nationality, aged 60, has been the responsible officer of Donvex Capital Limited since March 2023 and an independent non-executive director of Poly Property Group Co., Limited (0119.HK) since August 2010. Ms. Leung served as the responsible officer of Shang International Finance Limited from January 2020 to November 2022; the responsible officer of Celestial Capital Limited from August 2017 to November 2019; the responsible officer of VC Capital Limited from October 2014 to July 2017; the responsible officer of SinoPac Securities (Asia) Limited from December 2012 to September 2014; the responsible officer of RaffAello Capital Limited from July 2012 to October 2012; an independent non-executive director of China Aerospace International Holdings Limited (0031.HK) from March 2012 to June 2022; the responsible officer of SinoPac Securities (Asia) Limited from April 2011 to June 2012; the responsible officer of VC Capital Limited from July 2010 to April 2011; a licensed representative and responsible officer of Somerley Limited (later renamed Shang International Finance Limited) from January 2001 to May 2010; and the senior manager of the Listing Division of Hong Kong Exchanges and Clearing Limited from May 1997 to December 2000. Ms. Leung received a Bachelor's degree in Accountancy from the City University of Hong Kong in November 1992.

Save as disclosed above, none of the Director candidates of the Ninth Session of the Board holds any other positions in the Company or any of its subsidiaries, or has any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company, or held any directorships in other listed public companies in the last three years.

Save as disclosed below, none of the Director candidates for the Ninth Session of the Board has or is deemed to have any interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO).

Name	Current position	Nature of interest	Class of Shares	Number of Shares held (shares)	Percentage of the total number of Shares of the Company (%)
Deng Xinquan	Secretary of the Party Committee, Chairman of the Board and Executive Director	Beneficial owner	Domestic shares	1,205	0.00001

Save as disclosed above, the Board is not aware of any matters in relation to the appointment or re-election of the Director candidates of the Ninth Session of the Board that need to be brought to the attention of the Shareholders or any other information that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

When determining suitable candidates for independent non-executive Directors, the Company fully takes into account the benefits of diversity on the Board and considers factors including but not limited to: (1) relevant accomplishment and professional knowledge and industry experience of the candidates; (2) the candidates' commitment in respect of available time, interest and attention to the businesses of the Company; (3) perspectives, skills and experience that the candidates can bring to the Board; and (4) diversity in all its aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, etc. The Board and the Nomination and Remuneration Evaluation Committee under the Board have also assessed their independence and are satisfied with their independence. As of the Latest Practicable Date, to the best knowledge of the Board, the Board is of the view that all candidates for independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules and are independent in accordance with the terms of the guidelines.

Having considered the above, the Company is of the view that the candidates for independent non-executive Directors can bring valuable contributions to the Company and further promote the diversity on the Board.

Biography details of the external Supervisor and Shareholder representative Supervisor candidates of the Ninth Session of the Board of Supervisors are set out as follows:

I. CANDIDATES FOR EXTERNAL SUPERVISORS

Ms. Li Zhaohua (李兆華), aged 58, has been an external Supervisor of the Company since May 2019. Ms. Li has been a professor of Guangdong University of Finance since September 2023, an independent director of Harbin Pharmaceutical Group Co., Ltd. (600664.SH) since January 2021, a standing executive member of the fifth council of Heilongjiang Institute of Internal Auditors since December 2017, a performance appraisal expert of Heilongjiang Enterprises Association since June 2017, an executive member of the third council of Heilongjiang Institute of Management since December 2016, a bidding evaluation expert for government procurements in Heilongjiang since May 2015, and the vice president of the Harbin Institute of Environment and Operations since March 2015. Ms. Li served as a professor and a Ph.D tutor at the Accounting School of Harbin University of Commerce from July 2005 to September 2023, an associate professor of the Accounting Department of Harbin University of Commerce from May 2000 to July 2005, an associate professor of the Accounting Department of Heilongjiang College of Finance and Political Science from September 1996 to May 2000, a lecturer of the Audit Department of Heilongjiang College of Finance and Political Science from September 1993 to September 1996, a teaching assistant of the Audit Department of Heilongjiang College of Finance and Political Science from July 1988 to September 1993, and a professional advisor of the Accounting Department of the Professional Construction Committee of Heilongjiang University of Finance and Economics from June 2018 to April 2019. Ms. Li received a Master's degree in Economics from Peking University in September 1996.

Mr. Sun Yi (孫毅), aged 53, has been an external Supervisor of the Company since May 2019. Mr. Sun has been a professor and master instructor of the School of Law of Heilongjiang University since September 2015, a standing executive member of the sixth council of the Harbin Law Society since December 2018, a member of the second council of the Civil Law Research Institute of the China Law Association since June 2017, an arbitrator of the fourth and fifth committee of the Harbin Arbitration Commission since September 2013, an editor of the Northern Legal Science Magazine since January 2007, a researcher of the Civil and Commercial Laws Research Center of Heilongjiang University since April 2004, and a lawyer of Tianleping Law Firm since November 2003. Mr. Sun served as an associate professor of the School of Law of Heilongjiang University from September 2004 to August 2015, a lecturer of the School of Law of Heilongjiang University from September 1999 to August 2004, and a teaching assistant of the School of Law of Heilongjiang University from September 1996 to August 1999. Mr. Sun received a Doctor's degree in Law from China University of Political Science and Law in June 2003, and obtained the practicing lawyer's license in May 1997.

Mr. Jiang Minghui (姜明輝), aged 57, has been a professor and Ph.D. tutor of the School of Economics and Management of Harbin Institute of Technology since September 2007, and an independent director of Harbin United Rural Commercial Bank Co., Ltd. (哈爾濱聯合農村商業銀行股份有限公司) since May 2022. Mr. Jiang served as an associate professor of the School of Economics and Management of Harbin Institute of Technology from July 1999 to September 2007; a lecturer of the School of Economics and Management of Harbin Institute of Technology from July 1996 to July 1999; a teaching assistant of the School of Economics and Management of Harbin Institute of Technology from March 1994 to July 1996; a postgraduate in technology economy of Harbin Institute of Technology from September 1991 to March 1994; and a student counselor of the School of Economics and Management of Harbin Institute of Technology from July 1989 to July 1991. Mr. Jiang received a Doctor's degree in Technology Economy and Management from Harbin Institute of Technology in December 2006.

II. CANDIDATE FOR SHAREHOLDER REPRESENTATIVE SUPERVISOR

Ms. Chen Wei (陳巍), aged 53, has been a shareholder representative Supervisor of the Company since August 2023. Ms. Chen has served as the chairman of the labor union of Harbin High-tech Industrial Development Zone Infrastructure Development and Construction Co., Ltd. (哈爾濱高新技術產業開發區基礎設施開發建設有限公司) since August 2019, and the director of the finance department of Harbin High-tech Industrial Development Zone Infrastructure Development and Construction Co., Ltd. (哈爾濱高新技術產業開發區基礎設施開發建設有限公司) since October 2017. Ms. Chen served as an accountant, deputy director of the finance department, director of the investment and financing department and assistant to the general manager of Harbin High-tech Industrial Development Zone Infrastructure Development and Construction Co., Ltd. (哈爾濱高新技術產業開發區基礎設施開發建設有限公司) from November 2009 to August 2019; an accountant of Harbin Development Zone Heli Infrastructure Development Co., Ltd. (哈爾濱開發區合力基礎設施發展有限公司) from March 2002 to November 2009; an accountant of Harbin High-tech Industrial Development Zone Infrastructure Development and Construction Co., Ltd. (哈爾濱高新技術產業開發區基礎設施開發建設有限公司) from December 2001 to March 2002; an accountant of Harbin High-tech Soybean Food Co., Ltd. (哈高科大豆食品有限責任公司) from October 1998 to December 2001; and an accountant of Harbin Chemical Construction Corporation (哈爾濱市化工建設總公司) from October 1991 to October 1998. Ms. Chen received a college degree from Harbin Cadre College of Economic Management in July 1996, and is currently a senior accountant accredited by the former Personnel Department of Heilongjiang Province.

Save as disclosed above, none of the Shareholder representative Supervisor or external Supervisor candidates of the Ninth Session of the Board of Supervisors holds any other positions in the Company or any of its subsidiaries, or held any directorships in other listed public companies in the last three years. None of the Shareholder representative Supervisor or external Supervisor candidates of the Ninth Session of the Board of Supervisors has any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company, nor does he/she have or is deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO).

Save as disclosed above, the Board is not aware of any matters in relation to the appointment or re-election of the Shareholder representative Supervisor and external Supervisor candidates of the Ninth Session of the Board of Supervisors that need to be brought to the attention of the Shareholders or any other information that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING



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

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting (“**EGM**”) of Harbin Bank Co., Ltd. (the “**Company**”) will be held at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China, at 9:00 a.m. on Friday, 12 July 2024 for the purposes of considering and, if thought fit, passing the following resolutions. Capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 21 June 2024 (the “**Circular**”) unless otherwise stated:

ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Directors of the Ninth Session of the Board:
 - (1) To consider and approve the re-election of Mr. Deng Xinquan as an executive Director of the Ninth Session of the Board of the Company.
 - (2) To consider and approve the re-election of Mr. Yao Chunhe as an executive Director of the Ninth Session of the Board of the Company.
 - (3) To consider and approve the appointment of Mr. Zhao Zhifeng as a non-executive Director of the Ninth Session of the Board of the Company.
 - (4) To consider and approve the re-election of Mr. Zhang Xianjun as a non-executive Director of the Ninth Session of the Board of the Company.
 - (5) To consider and approve the appointment of Mr. Liu Peiwei as a non-executive Director of the Ninth Session of the Board of the Company.
 - (6) To consider and approve the appointment of Mr. Cheng Shuai as a non-executive Director of the Ninth Session of the Board of the Company.
 - (7) To consider and approve the re-election of Mr. Hou Bojian as an independent non-executive Director of the Ninth Session of the Board of the Company.

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

- (8) To consider and approve the re-election of Mr. Jin Qinglu as an independent non-executive Director of the Ninth Session of the Board of the Company.
 - (9) To consider and approve the appointment of Mr. Chen Ming as an independent non-executive Director of the Ninth Session of the Board of the Company.
 - (10) To consider and approve the appointment of Ms. Leung Sau Fan, Sylvia as an independent non-executive Director of the Ninth Session of the Board of the Company.
2. To consider and approve the appointment of external Supervisors and Shareholder representative Supervisor of the Ninth Session of the Board of Supervisors:
- (1) To consider and approve the re-election of Ms. Li Zhaohua as an external Supervisor of the Ninth Session of the Board of Supervisors of the Company.
 - (2) To consider and approve the re-election of Mr. Sun Yi as an external Supervisor of the Ninth Session of the Board of Supervisors of the Company.
 - (3) To consider and approve the appointment of Mr. Jiang Minghui as an external Supervisor of the Ninth Session of the Board of Supervisors of the Company.
 - (4) To consider and approve the re-election of Ms. Chen Wei as a Shareholder representative Supervisor of the Ninth Session of the Board of Supervisors of the Company.

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

Harbin, China, 21 June 2024

* *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.*

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. Details of the above resolutions 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 Company will be closed from Tuesday, 9 July 2024 to Friday, 12 July 2024 (both days inclusive). Shareholders whose name appear on the H share register of members and domestic share register of members of the Company on Tuesday, 9 July 2024 will be entitled to attend and vote at the EGM. The H Shareholders who intend to attend and vote at the EGM must lodge all the transfer documents accompanied by the relevant H share certificates with the Company's H share registrar, Computershare Hong Kong Investor Services Limited (address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) not later than 4:30 p.m. on Monday, 8 July 2024.

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 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/her identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed a proxy 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 Company's Board of Directors 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 Company's Board of Directors 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, each of the resolutions set out in this notice will be voted by poll. Results of the poll voting will be published on the Company's website at www.hrbb.com.cn and the HKExnews 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 meeting 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 Company comprises Deng Xinquan and Yao Chunhe as executive directors; 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.