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## THIS CIRCULAR 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 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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### **CHANGE OF A CANDIDATE FOR NON-EXECUTIVE DIRECTOR OF THE NINTH SESSION OF THE BOARD AND NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING**

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The Company will convene the EGM 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, 17 January 2025. The notice convening the EGM is set out on pages 6 to 7 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

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

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|----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “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                                                                                                                                                                                                                                            |
| “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 2025 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 at 9:00 a.m. on Friday, 17 January 2025 |
| “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 December 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein                                                                                                                  |
| “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                                                                                                                            |
| “Share(s)”                 | Domestic Share(s) and/or H Share(s) of the Company                                                                                                                                                                                                                               |
| “Shareholder(s)”           | holder(s) of Share(s)                                                                                                                                                                                                                                                            |

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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. Deng Xinquan

Mr. Yao Chunhe

*Non-executive Directors:*

Mr. Zhang Xianjun

Mr. Liu Peiwei

Mr. Cheng Shuai

Mr. Zhao Hongbo

*Independent Non-executive Directors:*

Mr. Hou Bojian

Mr. Jin Qinglu

Mr. Chen Ming

Ms. Leung Sau Fan, Sylvia

**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

27 December 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) change of a candidate for non-executive Director of the Ninth Session of the Board; and (ii) a notice convening the EGM, so as to enable you to make informed decisions on whether to vote for or against the relevant resolution to be proposed at the EGM.

**2. CHANGE OF A CANDIDATE FOR NON-EXECUTIVE DIRECTOR OF THE NINTH SESSION OF THE BOARD**

References are made to: (1) the announcement dated 18 June 2024 and the circular dated 21 June 2024 of the Company, in relation to that, among others, the Board has proposed to appoint Mr. Zhao Zhifeng (“**Mr. Zhao**”) as a non-executive Director of the Ninth Session of

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## LETTER FROM THE BOARD

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the Board; (2) the announcement dated 12 July 2024 of the Company, in relation to that, among others, the Shareholders, at the 2024 first extraordinary general meeting of the Company, have approved the appointment of Mr. Zhao as a non-executive Director of the Ninth Session of the Board, of which the qualification is subject to the approval by the Heilongjiang Office of the National Financial Regulatory Administration; and (3) the announcement dated 28 November 2024 of the Company.

Due to work relocation, Mr. Zhao applied for not to serve as a non-executive Director of the Ninth Session of the Board. Therefore, Mr. Zhao has not yet applied for the approval procedures regarding his qualification and has not yet officially taken office. Harbin Economic Development and Investment Company Limited (哈爾濱經濟開發投資有限公司), the largest Shareholder of the Company, proposed not to nominate Mr. Zhao as a non-executive Director of the Ninth Session of the Board, and nominated Mr. Jia Haining (“**Mr. Jia**”) as a candidate for non-executive Director of the Ninth Session of the Board. Accordingly, the Board discontinued the work for the appointment of Mr. Zhao and proposed to appoint Mr. Jia as a non-executive Director of the Ninth Session of the Board in substitution for Mr. Zhao.

The Board has resolved at a meeting held on 28 November 2024 the recommendation of Mr. Jia as a candidate for non-executive Director of the Ninth Session of the Board. Biographical details of Mr. Jia 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 appointment of Director is subject to the approval by the Shareholders at the EGM. The qualification of Mr. Jia as a Director is subject to the approval by the Heilongjiang Office of the National Financial Regulatory Administration.

After the appointment of Mr. Jia taking into effect, the Company will enter into a Director service contract with him. The term of office of Mr. Jia as a Director will commence from the date of approval by the Heilongjiang Office of the National Financial Regulatory Administration to the end of the Ninth Session of the Board. If appointed, Mr. Jia 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 Director’s position in special committees under the Board and his participation in inspection of daily works, research and training, adding to the fixed subsidy payable to him. In accordance with his Director service contract, Mr. Jia will receive no emoluments from the Company. Upon the appointment of Mr. Jia, the specific amount of his remuneration will be disclosed in the annual report.

The above proposal in relation to change of a candidate for non-executive Director of the Ninth Session of the Board will be put forward at the EGM for Shareholders’ consideration and approval by way of ordinary resolution.

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## LETTER FROM THE BOARD

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### 3. 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 at 9:00 a.m on Friday, 17 January 2025. The notice convening the EGM is set out on pages 6 to 7 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.

### 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 Company'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.

### 5. RECOMMENDATION

The Board considers that the resolution to be proposed at the EGM is in the interests of the Company and its Shareholders as a whole. Accordingly, the Board 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*

Biographical details of Mr. Jia are set out as follows:

**Mr. Jia Haining (賈海寧)**, aged 38, has been the deputy general manager of Harbin Hatou Capital Co., Ltd. (哈爾濱哈投資本有限公司) since May 2023, the deputy director 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) since June 2022, and a director of Harbin Property Financing Guarantee Co., Ltd. (哈爾濱市房屋置業融資擔保有限責任公司) since October 2021. Mr. Jia served as an assistant to the director of the financial asset management department of Harbin Investment Group Corporation Limited from April 2020 to June 2022, a junior staff (II), junior staff (I), intermediate staff and senior staff of the financial business department of Harbin Investment Group Corporation Limited from July 2014 to April 2020, and a trainee and junior staff (II) of the financing department of Harbin Investment Group Corporation Limited from March 2012 to July 2014. Mr. Jia received a Master's degree in Management from Dongbei University of Finance & Economics in December 2011, and is currently a senior economist accredited by the Heilongjiang Human Resources and Social Security Bureau.

Mr. Jia has confirmed that, save as disclosed above, (1) he does not hold any other positions in the Company or any of its subsidiaries, or hold any directorships in other listed public companies in the last three years; (2) he does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (3) as of the Latest Practicable Date, he does not have or is not deemed to have any interests 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 Securities and Futures Ordinance).

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

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## NOTICE OF 2025 FIRST 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 2025 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 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, 17 January 2025 for the purposes 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 Company dated 27 December 2024 (the “**Circular**”) unless otherwise stated:

#### ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Jia Haining as a non-executive Director of the Ninth Session of the Board of the Company.

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

Harbin, China, 27 December 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.*

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## NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

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*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 Company will be closed from Tuesday, 14 January 2025 to Friday, 17 January 2025 (both days inclusive). Shareholders whose name appear on the H share register of members and domestic share register of members of the Company on Friday, 17 January 2025 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, 13 January 2025.

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 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 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 of 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 Company's website at [www.hrbb.com.cn](http://www.hrbb.com.cn) and the HKExnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://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; Zhang Xianjun, Liu Peiwei, Cheng Shuai and Zhao Hongbo as non-executive Directors; and Hou Bojian, Jin Qinglu, Chen Ming and Leung Sau Fan, Sylvia as independent non-executive Directors.*