
THIS CIRCULAR 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 our 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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**(1) PROPOSAL ON THE ABSORPTION AND MERGER OF
CHONGQING DADUKOU RONGXING VILLAGE AND
TOWNSHIP BANK AND ITS CONVERSION TO A SUB-BRANCH
(2) PROPOSAL ON THE ABSORPTION AND MERGER OF
CHONGQING SHAPINGBA RONGXING VILLAGE AND
TOWNSHIP BANK AND ITS CONVERSION TO A SUB-BRANCH
(3) PROPOSAL ON THE ABSORPTION AND MERGER OF
CHONGQING WULONG RONGXING VILLAGE AND
TOWNSHIP BANK AND ITS CONVERSION TO A SUB-BRANCH
(4) PROPOSAL ON THE ABSORPTION AND MERGER OF
NEHE RONGXING VILLAGE AND TOWNSHIP BANK AND
ITS CONVERSION TO A SUB-BRANCH
AND
NOTICE OF 2025 THIRD 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 at 9:00 a.m. on Wednesday, 22 October 2025. The notice convening the EGM is set out on pages 8 to 9 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.

30 September 2025

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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
“Nehe Village and Township Bank”	Nehe Rongxing Village and Township Bank Co., Ltd., initiated and established by the Company in April 2017
“Wulong Village and Township Bank”	Chongqing Wulong Rongxing Village and Township Bank Co., Ltd., initiated and established by the Company in June 2011
“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)
“Company Law”	the Company Law of the PRC (《中華人民共和國公司法》)
“Director(s)”	the director(s) of the Company
“EGM”	the 2025 third 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 Wednesday, 22 October 2025
“Group” or “Bank”	the Company and all of its subsidiaries and branches
“Shapingba Village and Township Bank”	Chongqing Shapingba Rongxing Village and Township Bank Co., Ltd., initiated and established by the Company in May 2012
“Dadukou Village and Township Bank”	Chongqing Dadukou Rongxing Village and Township Bank Co., Ltd., initiated and established by the Company in December 2010

DEFINITIONS

“NFRA”/“CBIRC”/“CBRC”	the National Financial Regulatory Administration/the China Banking and Insurance Regulatory Commission (before 18 May 2023)/the China Banking Regulatory Commission (before 17 March 2018)
“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”	29 September 2025, 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)

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. Zhang Xianjun

Mr. Liu Peiwei

Mr. Cheng Shuai

Mr. Jia Haining

Independent Non-executive Directors:

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

30 September 2025

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSAL ON THE ABSORPTION AND MERGER OF
CHONGQING DADUKOU RONGXING VILLAGE AND
TOWNSHIP BANK AND ITS CONVERSION TO A SUB-BRANCH
(2) PROPOSAL ON THE ABSORPTION AND MERGER OF
CHONGQING SHAPINGBA RONGXING VILLAGE AND
TOWNSHIP BANK AND ITS CONVERSION TO A SUB-BRANCH
(3) PROPOSAL ON THE ABSORPTION AND MERGER OF
CHONGQING WULONG RONGXING VILLAGE AND
TOWNSHIP BANK AND ITS CONVERSION TO A SUB-BRANCH
(4) PROPOSAL ON THE ABSORPTION AND MERGER OF
NEHE RONGXING VILLAGE AND TOWNSHIP BANK AND
ITS CONVERSION TO A SUB-BRANCH
AND**

NOTICE OF 2025 THIRD EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with detailed information regarding, among others, the (1) proposal on the absorption and merger of Chongqing Dadukou Rongxing Village and Township Bank and its conversion to a sub-branch; (2) proposal on the absorption and merger of Chongqing Shapingba Rongxing Village and Township Bank and its conversion to a sub-branch; (3) proposal on the absorption and merger of Chongqing Wulong Rongxing Village and Township Bank and its conversion to a sub-branch; (4) proposal on the absorption and merger of Nehe Rongxing Village and Township Bank and its conversion to a sub-branch; and (5) 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.

LETTER FROM THE BOARD

2. PROPOSAL ON THE ABSORPTION AND MERGER OF CHONGQING DADUKOU RONGXING VILLAGE AND TOWNSHIP BANK AND ITS CONVERSION TO A SUB-BRANCH, PROPOSAL ON THE ABSORPTION AND MERGER OF CHONGQING SHAPINGBA RONGXING VILLAGE AND TOWNSHIP BANK AND ITS CONVERSION TO A SUB-BRANCH, PROPOSAL ON THE ABSORPTION AND MERGER OF CHONGQING WULONG RONGXING VILLAGE AND TOWNSHIP BANK AND ITS CONVERSION TO A SUB-BRANCH AND PROPOSAL ON THE ABSORPTION AND MERGER OF NEHE RONGXING VILLAGE AND TOWNSHIP BANK AND ITS CONVERSION TO A SUB-BRANCH

(1) Overview

In order to implement the spirit of the Central Financial Work Conference and the relevant opinions and requirements of the regulatory authorities, further consolidate operating resources and enhance its financial service capabilities for regional economic development, the Company intends to absorb and merge Dadukou Village and Township Bank, Shapingba Village and Township Bank, Wulong Village and Township Bank and Nehe Village and Township Bank and convert them into sub-branches of the Company.

(2) Basic Information on the Village and Township Banks Proposed for Absorption and Merger

Dadukou Village and Township Bank was initiated and established by the Company in December 2010, with a registered capital of RMB180 million. The Company holds 83.33334% of its shares.

Shapingba Village and Township Bank was initiated and established by the Company in May 2012, with a registered capital of RMB100 million. The Company holds 80% of its shares.

Wulong Village and Township Bank was initiated and established by the Company in June 2011, with a registered capital of RMB50 million. The Company holds 70% of its shares.

Nehe Village and Township Bank was initiated and established by the Company in April 2017, with a registered capital of RMB50 million. The Company holds 80% of its shares.

LETTER FROM THE BOARD

(3) Method and Scope of the Absorption and Merger

The Company will absorb and merge Dadukou Village and Township Bank, Shapingba Village and Township Bank, Wulong Village and Township Bank and Nehe Village and Township Bank and convert them into sub-branches of the Company, respectively, thereby dissolving and revoking their legal person status, with all assets, liabilities, businesses, personnel, and other rights and obligations of such village and township banks to be assumed by the Company.

To implement the absorption and merger, based on the asset valuation results, the Company will determine the payment of consideration to other shareholders of such village and township banks in accordance with laws and regulations.

The above mergers and absorptions are subject to approval by the local offices of the National Financial Regulatory Administration. The specific implementation methods and procedures will be carried out in accordance with the opinions of the regulatory authorities. In the event of any material changes or unforeseen circumstances, adjustments will be made as appropriate in compliance with applicable laws, regulations, and the Company's relevant provisions.

(4) Impact on the Company's Finances and the Hong Kong Listing Rules Implication

As the financial statements of Dadukou Village and Township Bank, Shapingba Village and Township Bank, Wulong Village and Township Bank and Nehe Village and Township Bank have already been consolidated into the Company's financial statements, the above mergers and absorptions will not have any material impact on the Company's financial condition or operating performance. Furthermore, it does not involve any changes to the Company's name, registered capital, shareholders, or shareholding structure and will not prejudice the interests of the Company or its shareholders.

Based on currently available information, the highest applicable percentage ratio for the relevant transactions for acquiring the equity interests held by other shareholders of the aforementioned village and township banks is expected to be below 5%. Therefore, such transactions do not constitute a notifiable transaction under Chapter 14 of the Hong Kong Listing Rules. In addition, the relevant parties to the aforesaid transactions and their ultimate beneficial owners are all third parties independent of the Company and its connected persons. Therefore, the aforesaid transactions do not constitute connected transactions under Chapter 14A of the Hong Kong Listing Rules.

LETTER FROM THE BOARD

(5) Authorization

The Board proposes to the shareholders' general meeting to authorize the Board and agrees that the Board may delegate the authorization to the chairman, the president, the secretary to the Board for organizing, implementing and handling, either individually or jointly, the relevant matters relating to the aforesaid absorption and merger for conversion to sub-branches upon consideration and approval of the proposal at the shareholders' general meeting, including but not limited to:

- (a) amending the absorption and merger proposal, formulating and signing the absorption and merger agreements and other relevant documents, and making announcements and disclosures in accordance with laws, regulations and regulatory requirements;
- (b) handling the transfer of relevant assets and personnel resettlement relating to the absorption and merger, dissolution of village and township bank, establishment of a new sub-branch, as well as the various approvals and registration procedures involved;
- (c) deciding to postpone, suspend, or terminate the implementation of the aforesaid absorption and merger in the event of force majeure or other circumstances rendering implementation difficult; and
- (d) being responsible for organizing, implementing and handling other matters relating to the aforesaid absorption and merger.

The term of the aforesaid authorization shall be from the date of consideration and approval at the shareholders' general meeting to the date of completion of the matters relating to the aforesaid absorption and merger.

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 Wednesday, 22 October 2025. The notice convening the EGM is set out on pages 8 to 9 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

LETTER FROM THE BOARD

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 and the website of Hong Kong Exchanges and Clearing Limited at 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.

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

NOTICE OF 2025 THIRD EXTRAORDINARY GENERAL MEETING



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

NOTICE OF 2025 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 third 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 Wednesday, 22 October 2025 for the purposes of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the proposal on the absorption and merger of Chongqing Dadukou Rongxing Village and Township Bank and its conversion to a sub-branch
2. To consider and approve the proposal on the absorption and merger of Chongqing Shapingba Rongxing Village and Township Bank and its conversion to a sub-branch
3. To consider and approve the proposal on the absorption and merger of Chongqing Wulong Rongxing Village and Township Bank and its conversion to a sub-branch
4. To consider and approve the proposal on the absorption and merger of Nehe Rongxing Village and Township Bank and its conversion to a sub-branch

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

Harbin, China, 30 September 2025

^{*} 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 2025 THIRD 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 Company will be closed from Friday, 17 October 2025 to Wednesday, 22 October 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 October 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 Thursday, 16 October 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 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 designated time for the holding 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 general meeting must be taken by poll. As such, 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 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 Company comprises Deng Xinquan and Yao Chunhe as executive directors; Zhang Xianjun, Liu Peiwei, Cheng Shuai and Jia Haining as non-executive directors; and Jin Qinglu, Chen Ming and Leung Sau Fan, Sylvia as independent non-executive directors.