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

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR OF THE NINTH SESSION OF THE BOARD AND NOTICE OF 2026 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 at 8:30 a.m. on Friday, 27 March 2026. The notice convening the EGM is set out on pages 5 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

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
“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 2026 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 8:30 a.m. on Friday, 27 March 2026
“Group”	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”	5 March 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“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



哈爾濱銀行股份有限公司*
Harbin Bank Co., Ltd.*

(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

9 March 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR OF
THE NINTH SESSION OF THE BOARD
AND
NOTICE OF 2026 FIRST 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 proposed appointment of non-executive Director of the ninth session of the Board; and (2) 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. THE PROPOSAL ON THE APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 13 February 2026 in relation to, among others, the proposed appointment of Mr. Du Xiaoquan as a non-executive Director.

The Board, at its' meeting held on 13 February 2026, recommended the appointment of Mr. Du Xiaoquan as a non-executive Director of the ninth session of the Board of the Company. The proposed appointment of Mr. Du Xiaoquan as a non-executive Director of the Company shall take effect after the consideration and approval at the shareholders' meeting of the Company and the approval by the Heilongjiang Office of the National Financial Regulatory Administration on his qualification. If appointed, Mr. Du Xiaoquan's term of office shall commence from the date of consideration and approval at the shareholders' meeting of the Company and the approval by the Heilongjiang Office of the National Financial Regulatory Administration on his qualification until the expiry of the term of the ninth session of the Board.

Biographical details of Mr. Du Xiaoquan are set out as follows:

Mr. Du Xiaoquan (杜曉權) (“**Mr. Du**”), aged 50, has been the deputy secretary of the Party Committee, director and general manager of Harbin Investment Group Corporation Limited (哈爾濱投資集團有限責任公司) (“**Harbin Investment Group**”) since January 2025. Mr. Du served as the deputy secretary of the Party Committee and general manager of Harbin Investment Group from November 2024 to January 2025; the deputy director and a member of the Party Committee of Harbin Municipal Finance Bureau (哈爾濱市財政局) from November 2020 to November 2024; head of the budget division of Harbin Municipal Finance Bureau from June 2017 to November 2020; the deputy head of the budget division of Harbin Municipal Finance Bureau from December 2012 to June 2017; the chief officer of the budget division of Harbin Municipal Finance Bureau from December 2008 to December 2012; an associate chief officer of the budget division of Harbin Municipal Finance Bureau from November 2004 to December 2008; an officer of the budget division of Harbin Municipal Finance Bureau from December 2000 to November 2004; an officer of the confiscation division of Harbin Municipal Finance Bureau from January 2000 to December 2000; an officer of the statistics and evaluation division of Harbin Municipal Finance Bureau from June 1999 to January 2000; an officer of the confiscation division of Harbin Municipal Finance Bureau from October 1998 to June 1999. Mr. Du received a Bachelor's degree in economics from Harbin University of Science and Technology in July 1998.

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Mr. Du 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. Du 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.

After the appointment of Mr. Du taking into effect, the Company will enter into a director service contract with him. The term of office of Mr. Du as a Director will commence from the date of the approval by the Heilongjiang Office of the National Financial Regulatory Administration to the end of the Ninth Session of the Board. If appointed, Mr. Du 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. Mr. Du will not receive remuneration from the Company following his appointment, while the specific amount of his remuneration will be disclosed in the annual reports of the Company.

The aforementioned proposal on the appointment of non-executive Director is hereby submitted to the EGM for consideration and approval by way of an ordinary resolution.

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 8:30 a.m on Friday, 27 March 2026. The notice convening the EGM is set out on pages 5 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

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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 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 2026 FIRST EXTRAORDINARY GENERAL MEETING



哈爾濱銀行股份有限公司^{*} Harbin Bank Co., Ltd.^{*}

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

NOTICE OF 2026 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 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, the People's Republic of China (the “**PRC**”) at 8:30 a.m. on Friday, 27 March 2026 for the purposes of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Du Xiaoquan 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, the PRC, 9 March 2026

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NOTICE OF 2026 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

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

2. **Closure of register of members**

In order to determine the Shareholders who are entitled to attend and vote at the EGM, the H share register of members of the Company will be closed from Tuesday, 24 March 2026 to Friday, 27 March 2026 (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, 24 March 2026 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, 23 March 2026.

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.

NOTICE OF 2026 FIRST EXTRAORDINARY GENERAL MEETING

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 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 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.