
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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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)

**(1) 2025 WORK REPORT OF THE BOARD OF DIRECTORS;
(2) 2025 PROFIT DISTRIBUTION PLAN;
(3) 2025 ANNUAL REPORT;
(4) PROPOSED RE-APPOINTMENT OF AUDITORS FOR 2026;
(5) 2025 REPORT ON THE MANAGEMENT OF RELATED PARTY
TRANSACTIONS;
(6) PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR
THE RELATED PARTY TRANSACTIONS;
AND
NOTICE OF 2025 ANNUAL GENERAL MEETING**

The Company will convene the AGM at Conference Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China on Tuesday, 30 June 2026, at 9:00 a.m. The notice of the AGM is set out on pages 65 to 67 of this circular.

If you intend to appoint a proxy to attend the AGM, 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 Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, Tel: 852-2862 8555), in any event served by hand, by post or by fax not less than 24 hours before the time stipulated for convening the AGM. For Domestic Shareholders, the proxy form should be returned to the Bank's Board of Directors' Office (No. 888 Shangjiang Street, Daoli District, Harbin 150010, Heilongjiang Province, China, Tel: 86-451-86779933), in any event served by hand, by post or by fax not less than 24 hours before the time stipulated for convening the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM 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:

“AGM” or “Annual General Meeting” or “2025 Annual General Meeting”	the 2025 annual general meeting of the Bank to be held at Conference Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China on Tuesday, 30 June 2026 at 9:00 a.m. or any adjourned meeting thereof
“Articles of Association”	the articles of association of the Bank, as amended, supplemented or otherwise revised from time to time
“Bank” or “Company”	Harbin Bank Co., Ltd. (哈爾濱銀行股份有限公司), a joint stock company established in the PRC on 25 July 1997 with limited liability in accordance with the Company Law of the PRC (中華人民共和國公司法), and the H Shares of which are listed on the Hong Kong Stock Exchange (Stock Code: 6138)
“Board” or “Board of Directors”	the board of directors of the Bank
“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 Bank
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Domestic Shares”	ordinary shares of a nominal value of RMB1.00 each issued by the Bank, which are subscribed for or credited as paid in RMB
“Group”	the Bank and its subsidiaries
“H Shareholder(s)”	holder(s) of H Shares
“H Shares”	overseas listed foreign shares of RMB1.00 each in the share capital of the Bank, which are listed on the Hong Kong Stock Exchange (Stock Code: 6138) and subscribed and traded in Hong Kong dollars
“HB Leasing”	Harbin Bank Financial Leasing Co., Ltd.
“HBCF”	Harbin Bank Consumer Finance Co., Ltd.

DEFINITIONS

“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
“PRC” or “China”	the People’s Republic of China, for the purposes of this circular only, excluding Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Reporting Period”	the year ended 31 December 2025
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Shares and/or H Shares of the Bank
“Shareholder(s)”	holder(s) of Shares

Unless the context otherwise requires, all figures in this circular are approximate, and all figures, amounts or information expressed in hundred, thousand, ten thousand, million, a hundred million, billion or similar expressions, as well as percentage are rounded to certain decimal places or the whole number. Any difference between the total shown in the table and the sum of the individual figures listed in the table is due to rounding.

In this circular, unless otherwise stated, the amounts shall be presented in RMB.

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 June 2026

To the Shareholders

Dear Sir or Madam,

- (1) 2025 WORK REPORT OF THE BOARD OF DIRECTORS;
(2) 2025 PROFIT DISTRIBUTION PLAN;
(3) 2025 ANNUAL REPORT;
(4) PROPOSED RE-APPOINTMENT OF AUDITORS FOR 2026;
(5) 2025 REPORT ON THE MANAGEMENT OF RELATED PARTY
TRANSACTIONS;
(6) PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR
THE RELATED PARTY TRANSACTIONS;
AND
NOTICE OF 2025 ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with all the information of the AGM reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

2. BUSINESS TO BE TRANSACTED AT THE AGM

The business to be transacted at the AGM is specified in the notice of the AGM set out on pages 65 to 67 of this circular. Resolutions to be proposed at the AGM by way of ordinary resolutions include: (1) 2025 work report of the Board of Directors; (2) 2025 profit distribution plan; (3) 2025 annual report; (4) proposed re-appointment of auditors for 2026; and (5) 2025 report on the management of related party transactions; and (6) proposed amendments to the Administrative Measures for the Related Party Transactions.

In order to enable you to have a better understanding of the resolutions to be proposed at the AGM, and to make informed decisions upon obtaining sufficient and necessary information, the Bank has provided detailed information in Appendix I to this circular, including explanatory information on the resolutions to be proposed at the AGM.

In addition, the Report on the Assessment of Major Shareholders (Substantial Shareholders) of Harbin Bank for 2025 and the Report on the Performance Evaluation of Directors, Supervisors, and Senior Management by the Audit Committee of the Board of Directors for 2025 will be presented to the Shareholders at the AGM.

3. AGM

The Bank will convene the AGM at Conference Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China on Tuesday, 30 June 2026, at 9:00 a.m. The notice of the AGM is set out on pages 65 to 67 of this circular. The proxy form for use at the AGM is also enclosed herewith.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the proxy form in accordance with the instructions 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 AGM. For Domestic Shareholders, the proxy form should be returned to the Bank's Board of Directors' Office (No. 888 Shangjiang Street, Daoli District, Harbin 150010, Heilongjiang Province, China, Tel: 86-451-86779933), in any event served by hand, by post or by fax not less than 24 hours before the time stipulated for convening the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM if you so wish.

LETTER FROM THE BOARD

4. VOTING BY POLL

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

5. RECOMMENDATION

The Board of Directors considers that all resolutions to be proposed at the AGM are in the interests of the Bank and its Shareholders as a whole. Accordingly, the Board of Directors recommends that you 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

I. 2025 WORK REPORT OF THE BOARD OF DIRECTORS

The 2025 work report of the Board of Directors has been considered and approved at a meeting of the Board held on 27 March 2026 in accordance with the relevant provisions of the laws and regulations and the Articles of Association, and will be put forward at the AGM for Shareholders' consideration and approval by way of an ordinary resolution.

Details of the 2025 work report of the Board of Directors are set out in Annex A to this circular.

II. 2025 PROFIT DISTRIBUTION PLAN

In accordance with the audit results for 2025 and provisions of the relevant laws and regulations, the proposed distribution is as follows:

- (1) Allocation to the statutory surplus reserve: RMB115.9 million.
- (2) Allocation to the provision for general risks: RMB250 million.
- (3) No cash dividend.

The above profit distribution plan has been considered and passed at a meeting of the Board held on 27 March 2026, and will be put forward at the AGM for Shareholders' consideration and approval by way of an ordinary resolution.

III. 2025 ANNUAL REPORT

For details, please refer to the 2025 Annual Report published by the Bank.

The 2025 Annual Report has been considered and passed at a meeting of the Board held on 27 March 2026, and will be put forward at the AGM for Shareholders' consideration and approval by way of an ordinary resolution.

IV. PROPOSED RE-APPOINTMENT OF AUDITORS FOR 2026

BDO Limited and BDO China Shu Lun Pan Certified Public Accountants LLP (collectively, “BDO”) have been providing the Company with audit services for the consolidated and parent company financial statements and review services for the interim financial statements since 2021, and BDO China Shu Lun Pan Certified Public Accountants LLP has been providing internal control audit services for the Company since 2023. During this period, it has complied with auditing standards and other relevant regulations. No material quality issues have been identified in the course of its work. It has demonstrated professional competence, maintained professional scepticism and audit independence, reflected the Company’s operational management and risk profile, submitted audit reports on time, and cooperated effectively with internal governance and risk management activities, thereby performing its duties satisfactorily.

It is proposed that the Company continue to appoint BDO as the international and domestic auditors of the Company for 2026 to provide audit, interim financial statements review and internal control audit services in respect of the consolidated and parent company financial statements of the Company in 2026.

The aggregate fee for the audit of consolidated and parent company financial statements of the Company in 2026 and the review of the interim financial statements in 2026 is RMB4.76 million, and the fee for the internal control audit services is RMB580,000, representing a slight decrease compared to the audit fee of the previous year.

The above proposal has been considered and passed at a meeting of the Board held on 8 June 2026, and will be put forward at the AGM for Shareholders’ consideration and approval by way of an ordinary resolution.

V. 2025 REPORT ON THE MANAGEMENT OF RELATED PARTY TRANSACTIONS

The 2025 Report on the Management of Related Party Transactions has been considered and passed at a meeting of the Board held on 30 April 2026, and will be put forward at the AGM for Shareholders’ consideration and approval by way of an ordinary resolution.

Details of the 2025 Report on the Management of Related Party Transactions are set out in Annex B to this circular.

VI. PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED PARTY TRANSACTIONS

In accordance with relevant regulations and regulatory requirements including the Decision of the National Financial Regulatory Administration on Amending Certain Rules (《國家金融監督管理總局關於修改部分規章的決定》) and the Measures for the Administration of the Related Party Transactions of Banking and Insurance Institutions (《銀行保險機構關聯交易管理辦法》), and in light of changes to the responsibilities of the Board of Supervisors and certain internal departments of the Bank, the Bank proposed to make amendments to the currently effective Administrative Measures for the Related Party Transactions.

The proposed amendments to the Administrative Measures for the Related Party Transactions have been considered and approved at the meeting of the Board of Directors held on 8 June 2026, and will be put forward at the AGM for consideration and approval by way of an ordinary resolution.

Explanations on the amendments to the Administrative Measures for the Related Party Transactions are set out in Appendix C1 to this circular, and the Administrative Measures for the Related Party Transactions (the revised draft) is set out in Appendix C2 to this circular.

2025 WORK REPORT OF THE BOARD OF DIRECTORS

2025 marks the successful conclusion of the 14th Five-Year Plan, the strategic formulation of the 15th Five-Year Plan, and a critical year for deepening all-round reform and advancing the building of a strong financial nation. The Board of Directors of Harbin Bank Co., Ltd. (the “**Company**”) adhered to Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era as its guidance, thoroughly studied and understood Xi Jinping Economic Thought and Xi Jinping’s important expositions on financial work, fully implemented the spirit of the 20th National Congress of the Communist Party of China and its plenary sessions, earnestly implemented the spirit of the Central Economic Work Conference, strictly followed the decisions and arrangements of the Heilongjiang Provincial Party Committee, Provincial Government, Harbin Municipal Party Committee and Municipal Government, and in accordance with applicable laws, regulations and regulatory requirements and the Articles of Association of Harbin Bank Co., Ltd., the Board gave full play to its core functions of “setting strategy, making decisions and managing risks”, coordinated development and security, continuously improved corporate governance, and promoted coordinated improvement of the Company’s “quality, efficiency and scale”, delivering steadily improving operating performance.

According to International Accounting Standards, as at the end of 2025, the Group had total assets of RMB1,019,340 million, representing a year-on-year increase of 11.25%; the balance of loans amounted to RMB410,625.4 million, representing a year-on-year increase of 8.32%; the balance of deposits amounted to RMB719,243.7 million, representing a year-on-year increase of 3.69%. The net profit amounted to RMB1,264.6 million, representing a year-on-year increase of 16.83%, among which the net profit attributable to shareholders of the parent company was RMB1,145.6 million, representing a year-on-year increase of 24.56%. The return on average equity was 1.13%; the non-performing loan ratio was 2.80%; the impairment coverage ratio was 198.26%; and the capital adequacy ratio was 13.52%.

The principal 2025 work report of the Board of Directors is as follows:

I. STRENGTHENING STRATEGIC LEADERSHIP, STICKING TO CORE BUSINESSES, AND EMPOWERING THE REAL ECONOMY

- (I) Formulating a three-year strategy to anchor high-quality development. The Board, with a keen understanding of the financial sector’s development landscape and the urgency of strategic transformation, aligned with the CPC Central Committee’s decisions on economic and financial work, set the strategic vision of “building a modern city commercial bank with controllable risks, sound development, distinctive characteristics, strong competitiveness and sustainable value creation for shareholders and stakeholders”, balanced profitability, quality and scale to formulate the Strategic Development Plan 2025–2027. The Group conducted full-scale strategic decoding, established a sound supervision and inspection mechanism for strategy implementation, and translated strategic blueprints into action plans and top-level design into on-the-ground results. Synergy was strengthened to form strong implementation momentum, ensuring steady progress and effective delivery of the strategic plan.

- (II) Focusing on real-economy needs to upgrade financial services. The Board has always taken serving the real economy as the fundamental goal of financial work. It fully implemented national, provincial and municipal industrial policies, followed the deployment of the “Five Major Financial Tasks”, based itself on regional realities, and strived to improve the quality and effectiveness of financial services for the real economy. As at the end of 2025, the balance of loans in Heilongjiang Province amounted to RMB234.9 billion, representing a year-on-year increase of 19.25%; the balance of loans in Harbin amounted to RMB187.1 billion, representing a year-on-year increase of 12.36%, representing stronger support for the regional real economy. The Bank rolled out 15 measures to support private enterprises, concrete steps to deepen the “Five Major Financial Tasks”, and a work plan to boost county-level economic development, enhancing the precision and effectiveness of financial services through practical policies and targeted initiatives. It launched the first “carbon emission + carbon credit”-linked loan, first green carbon pledge loan, first abandoned mine ecological restoration loan, first biodiversity-linked loan, first Harxin supply chain facility, and first interbank re-factoring business, enriching its financial product portfolio to support industrial transformation and upgrading. It continued to enhance social security card services, becoming the partner financial institution in Heilongjiang Province offering the most comprehensive and extensive social security card services, and improving the financial service experience of urban and rural residents.

II. DEEPENING GOVERNANCE REFORM, IMPROVING SYSTEM BUILDING, AND ENHANCING BOARD DECISION-MAKING EFFICIENCY

- (I) Optimising the governance structure to build an efficient and balanced mechanism. In accordance with the unified deployment of state-owned enterprise supervisory board reform, the Board, based on modern corporate governance requirements and the Company’s operational realities, steadily advanced the optimisation of corporate governance structure. It formally abolished the Board of Supervisors and its specialised committees, transferring all supervisory functions to the audit committee of the Board. This integration of supervisory resources and enhancement of supervisory efficiency forms a modern governance system featuring Board decision-making, management execution and audit committee oversight, achieving a corporate governance mechanism with clear powers and responsibilities, coordinated operation and effective checks and balances, and making the corporate governance system more streamlined, efficient, scientific and standardised.

- (II) Improving the institutional system to consolidate governance foundations. In response to the implementation of the new Company Law and regulatory policy directions, the Board took the lead in upgrading governance rules. It comprehensively revised 17 key governance instruments, including the Articles of Association, the Rules of Procedure for the Shareholders' General Meetings, the Rules of Procedure of the Board of Directors, and the terms of reference for five specialised committees (Development Strategy, Audit, Risk Management and Related Party Transactions Control, Nomination and Remuneration Evaluation, and Consumer Rights Protection). These further clarified authority boundaries and workflows, laying an institutional foundation for corporate governance and ensuring compliant, orderly operation and management across the entire Bank.
- (III) Standardising Board operation and integrating Party leadership with corporate governance. The Board operated in a standardised and efficient manner and gave full play to its decision-making power. During the year, it convened 4 shareholders' general meetings to consider 23 resolutions and reports, held 23 Board meetings to consider 216 resolutions and reports, and the Board's specialised committees convened 58 meetings to consider 246 resolutions and reports. The requirement for prior review and discussion by the Party Committee was strictly implemented, all matters decided by the Board were subject to prior review by the Party Committee, achieving deep integration of Party leadership and corporate governance. The Group's penetrative management was strengthened, with the Board reviewing 18 major matters concerning subsidiaries throughout the year.
- (IV) Strengthening directors' support and enhancing professional competence. The Company continued to use information channels such as Directors' Reference to deliver timely and accurate updates on the latest regulatory policies and the Company's operations to all directors, supporting informed decision-making. All directors actively participated in internal and external training and research covering corporate governance, compliance management, inside information management, anti-money laundering and anti-corruption, continuously enhancing their professional capabilities and expertise. They conducted in-depth visits to Harbin Bank Financial Leasing Co., Ltd. ("**HB Leasing**") and Harbin Bank Consumer Finance Co., Ltd. ("**HBCF**") to fully grasp subsidiary development. All directors performed their duties diligently. Independent directors issued independent opinions on 14 proposals concerning significant related party transactions, profit distribution and senior management appointment, effectively safeguarding the legitimate rights and interests of minority shareholders and other stakeholders. The Company also purchased directors' liability insurance to provide all-round protection for directors in performing their duties.

- (V) Improving subsidiary governance and promoting group synergy. Attaching great importance to subsidiary governance and business development, the Board revised the consolidated management measures and established a management system for dispatched directors and major subsidiary proposals, guiding all subsidiaries to align with the group's overall strategy and achieve coordinated and efficient development. HB Leasing stayed committed to serving the real economy and agriculture-related sectors, adhered to an agriculture-focused development strategy, deepened the agricultural and agricultural machinery sectors, expanded agricultural machinery leasing, and refined technology-enabled retail models for agricultural machinery leasing. Through specialised products and business innovation, it strongly supported rural revitalisation and high-quality development of the real economy. HBCF focused on small-sum consumer credit, refined operations in diverse consumer scenarios, accelerated the building of modern financial service capabilities adapted to the digital economy, and continuously improved service quality and compliance standards. During the Reporting Period, equity transfers of 2 village and township banks and absorption-merger restructuring of 4 village and township banks into branches were successfully completed. All entities focused on their core businesses, strengthened operation and risk management, and continuously improved operating efficiency and sustainable development capacity.

III. UPHOLDING RISK BOTTOM LINES, STRENGTHENING COMPREHENSIVE RISK CONTROL, AND BUILDING A ROBUST DEVELOPMENT BARRIER

- (I) Refining capital management to strengthen risk resilience. The Board duly performed its capital management duties, comprehensively coordinated and strengthened capital management, enhanced capital conservation awareness and refined management, and maintained sound information disclosure of outstanding capital instruments. The Board approved the 2025–2027 Capital Management Plan and the 2025 Capital Adequacy Ratio Management Plan, scientifically integrating capital planning with the medium-to-long-term strategy to effectively strengthen risk resilience and sustainable development.
- (II) Optimising the comprehensive risk management to keep risks under control. The Bank maintained a “prudent and cautious” risk appetite and adhered to a risk management philosophy centred on “Party-building leadership and prudence”, pursuing a balance of capital, risks and returns. It fully optimised risk appetite policies and improved risk monitoring and reporting mechanisms to ensure early detection of risks and early implementation of rectification measures. An intelligent risk control monitoring platform was established to enable efficient identification and capture of risk signals, achieving full visibility and control over risks.

- (III) Strengthening the compliance and audit management to ensure compliant and stable operation. The Board gave full play to its oversight role, strictly implemented the Measures for the Compliance Management of Financial Institutions, appointed a chief compliance officer, and advanced the optimisation of compliance governance structure and improvement of mechanism systems. It continued to focus on internal control compliance, case prevention and control, anti-money laundering, internal assessment and risk management, reshaped the anti-money laundering mechanism, and launched a new anti-money laundering monitoring system. The internal audit function operated under an independent and vertical management system, focusing on key areas, entities, processes and personnel, strengthening audit planning and organisation, and effectively delivering value-added audit services to support the Company's compliant and stable operation.

IV. PRACTISING SOCIAL RESPONSIBILITY, DEEPENING ESG GOVERNANCE, AND DEMONSTRATING LOCAL FINANCIAL COMMITMENT

- (I) Advancing ESG principles to enhance social value creation. The Bank steadily improved the quality of its ESG report preparation and disclosure. In 2025, its Wind ESG rating was upgraded to A level. It received the "Best ESG Company Award" at the 10th Zhitong Finance Listed Companies Awards and the "2025 ESG Practice Pioneer Award" at the 15th Public Welfare Festival. Its 2023 ESG Report won five awards at the 39th International Annual Report Competition (ARC Awards). As a responsible local financial institution, the Company became an official partner of the Asian Winter Games and participated in the 2026 Harbin International Ice and Snow Economic Expo, continuously supporting the development of the ice and snow economy through financial strength.
- (II) Continuously improving information disclosure quality. The Board strictly complied with laws and regulations and constantly enhanced disclosure quality, completing 40 information disclosure items including periodic and interim reports during the year. It continued to strengthen investor relations management, earnestly responded to and properly handled investor enquiries and suggestions, maintained sound cooperation with domestic and overseas financial media, and proactively promoted the Company's practices and achievements in serving the real economy and fulfilling social responsibilities, demonstrating its sound long-term development momentum and positive prospects.

In 2026, the Board of the Company will take Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era as its guide for action, thoroughly implement the spirit of the 20th National Congress of the Communist Party of China and its plenary sessions, and fully implement the spirit of the Central Economic Work Conference. The Board of the Company will lead the Company to actively explore and innovate, focus on differentiated and characteristic operations, adhere to the customer-centered approach, continuously promote business upgrading and service optimisation, strive to create a new situation of high-quality development, so as to create more substantial value returns for the majority of Shareholders.

2025 REPORT ON THE MANAGEMENT OF RELATED PARTY TRANSACTIONS

In 2025, the Bank attached great importance to the risks associated with related party transactions. Strictly adhering to the regulatory requirements of the National Financial Regulatory Administration and the relevant regulations of the Stock Exchange of Hong Kong Limited, based on regulatory trends and policy guidance, the Bank comprehensively strengthened the compliance management of related party transactions, optimised the management system of related party transactions, enhanced the information management level, continued to consolidate the foundation of compliance management for related party transactions, reviewed and approved related party transactions in a compliant manner, strictly fulfilled the reporting and disclosure obligations of related party transactions, and conducted thorough special audits of related party transactions, so as to strictly prevent improper transfer of benefits to related parties and ensure the compliant, sound and effective operation of the Bank-wide management mechanism for related party transactions. In accordance with the Measures for the Administration of the Related Party Transactions of Banking and Insurance Institutions of the National Financial Regulatory Administration and the Bank's Articles of Association, the implementation of related party transactions in 2025 is reported as follows:

I. MANAGEMENT OF RELATED PARTY TRANSACTIONS**(I) Maintaining a high level of vigilance regarding the risks associated with related party transactions, with Directors exercising due diligence and exercising strict oversight.**

The Bank strictly complied with the relevant requirements of the National Financial Regulatory Administration, and has the Party Committee conduct preliminary research and discussion on major related-party transactions, rigorously guarding against risks. The Board of Directors and the Risk Management and Related Party Transactions Control Committee under the Board of Directors (hereinafter referred to as the “**Risk Committee**”) reviewed the related party transaction matters of the Bank. The Risk Committee of the Bank comprised a majority of independent non-executive Directors and was chaired by an independent Director, which was in compliance with the relevant regulatory requirements. During the Reporting Period, the Risk Committee held a total of 16 meetings and considered a total of 7 resolutions related to the management of related party transactions, such as the report on the management of related party transactions and substantial related party transactions. The Directors of the Bank strictly implemented the regulatory requirements and in the course of considering the resolutions on related party transactions, the related Directors have abstained from voting and the independent Directors have fully expressed their independent opinions.

(II) Continuously strengthening the foundations of related party transaction management and consistently improving the quality of management.

During the Reporting Period, the Bank fully exercised the coordinating role of the cross departmental related party transaction management office. By focusing on institutional development, ensuring open communication channels, implementing performance assessments and constraints, and leveraging technological systems, the Bank has continuously strengthened the foundations of related party transaction management and comprehensively enhanced the standardisation and precision of its management practices. Firstly, we strictly adhered to regulatory compliance standards, rigorously implemented regulatory policy requirements, and systematically advanced the revision of internal regulations. We issued documents such as the Notice on Further Implementing the New Provisions of the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions* (《關於進一步落實〈銀行保險機構關聯交易管理辦法〉新增條款的通知》), optimised the criteria for identifying related parties of directors, supervisors and senior management, and promptly updated the list of related parties to ensure that our management practices remained fully aligned with regulatory requirements. Secondly, we have streamlined collaborative communication mechanisms by strengthening regular exchanges with business lines, external legal counsel, local regulators and peer institutions to promptly resolve operational bottlenecks and challenges. We have issued a series of guidance documents, such as the Compliance Reminder on the Categorized Statistics of Significant Related Party Transactions* (《關於分類統計重大關聯交易的合規提示》) and the Notice on Further Clarifying the Initial Calculation Criteria for Significant Related Party Transactions* (《關於進一步明確重大關聯交易初始計算口徑的通知》), whilst conducting practical system training to promote uniform standards and standardised implementation in related party transaction management. Thirdly, we have strengthened the binding nature of performance assessments by optimising the performance evaluation indicators for the day-to-day management of related party transactions. Through these assessments, we have reinforced the implementation of responsibilities, thereby further enhancing the accuracy and completeness of related party transaction data. Fourthly, we have accelerated the development of digital capabilities by completing the launch of Phase II functionalities of the related party transaction management system and optimising the data fields for collecting information on related parties. This has established a solid technical foundation to meet the regulatory requirements for “single-form” reporting, whilst continuously advancing the informatization and intelligentization of related party transaction management.

(III) Strengthening dynamic management throughout the entire process and strictly fulfilling the obligations of disclosure and reporting.

During the Reporting Period, the Bank strictly followed the regulatory requirements of the National Financial Regulatory Administration, continuously strengthened dynamic management of related parties and related party transactions throughout the entire process. By integrating with the human resources system and utilising third-party data verification, the Bank enhanced the proactive identification of related parties, increased the frequency of updates, and promptly verified, supplemented, and adjusted the list of related parties, striving to ensure the authenticity and accuracy of related party information. For both general and significant related party transactions, the Bank strictly enforced the relevant approval procedures and performed its disclosure and reporting obligations in a timely manner in accordance with regulations. During the Reporting Period, the list of related parties was updated in 11 batches, involving 3,719 related parties. The Bank promptly completed the disclosure and reporting work, including 4 quarterly reports on related party transactions, 6 batches of reports on major related party transactions, 4 disclosures on general related party transactions, 11 updates to the related party profile, and 12 reports on information of Shareholders and related parties.

(IV) Conducting thorough special audits to promote the standardised management of related party transactions.

The Internal Audit Department of the Bank, acting duties with “three lines of defence”, has fully exercised its independence, continuously pays attention to the current situation of related party transaction management, regularly carries out special audits on the management of related party transactions, reveals problems, supervises rectification and standardises the Bank’s related party transactions, so as to promote the safe, independent and stable operation of the Bank. During the Reporting Period, the Internal Audit Department conducted a special audit on the management of related party transactions of the Bank from July 2024 to June 2025. The audit covered the organisational structure, system construction, identification of related parties, and daily management of related party transactions. The internal audit assessment for the current year concluded that the Bank attaches great importance to the management of related party transactions, complies with regulatory requirements, and conducts such transactions with due diligence. All relevant institutions and departments have carried out daily management of related party transactions, system development and data reporting in an orderly manner, continuously improving the quality and efficiency of management. Furthermore, recommendations for management improvements were made regarding the shortcomings identified during the audit, and timely follow-up was undertaken to ensure rectification, thereby promoting the standardised management of related party transactions.

II. RELATED PARTIES AND RELATED PARTY TRANSACTIONS

As of the end of 2025, the related party transactions between the Bank and its related parties were all conducted on normal commercial terms, and the transaction terms were fair and reasonable, in the interests of the Bank and its Shareholders as a whole, and complied with relevant regulatory requirements. The specific details are as follows:

(I) Identification of related parties

In order to ensure the timeliness and accuracy of the identification of related parties, the Bank implements dynamic management of related parties. During the Reporting Period, the Bank completed 11 updates to the list of related parties. As of the end of 2025, the Bank had a total of 4,589 related parties.

Related legal persons: The Bank identified a total of 434 related legal persons or other organisations, increasing by 31 as compared to the end of 2024, which was mainly due to the normal adjustments made in accordance with the new regulatory requirements resulting from changes in enterprises under the control of or significant influence by substantial Shareholders, Directors, Supervisors and senior management and their respective related parties, etc.

Related natural persons: The Bank identified a total of 4,155 related natural persons, representing an increase of 2,459 persons as compared to the end of 2024. The main reasons for the significant fluctuation are as follows: first, in accordance with the revised and supplementary provisions of the Measures for the Management of Related Party Transactions in Banking and Insurance Institutions, the scope for identifying related parties of directors and senior management personnel has been expanded to include their close relatives; second, efforts to enhance the penetration and identification of related parties have been strengthened, and based on regulatory recommendations, certain members of the leadership teams of tier-one sub-branches have been included within the scope of related parties; third, due to the reform of the internal credit approval line framework, branches have established credit approval departments (or teams), and additional personnel with credit approval authority will be included in the scope of related parties.

(II) Execution of related party transactions relating to credit

During the Reporting Period, the Bank's related party transactions relating to credit were in excellent quality and no related party transaction detrimental to the interests of the Bank and its Shareholders was identified. In 2025, the basic information was set out below:

1. Credit for related legal persons

As of the end of 2025, the Bank and Shareholder, namely Harbin Economic Development and Investment Company Co., Ltd. and its related parties (“**Harbin Economic Development and its related parties**”), Shareholder, namely Heilongjiang Financial Holdings Group Co., Ltd. and its related parties (“**Heilongjiang Financial Holdings and its related parties**”), Harbin Bank Consumer Finance Co., Ltd. (“**HBCF**”), the subsidiary of the Bank, Harbin Bank Financial Leasing Co., Ltd. (“**HB Leasing**”), and village and township banks controlled by the Bank conducted related party transactions or had outstanding business balances with the Bank.

- (1) Harbin Economic Development and its related parties: During the Reporting Period, Harbin Economic Development and its related parties had 22 related party transactions relating to credit in the Bank, with a total amount of RMB3,224 million, which mainly involved bond investment, working capital loans, guarantee cooperation, etc. The transactions are currently in normal condition. Of these, 19 transactions, totalling RMB3,174 million, met the management requirements for major related party transactions—namely, that each transaction must not exceed 1% of the net capital—and were considered and approved by the Board.

As of the end of 2025, Harbin Economic Development and its related parties had outstanding business balances of RMB3,669 million, accounting for 5.39% of the Bank’s net capital.

- (2) Heilongjiang Financial Holdings and its related parties: During the Reporting Period, Heilongjiang Financial Holdings and its related party Longjiang Bank Corporation had 6 related party transactions relating to credit in the Bank, with a total amount of RMB110 million, all of which were general related party transactions.

As of the end of 2025, Heilongjiang Financial Holdings and its related parties had outstanding business balances of RMB889 million, accounting for 1.3% of the Bank’s net capital.

- (3) Directors and their related parties: During the Reporting Period, the Bank had 1 credit transaction with an amount of RMB18 million with Shanghai Bank Corporation Limited, a related party of Jin Qinglu, the Director of the Bank, which was a bond investment. The transaction was priced at the market price and was a general related party transaction. As of the end of 2025, the credit balance was 0.

- (4) HBCF, the subsidiary of the Bank: During the Reporting Period, HBCF had 44 related party transactions with the Bank, mainly including inter-bank lending transactions, with a total amount of RMB10,430 million. Of these, 38 transactions, totalling RMB9,230 million, were conducted under a master agreement; the remaining six transactions, totalling RMB1,200 million, were managed by the Bank as major related party transactions and were considered and approved by the Board.

As of the end of 2025, HBCF had credit balances of RMB6,100 million, accounting for 8.95% of the Bank's net capital.

- (5) HB Leasing, the subsidiary of the Bank: During the Reporting Period, HB Leasing had a total of 5 related party transactions, with a total amount of RMB4,500 million, all of which were inter-bank loan transactions under a master agreement.

As of the end of 2025, HB Leasing had credit balances of RMB4,500 million, accounting for 6.61% of the Bank's net capital.

- (6) Village and township banks, subsidiaries of the Bank: During the Reporting Period, the Bank had a total of 7 inter-bank deposits with an amount of RMB1,250 million with Shenzhen Bao'an Rongxing Village and Township Bank Co., Ltd. and Chengdu Qingbaijiang Rongxing Village and Township Bank Co., Ltd., all of which were general related party transactions.

As of the end of 2025, the credit balances amounted to RMB1,090 million, accounting for 1.6% of the Bank's net capital.

2. Credit for related natural persons

During the Reporting Period, the Bank had 43 credit-related related party transactions with related natural persons, with a total amount of RMB9 million, all of which were general related party transactions.

As of the end of 2025, the credit balance to related natural persons of the Bank totalled RMB92 million, accounting for 0.14% of the Bank's net capital. The outstanding business balances involved 4 non-performing transactions, with a balance of RMB371,700. All cases stemmed from borrowers' financial difficulties, resulting in an inability to repay. In response to these circumstances, the Bank has implemented targeted recovery measures, including legal proceedings, engaging third-party debt collection agencies and drawing up repayment plans.

(III) Execution of non-credit related party transactions**1. *Asset transfer transactions with related parties***

During the Reporting Period, the Bank had 4 related party asset transfer transactions, with a total amount of RMB176 million, all of which were general related party transactions.

The Bank had 1 related party asset transfer transaction with Bank of Shanghai Co., Ltd., a related party of Director Jin Qinglu, with an amount of RMB100 million, for the purchase of interbank certificates of deposit. Such transaction followed the principle of market-oriented pricing.

The Bank had 3 related party asset transfer transactions with Beijing Baohong Tiancheng Real Estate Development Co., Ltd. under the trade union of the Bank, with a total amount of RMB76 million, for the payment of expenses incurred by the Bank in acquiring the real estate from the counterparty.

2. *Related party transactions of service*

During the Reporting Period, the Bank had a total of 449 related party transactions of service, amounting to RMB169 million, which were mainly the expenses incurred with the subsidiaries of the Bank, the investment enterprises under the trade union of the Bank, related parties of Shareholders and related parties that have opened settlement accounts with the Bank due to the provision of technical services, property rental, property management, settlement business, transaction service fees, heating charges and other services, all of which were general related party transactions. The details are as follows:

- (1) The Bank made 9 payments for service fees to HBCF, a subsidiary, with a total amount of RMB107 million incurred, due to its provision of technical services to the Bank's credit card centre; the Bank made 24 payments for service fees to Shanghai Tonglian Financial Services Co., Ltd., the related party of Hou Bojian, a Director of the Bank, with a total amount of RMB3.4069 million, due to its provision of system technical services to the Bank.
- (2) During the year, the Bank received 7 rental payments from subsidiaries HBCF and HB Leasing for the lease of the Bank's four office premises, with a total amount of RMB22 million. Rental fees were determined through public competitive bidding and other methods.

- (3) The Bank had 34 related party transactions with Harbin Yintong Property Co., Ltd. (哈爾濱銀通物業有限公司), Harbin Yinda Property Management Co., Ltd. (哈爾濱銀達物業管理有限公司), Beijing Hayin International Property Management Co., Ltd. (北京哈銀國際物業管理有限公司), Dalian Yinda Property Management Co., Ltd. (大連銀達物業管理有限公司) and other investment enterprises under the trade union, with a total transaction amount of RMB35 million incurred, due to the provision of property management and other services to the Bank.
- (4) Certain business units of the Bank made 13 payments totalling RMB1.3273 million for heating charges and rent to affiliated enterprises of the Shareholder Harbin Economic Development, including Heilongjiang Suibao Heating and Power Co., Ltd.* (黑龍江歲寶熱電有限公司) and Harbin Taiping Heating and Power Co., Ltd. * (哈爾濱太平供熱有限責任公司).
- (5) A single payment of RMB122,300 was made to Heilongjiang United Property Rights Exchange Co., Ltd.* (黑龍江聯合產權交易所有限責任公司), an affiliate of Heilongjiang Financial Holdings, in respect of transaction services provided for the transfer of Jiangsu Rudong Rongxing Rural Commercial Bank Co., Ltd.* (江蘇如東融興村鎮銀行有限責任公司) to the Bank.
- (6) 3 service fee payments totalling RMB12,400 were made monthly to the manager, Jianghai Securities Co., Ltd., in accordance with the contractual terms, in respect of the Bank's wealth management funds invested in the Jianghai Securities Huining Youxiang Collective Asset Management Plan* (江海證券會甯悠享集合資產管理計劃).
- (7) The remaining 358 transactions, with a total amount of RMB22,200, were handling fees incurred by related parties who have opened settlement accounts with the Bank including Harbin New Area Heating Co., Ltd. (哈爾濱新區熱力有限公司), Harbin Science and Technology Innovation Investment Co., Ltd. (哈爾濱科技創新投資有限公司) and Harbin Taiping Real Estate Property Management Co., Ltd. (哈爾濱市太平房產物業經營有限責任公司) for payment settlement and other services, and were uniformly priced in accordance with the prices published on the official website of Harbin Bank.

3. *Deposits and other related party transactions*

(1) *Related party transactions of deposits*

During the Reporting Period, the Bank had 5,813 related party transactions of deposits (excluding demand deposits, the same below) with the Shareholder Harbin Economic Development and its related parties, the Shareholder Heilongjiang Financial Holdings and its related parties, subsidiaries, related natural persons, etc., with a total amount of RMB6,977 million, all of which were general related party transactions. The details are as follows:

The Bank had 59 related party transactions of deposits with Harbin Economic Development and its related parties, with a total amount of RMB52 million, which were mainly corporate time and margin deposits. The transactions followed the principle of market-oriented pricing and conducted on rates that are not superior to those for similar transactions with non-related parties.

The Bank had 5 related party transactions of deposits with Heilongjiang Financial Holdings and its related parties, with a total amount of RMB163 million, which were mainly corporate time deposit and interbank certificates of deposit. The transactions followed the principle of market-oriented pricing, and were priced according to liquidity management requirements within the Bank with reference to the level of interest rates of the interbank certificates of deposit.

The Bank had 126 related party transactions of deposits with 21 village and township banks, subsidiaries of the Bank, including Leping Rongxing Village and Township Bank Co., Ltd.* (樂平融興村鎮銀行有限責任公司) and Huining Huishi Village and Township Bank Co., Ltd.* (會寧會師村鎮銀行有限責任公司), with a total amount of RMB6,271 million, all of which were inter-bank deposits. The transactions followed the principle of market-oriented pricing.

The Bank had 5,623 related party transactions of deposits with related natural persons with a total amount of RMB491 million, which were mainly personal time deposits and structured deposits. The transactions were all standardised products and conducted in compliance with the relevant requirements of the People's Bank of China on deposit rates and the management of interest calculation and settlement.

(2) *Other transactions with related parties*

During the Reporting Period, the Bank made four bond lending transactions with Jianghai Securities Co., Ltd., an affiliate of the shareholder Harbin Economic Development, resulting in expenses totalling RMB14,000.

During the Reporting Period, other categories of related party transactions were conducted with Hainan Baoting Rongxing Rural Commercial Bank Co., Ltd.* (海南保亭融興村鎮銀行有限責任公司), with an amount of RMB156,500.

During the Reporting Period, the Bank conducted 7 other categories of related party transactions with 3 related parties, including Hongding Xingye Investment (Beijing) Co., Ltd. (紅鼎興業投資(北京)有限公司), Tianjin Baoke Hongsheng Industrial Development Co., Ltd. (天津寶科宏盛實業發展有限公司), and Beijing Boyuan Tianhua Investment Centre (Limited Partnership) (北京博遠天華投資中心(有限合夥)), with a total amount of RMB467,000.

In summary, as at 31 December 2025, the Bank's outstanding balance of credit-related related party transactions stood at RMB16,340 million, representing 23.99% of the Bank's net capital, which complies with regulatory limit management provisions. No significant non-credit-related related party transactions occurred; review and approval were conducted in accordance with internal regulations, and pricing was reasonable and compliant.

III. NEXT STEPS

In 2026, the Bank will continue to be guided by regulatory trends and policy directions, further strengthening end-to-end, penetrative and digital management of related party transactions. We will strictly adhere to compliance standards, prevent risks associated with related party transactions, and safeguard the Bank's sound operations and the legitimate rights and interests of all shareholders. Firstly, we will closely monitor regulatory policies to promptly refine internal systems, optimise the review process for related party transactions and clarify internal responsibilities, thereby reinforcing institutional controls. Secondly, we will intensify training, assessment, inspection and supervision to further enhance the compliance awareness and professional competence of all staff, thereby strengthening refined management. Thirdly, we will continue to expand system data sources, back-fill historical data, and continuously optimise system development and data collection to steadily improve the level of intelligent management.

EXPLANATIONS ON THE AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR
THE RELATED PARTY TRANSACTIONS OF HARBIN BANK CO., LTD.

To effectively implement relevant regulatory requirements on related party transaction management, raise the related party transaction management standard of the Bank and effectively guard against compliance risks arising from related party transaction management, the Bank has made amendments to The Administrative Measures for the Related Party Transactions of Harbin Bank Co., Ltd. in accordance with relevant laws and regulations and in light of its actual conditions. The specific amendments are as follows¹:

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
1	Article 13 The Board of Supervisors is responsible for supervising related party transactions in accordance with the regulations of the supervisory authorities and the relevant requirements of the Articles of Association of the Bank.	Deleted
2	Article 15 The Comprehensive Risk Management and Related Party Transactions Control Committee shall be responsible for the compliance of related party transactions. Its duties include reviewing the management system of related party transactions and making recommendations to the Risk Committee of the Board; reviewing the Bank's list of related parties and matters related to material related party transactions (except for those involving credit approval).	Article 14 The Comprehensive Risk Management and Related Party Transactions Control Committee shall be responsible for the compliance of related party transactions <u>transaction-related matters reviewed by it.</u> Its duties include reviewing the management system of related party transactions and making recommendations to the Risk Committee of the Board; reviewing the Bank's list of related parties and matters related to material related party transactions (except for those involving credit approval). <u>and other related party transaction-related matters that need to be reviewed by the Comprehensive Risk Management and Related Party Transactions Control Committee.</u>

1 Adjustments to punctuations and serial numbers of cited chapters and articles in this explanatory statement of amendments, changes in serial numbers of context articles resulting from amendments, as well as mere adjustment of "shareholders' general meeting" to "shareholders' general meeting" are not listed separately, as they do not involve any substantive revision to the contents of the Administrative Measures for the Related Party Transactions.

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
3	Article 16 The Head Office shall establish an inter-departmental related party transactions management office at the management level, comprising the Board Office, the Office of the Board of Supervisors, the Internal Control and Compliance Department, the Credit Approval Department, the Financial and Accounting Department, the Human Resources Department, the Risk Management Department, the Asset Management Department, the Retail Finance Department, the Institutional Finance Department, the Internet Finance Department, the Inclusive Finance Department (Agriculture-benefiting Credit Department), the Consumer Credit Department (Credit Card Centre), the Finance Market Department and other business departments involved in related party transactions and the office shall be located in the Internal Control and Compliance Department.	Article 15 The Head Office shall establish an inter-departmental related party transactions management office at the management level, comprising the Board Office, the Office of the Board of Supervisors, the Internal Control and Compliance Department, the Credit Approval Department, the Financial and Accounting Department, the Human Resources Department, the Risk Management Department, the Asset Management Department, the Retail Finance Department, the Institutional Finance Department, the Internet Finance Department, the Inclusive Finance Department (Agriculture-benefiting Credit Department), the Consumer Credit Department (Credit Card Centre), the Finance Market Department and other business departments involved in related party transactions and the office shall be located in the Internal Control and Compliance Department.
4	Article 17 The Internal Control and Compliance Department of the Head Office, as the leading department of related party transactions, shall be responsible for the daily work of the inter-departmental related party transactions management office and the monitoring of the overall situation of related party transactions in the Bank; taking the lead in drafting the management system of related party transactions across the Bank; taking the lead in establishing and maintaining the related party transactions management system; taking the lead in consolidating and maintaining a list of related parties in compliance with the various supervisory channels; taking the lead in collecting and consolidating data on the management of related party transactions across the Bank and submitting the data to the related party transaction system of the supervisory authority; cooperating with the business departments in reviewing the relevant contents of non-business authorizations for the major credit related party transactions or the proposals that are required to be submitted to the Risk Committee of the Board for consideration; and taking the lead in organizing and conducting training on the related party transactions across the Bank.	Article 16 The Internal Control and Compliance Department of the Head Office, as the leading department of related party transactions, shall be responsible for the daily work of the inter-departmental related party transactions management office and the monitoring of <u>take the lead in organizing the monitoring and supervision over</u> the overall situation of related party transactions <u>management work</u> in the Bank; taking the lead in drafting the management system of related party transactions across the Bank; taking the lead in establishing and maintaining the related party transactions management system; taking the lead in consolidating and maintaining a list of related parties in compliance with the various supervisory channels; taking the lead in collecting and consolidating data on the management of related party transactions across the Bank and submitting the data to the related party transaction system of the supervisory authority; cooperating with the business departments in reviewing the relevant contents of non-business authorizations for the major credit related party transactions or the proposals that are required to be submitted to the Risk Committee of the Board for consideration; and taking the lead in organizing and conducting training on the related party transactions across the Bank.

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
5	Article 18 The Board Office is responsible for the day-to-day affairs of the Board of Directors and the Risk Committee of the Board of Directors, with specific duties including: collecting, updating and maintaining information on the Bank's shareholders, affiliates of the shareholders and directors' related parties in accordance with the unified work arrangement of the leading department and submitting the information to the leading department for review; preparing for the meetings of the Board of Directors and the Risk Committee of the Board of Directors; and cooperating with the relevant departments to fulfil the disclosure procedures in accordance with the domestic and overseas regulatory requirements and the requirements of the securities regulatory authorities in the places where the shares are listed.	Article 17 The Board Office is responsible for the day-to-day affairs of the Board of Directors and the Risk Committee of the Board of Directors, with specific duties including: collecting, updating and maintaining information on the Bank's shareholders, affiliates of the shareholders and directors' related parties <u>(including their close relatives)</u> in accordance with the unified work arrangement of the leading department and submitting the information to the leading department for review; preparing for the meetings of the Board of Directors and the Risk Committee of the Board of Directors; and cooperating with the relevant departments to fulfil the disclosure procedures in accordance with the domestic and overseas regulatory requirements and the requirements of the securities regulatory authorities in the places where the shares are listed.
6	Article 20 The Office of the Board of Supervisors is responsible for collecting, updating and maintaining relevant information on supervisors and their related parties.	Deleted
7	Article 21 The Head Office is responsible for collecting, updating and maintaining relevant information on the senior management of the Head Office and its related parties.	Article 19 The Head Office is responsible for collecting, updating and maintaining relevant information on the senior management of the Head Office and its related parties <u>(including their close relatives)</u> . <u>The scope of the above-mentioned close relatives includes spouses, parents, children, brothers and sisters, paternal grandparents, maternal grandparents, grandchildren and maternal grandchildren.</u>

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
8	Article 23 The Credit Approval Department of the Head Office is responsible for assuming the corresponding responsibility for the compliance of the examination and approval of credit related party transactions; it is responsible for the examination and approval of the credit limits and conditions of the credit granted for credit related party transactions; in respect of material related party transactions, it shall promptly remind and supervise the business departments to fulfil the procedures for the consideration and approval of material related party transactions, and cooperate with the business departments in submitting the proposal on major credit related party transactions to the Risk Committee of the Board of Directors and the Board of Directors for consideration and approval and shall strictly follow the approval limits and requirement of the Board to grant credit to related parties. It is responsible for the consideration and approval of the limits of credit related party transactions, the submission of details of the balance of credit related party transactions and related information in accordance with regulatory reporting requirements, and is responsible for the truthfulness, completeness, accuracy and timeliness of the information provided in relation to such transactions.	Article 21 The Credit Approval Department of the Head Office is responsible for assuming the corresponding responsibility for the compliance of the examination and approval of credit related party transactions; it is responsible for the examination and approval of the credit limits and conditions of the credit granted for credit related party transactions; in respect of material related party transactions, it shall promptly remind and supervise the business departments to fulfil the procedures for the consideration and approval of material related party transactions, and cooperate with the business departments in submitting the proposal on major credit related party transactions to the Risk Committee of the Board of Directors and the Board of Directors for consideration and approval and shall strictly follow the approval limits and requirement of the Board to grant credit to related parties. It is responsible for the consideration and approval of the limits of credit related party transactions, the submission of details of the balance of credit related party transactions and related information in accordance with regulatory reporting requirements, and is responsible for the truthfulness, completeness, accuracy and timeliness of the information provided in relation to such transactions.
9	Article 24 The Financial and Accounting Department of the Head Office is responsible for coordinating the auditor's communication with the department in charge of the management of related party transactions regarding the information on related party transactions in the audit report, and providing information on the audited data on the net capital of the legal representative and the group on a consolidated basis.	Article 22 The Financial and Accounting Department of the Head Office is responsible for coordinating the auditor's communication with the department in charge of the management of related party transactions regarding the information on related party transactions in the audit report, and providing information on the audited data on the net capital of the legal representative and the group on a consolidated basis.

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
10	Article 27 The Technology Management Department of the Head Office is responsible for taking the lead in the development, technical support and operation management of the information system related to the management of related party transactions in accordance with the needs of the Bank's related party transactions management, and continuously improving the Bank's related party transactions data governance.	Deleted
11	Article 28 The Data Centre of the Head Office is responsible for coordinating system software and hardware resource availability protection, network resource availability protection (including special lines), prudent implementation of production and change content, daily operation monitoring and maintenance, and prioritizing problem and incident response in accordance with known disposal information.	Article 25 The Data -Information Technology Operation Centre of the Head Office is responsible for coordinating system software and hardware resource availability protection, network resource availability protection (including special lines), prudent implementation of production and change content, daily operation monitoring and maintenance, and prioritizing problem and incident response in accordance with known disposal information.
12	Article 29 The Software R&D Centre of the Head Office is responsible for the development and technical support of the information system related to the management of related party transactions in accordance with the needs of the Bank for the management of related party transactions.	Article 26 The Software R&D Centre of the Head Office is responsible for taking the lead in the development and technical support of the information system related to the management of related party transactions in accordance with the needs of the Bank for the management of related party transactions.

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
13	Article 36 For changes on the Bank's directors, supervisors, senior managerial personnel, and personnel with the right to approve or make decisions on the core business including large-amount credit granting and asset transfer, the related party management departments shall report their related parties to the Internal Control and Compliance Department of the Head Office in accordance with the relevant provisions hereunder and the principle of substance over form within 10 working days from the date of their appointment. The Internal Control and Compliance Department of the Head Office shall report the changes in the related parties of the above-mentioned personnel in a timely manner to the Risk Committee of the Board of Directors in the form of a resolution.	Article 33 For changes on the Bank's directors, supervisors, senior managerial personnel, and personnel with the right to approve or make decisions on the core business including large-amount credit granting and asset transfer, the related party management departments shall report their related parties to the Internal Control and Compliance Department of the Head Office in accordance with the relevant provisions hereunder and the principle of substance over form within 10 working days from the date of their appointment. The Internal Control and Compliance Department of the Head Office shall submit a special filing report on the changes in the related parties of the above-mentioned personnel in a timely manner to the Risk Committee of the Board of Directors in the form of a resolution.
14	Article 37 For natural persons, legal persons or unincorporated organizations that hold more than 5% of the Bank's equity interests, or hold less than 5% of the Bank's equity interests but have a significant impact on the Bank's operation and management, the related party management departments shall, within 15 working days from the date when the abovementioned related party holds 5% of the equity interests or is able to exert a significant influence, report their related parties to the Internal Control and Compliance Department of the Head Office in accordance with the relevant provisions hereunder and the principle of substance over form. The Internal Control and Compliance Department of the Head Office shall report the changes in the related parties of the above-mentioned personnel in a timely manner to the Risk Committee of the Board of Directors in the form of a resolution.	Article 34 For natural persons, legal persons or unincorporated organizations that hold more than 5% of the Bank's equity interests, or hold less than 5% of the Bank's equity interests but have a significant impact on the Bank's operation and management, the related party management departments shall, within 15 working days from the date when the abovementioned related party holds 5% of the equity interests or is able to exert a significant influence, report their related parties to the Internal Control and Compliance Department of the Head Office in accordance with the relevant provisions hereunder and the principle of substance over form. The Internal Control and Compliance Department of the Head Office shall submit a special filing report on the changes in the related parties of the above-mentioned personnel in a timely manner to the Risk Committee of the Board of Directors in the form of a resolution.

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
15	Article 38 The natural persons, legal persons or other organizations that are subject to the reporting obligation hereunder shall assure the Bank in writing or email at the same time of reporting that the reported content is true, accurate and complete, and shall bear legal responsibility for all losses suffered by the Bank arising from any false representation or material omission in their reports. If the Bank's internal personnel as related parties have the above-mentioned behaviors, the Bank will hold the relevant personnel accountable in accordance with relevant measures such as the treatment of employee violations. Article 39 For shareholders and related parties who misreport or conceal key data and information and refuse to fulfill the obligation to report information, the Bank will restrict the rights of shareholders in accordance with regulatory documents, and truthfully reflect the relevant situation in the evaluation of substantial shareholders and major shareholders. Article 41 The related party management departments shall collect, update and maintain related party information in a timely and accurate manner according to the requirements of the Bank, and properly keep related party information files.	Article 35 <u>All departments concerned with related party management shall collect, update and maintain related party information in a timely and accurate manner and properly keep related party information archives in accordance with the requirements of the Bank.</u> The <u>related</u> natural persons, legal persons or other organizations that are subject to the reporting obligation hereunder shall assure the Bank in writing or email at the same time of reporting that the reported content is true, accurate and complete, and shall bear legal responsibility for all losses suffered by the Bank arising from any false representation or material omission in their reports. If the Bank's internal personnel as related parties have the above-mentioned behaviors, the Bank will hold the relevant personnel accountable in accordance with relevant measures such as the treatment of employee violations. For shareholders and related parties who misreport or conceal key data and information and refuse to fulfill the obligation to report information, the Bank will restrict the rights of <u>such</u> shareholders <u>shall be restricted</u> in accordance with regulatory documents, and truthfully reflect the relevant situation <u>shall be truthfully reflected</u> in the evaluation of substantial shareholders and major shareholders.

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
16	Article 40 The Bank shall report information on related parties, material related party transactions, and quarterly related party transactions to National Administration of Financial Regulation or its dispatched agencies in a timely manner through the relevant information system for related party transaction supervision to ensure the authenticity and accuracy of the data and shall not conceal or omit such information.	Article 36 All departments The Bank shall <u>promptly submit information on related parties, material related party transactions, unified transaction agreements, quarterly related party transaction status and other relevant information to the Internal Control and Compliance Department in light of changes in related parties and occurrence of related party transactions, ensure the authenticity and accuracy of data, and shall not conceal or omit any information. The Internal Control and Compliance Department shall submit relevant data and information to the National Financial Regulatory Administration or its dispatched agencies in a timely manner via the regulatory information system for related party transactions in compliance with regulatory data submission requirements.</u> report information on related parties, material related party transactions, and quarterly related party transactions to National Administration of Financial Regulation or its dispatched agencies in a timely manner through the relevant information system for related party transaction supervision to ensure the authenticity and accuracy of the data and shall not conceal or omit such information.
17	Article 46 The Bank shall improve the informatization and intelligence in the management of related parties and related party transactions, and strengthen the ability of big data management.	Deleted

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
18	Article 55 General related party transaction shall be reviewed in accordance with the Bank's internal management system and authorization procedures, and shall be reported by the department involving business transaction to the Internal Control and Compliance Department for filing, and the Internal Control and Compliance Department of the Head Office shall report the filing to the Risk Committee of the Board of Directors on a quarterly basis. The business department shall submit the related party transaction proposal for material related party transaction, which shall be submitted to the Risk Committee of the Board of Directors for review and to the Board of Directors for approval after confirmation procedures by the business review and approval department and the leading department of related party transaction management. Any resolution of a meeting of the Board of Directors shall be subject to the approval by more than two-thirds of the non-related directors. Where fewer than three non-related directors attend such a meeting, the transaction shall be submitted to the shareholders' general meeting for review.	Article 49 <u>General related party transactions shall be examined and approved in accordance with the internal management systems and authorization procedures of the Bank based on business types. After business handling, the competent business departments of the Head Office shall initiate the filing of general related party transactions (businesses without competent Head Office departments shall have their general related party transaction filings initiated by the business occurrence institutions), which shall first be filed with the management and leading department for such related party transactions upon level-by-level approval by authorized persons, and shall then be submitted by the management and leading department to the Risk Committee of the Board of Directors for quarterly filing.</u> General related party transaction shall be reviewed in accordance with the Bank's internal management system and authorization procedures, and shall be reported by the department involving business transaction to the Internal Control and Compliance Department for filing, and the Internal Control and Compliance Department of the Head Office shall report the filing to the Risk Committee of the Board of Directors on a quarterly basis.

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
18		The business department <u>competent management department of the Head Office in charge of the intended business</u> shall submit the related party transaction proposal for material related party transaction, which. <u>Where businesses cumulatively reaching the standard for material related party transactions involve multiple competent business departments of the Head Office, the related party transaction proposal shall be submitted by the competent business department of the Head Office responsible for the last business that makes the cumulative volume reach such standard. Other competent business departments of the Head Office shall cooperate to confirm the occurrence of related party businesses under their respective business lines. Such material related party transaction</u> shall be submitted to the Risk Committee of the Board of Directors for review and to the Board of Directors for approval after confirmation procedures by the business review and approval department and the leading department of related party transaction management. <u>going through the examination and approval procedures in accordance with the internal management systems and authorization procedures of the Bank.</u> Any resolution of a meeting of the Board of Directors shall be subject to the approval by more than two-thirds of the non-related directors. Where fewer than three non-related directors attend such a meeting, the transaction shall be submitted to the shareholders' general meeting for review.

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
19	Newly added	Article 50 Related party transactions (including general related party transactions) between the Bank and its directors, senior management personnel and their close relatives, enterprises directly or indirectly controlled by the aforesaid persons, as well as other related parties having other associated relations with directors and senior management personnel shall have their related party transaction proposals submitted by the competent management department of the Head Office in charge of the intended business. After being reviewed by the Risk Committee of the Board of Directors, such proposals shall be submitted to the Board of Directors or the shareholders' general meeting for approval in accordance with the provisions of the Articles of Association, and the provisions on exemption from consideration specified in Item 1, Item 2 and Item 5 of Article 75 of these Measures shall not apply. Where the subject matters of the aforesaid related party transactions are daily financial products and services provided by the Bank, and neither the single transaction amount nor the cumulative transaction amount reaches the standard for material related party transactions, such transactions may be considered by way of unified resolution. If consideration by way of unified resolution is adopted, the competent management department of the Head Office in charge of the intended business shall submit related party transaction proposals for such related party transactions. After being reviewed by the Risk Committee of the Board of Directors, the proposals shall be submitted to the Board of Directors or the shareholders' general meeting for approval in accordance with the provisions of the Articles of Association.

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
20	Article 64 The Bank implements categorization management of credit related party transactions in accordance with regulatory rules, and performs the corresponding review and disclosure procedures for related parties under different regulatory rules in accordance with the regulatory rules they should follow. (III) In case of any material related party transaction and other related party transaction that should be approved by the Board of Directors or the shareholders' general meeting, each business department shall submit a material related party transaction proposal to the Risk Management and Related Party Transactions Control Committee, the Board of Directors and the shareholders' general meeting (if necessary) for review in accordance with the Bank's internal management system and authorization procedures, after review by the examination and approval department.	Article 59 The Bank implements categorization management of credit related party transactions in accordance with regulatory rules, and performs the corresponding review and disclosure procedures for related parties under different regulatory rules in accordance with the regulatory rules they should follow. (III) In case of any material related party transaction and other related party transaction that should be approved by the Board of Directors or the shareholders' general meeting, each business department shall submit a material related party transaction proposal to the Risk Management and Related Party Transactions Control Committee, the Board of Directors and the shareholders' general meeting (if necessary) for review in accordance with the Bank's internal management system and authorization procedures, after review by the examination and approval department <u>provisions of Paragraph 2 of Article 50 of these Measures and applicable regulatory rules.</u>

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
21	Article 65 The related party transactions for asset transfer, service, deposit and other with the Bank's related parties (hereinafter referred to as "non-credit related party transactions") shall be classified and managed in accordance with the regulatory rules, and the related parties under different regulatory rules shall be subject to the corresponding review and disclosure procedures in accordance with the regulatory rules that they should follow. (III) In case of any material related party transaction and other related party transaction that should be approved by the Board of Directors or the shareholders' general meeting, each business department shall submit a material related party transaction proposal to the Risk Management and Related Party Transactions Control Committee, the Board of Directors and the shareholders' general meeting (if necessary) for review in accordance with the Bank's internal management system and authorization procedures, after review by the examination and approval department.	Article 60 The related party transactions for asset transfer, service, deposit and other with the Bank's related parties (hereinafter referred to as "non-credit related party transactions") shall be classified and managed in accordance with the regulatory rules, and the related parties under different regulatory rules shall be subject to the corresponding review and disclosure procedures in accordance with the regulatory rules that they should follow. (III) In case of any material related party transaction and other related party transaction that should be approved by the Board of Directors or the shareholders' general meeting, each business department shall submit a material related party transaction proposal to the Risk Management and Related Party Transactions Control Committee, the Board of Directors and the shareholders' general meeting (if necessary) for review in accordance with the Bank's internal management system and authorization procedures, after review by the examination and approval department <u>provisions of Paragraph 2 of Article 50 of these Measures and applicable regulatory rules.</u>

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
22	Article 68 Each subsidiary shall, in light of its own situation, put forward system construction and optimization requirements, gradually realize the docking and information interaction between the business or management system and the related party transaction management system, so as to realize the automatic statistics and reporting of related party transaction data and other functions, enhance the level of automation of management and accuracy of information, and properly keep the text of the related party transaction contract and relevant information of the department to ensure the compliance of related party transactions.	Article 63 Each subsidiary shall, in light of its own situation, put forward system construction and optimization requirements, gradually realize the docking and information interaction between the business or management system and the related party transaction management system, so as to realize the automatic statistics and reporting of related party transaction data and other functions, enhance the level of automation of management and accuracy of information, and properly keep the text of the related party transaction contract and relevant information of the department to ensure the compliance of related party transactions.
23	Article 76 The Bank shall report to the National Administration of Financial Regulation or its dispatched agencies on a transaction-by-transaction basis within 15 business days after signing the following transaction agreements: (i) Significant related party transactions; (ii) The signing, renewal or material change of a unified transaction agreement; (iii) Other transactions required to be reported by the National Administration of Financial Regulation.	Article 71 <u>Each department</u> The Bank shall report to the <u>National Financial Regulatory Administration</u> or its dispatched agencies on a transaction-by-transaction basis within 15 business days after signing the following transaction agreements: (i) Significant related party transactions; (ii) The signing, renewal or material change of a unified transaction agreement; (iii) Other transactions required to be reported by the <u>National Financial Regulatory Administration</u>.

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
24	Article 77 The Bank shall, in accordance with the relevant provisions of the National Administration of Financial Regulation, compile quarterly statistics on the amount and proportion of all related party transactions, and report the relevant information on related party transactions to the National Administration of Financial Regulation or its dispatched agencies through the information system related to related party transactions supervision within 30 days after the end of each quarter.	Article 72 The Bank <u>The Internal Control and Compliance Department</u> shall, in accordance with the relevant provisions of the <u>National Financial Regulatory Administration</u> , compile quarterly statistics on the amount and proportion of all related party transactions, and report the relevant information on related party transactions to the <u>National Financial Regulatory Administration</u> or its dispatched agencies through the information system related to related party transactions supervision within 30 days after the end of each quarter.
25	Article 82 The Internal Audit Department of the Bank shall conduct special audits of related party transactions at least once a year and report the audit results to the Board of Directors and the Board of Supervisors.	Article 82 The Internal Audit Department of the Bank shall conduct special audits of related party transactions at least once a year and report the audit results to the Board of Directors and the Board of Supervisors.

No.	Original Articles of the Administrative Measures for the Related Party Transactions	Amended Articles of the Administrative Measures for the Related Party Transactions
26	Article 88 The relevant business management departments, internal control and compliance department and other departments of the Head Office of the Bank are responsible for inspecting and supervising the management of related party transactions throughout the Bank on a regular or irregular basis in accordance with their respective duties. Each department is required to strengthen source management, carry out data quality spot checks at least once every six months, continuously improve data quality, ensure the truthfulness, accuracy, completeness and timeliness of the data on related party transactions, and carry out comprehensive self-inspection and rectification of the reported data in the supervisory information system on related party transactions at least once a year to ensure that the data on stock is true, accurate and complete.	Article 83 The relevant business management departments, internal control and compliance department and other departments of the Head Office of the Bank are responsible for inspecting and supervising the management of related party transactions throughout the Bank on a regular or irregular basis in accordance with their respective duties. Each department is required to strengthen source management, carry out data quality spot checks at least once every six months, continuously improve data quality, ensure the truthfulness, accuracy, completeness and timeliness of the data on related party transactions, and carry out comprehensive self-inspection and rectification of the reported data in the supervisory information system on related party transactions at least once a year to ensure that the data on stock is true, accurate and complete.
27	Newly added	Article 84 The Internal Control and Compliance Department shall have the right to inspect and supervise the implementation of this system.

**THE ADMINISTRATIVE MEASURES FOR THE RELATED PARTY TRANSACTIONS
OF HARBIN BANK CO., LTD.
(REVISED DRAFT)**

CHAPTER 1 GENERAL PROVISIONS

- Article 1** In order to regulate the management of related party transactions of the Harbin Bank Co., Ltd. (hereinafter referred to as the “Company”, the “Bank” or the “Head Office”), clarify the Bank’s related party transaction process and prevent related party transaction risks, these Measures are formulated in accordance with the Company Law of the People’s Republic of China, the Banking Supervision Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions, the Interim Measures for Administration of Equity Interest of Commercial Banks, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter, the “Hong Kong Listing Rules”), Accounting Standards for Business Enterprises No. 36 Related Party Disclosure (hereinafter, the “Accounting Standards for Business Enterprises”) and other domestic and overseas laws, regulations, regulatory documents as well as relevant requirements under the Articles of Association of Harbin Bank Co., Ltd. (hereinafter referred to as the “Articles of Association”).
- Article 2** A related party defined under the Measures for the Administration of Related Party Transactions of Banking and Insurance Institutions shall refer to natural person, legal person or unincorporated organization that one party controls the other party or exercises significant influence over the other party, and are under common control or significant influence with the Bank and the specific identification criteria are set out in the Rules of the National Financial Regulatory Administration on the Definition and Scope of Related Parties (《國家金融監督管理總局關於關聯方定義及範圍》).
- Article 3** A related party transaction defined under the Measures for the Administration of Related Party Transactions of Banking and Insurance Institutions shall refer to the benefit transfer between the Bank and a related party.
- Article 4** A related party defined under the Hong Kong Listing Rules shall refer to those related parties recognized in accordance with the relevant requirements of the Hong Kong Listing Rules, and the specific identification criteria are set out in the Provisions of the Hong Kong Listing Rules on the Definition and Scope of Related Parties (《香港上市規則關於關聯方的定義及範圍》).

- Article 5** A related party transaction defined under the Hong Kong Listing Rules shall refer to the transaction with the related parties and specified class of transactions with third parties which may enable related parties to obtain a benefit through their interests in entities subject to the transaction. Such transaction may be a one-off transaction or a continuing transaction.
- Article 6** A related party defined under the Accounting Standards for Business Enterprises shall refer to a party that controls, jointly controls or exercises significant influence over another party, and two or more parties that are controlled, jointly controlled or significantly influenced by the same party, which constitutes a related party, and the specific identification criteria are set out in the Provisions of the Accounting Standards for Business Enterprises on the Definition and Scope of Related Parties (《企業會計準則關於關聯方的定義及範圍》).
- Article 7** A related party transaction defined under Accounting Standards for Business Enterprises shall refer to the transfer of resources, labour services or obligations between related parties, whether with or without consideration.
- Article 8** The identification of related parties of the Bank shall follow the principles of substance over form and penetration, and natural persons, legal persons or unincorporated organizations that may result in the transfer of the Bank's interests shall be identified as related parties.
- Article 9** A related party transaction of the Bank shall be conducted in compliance with the following principles:
- (I) Adhering to the laws, administrative regulations, Accounting Standards for Business Enterprises No. 36 – Related Party Disclosure, and the regulatory regulations of the National Financial Regulatory Administration, Hong Kong Listing Rules and other relevant laws, regulations, departmental rules and regulatory requirements of regulatory authorities;
 - (II) Complying with the principles of good faith and equity;
 - (III) Following commercial principles or normal commercial terms, and conducted on terms not more favorable than similar non-related party transactions.
- Article 10** The term “related” is uniformly used herein to refer to related parties and related party transactions as defined by the National Financial Regulatory Administration and the Hong Kong Listing Rules.

CHAPTER II DIVISION OF DUTIES AND RESPONSIBILITIES

- Article 11** The shareholders' general meeting shall be responsible for considering and approving the rules for the management of related party transactions, considering and approving the annual special report on the overall situation of related party transactions, considering and approving material related party transactions in the event that the number of directors who have no interest in the related party transactions on the Board of Directors is less than three, and considering and approving related party transactions recognized by the Hong Kong Listing Rules as requiring the approval of the shareholders' general meeting.
- Article 12** The Board of Directors shall be ultimately responsible for the management of related party transactions. Its duties include making a special report on the overall situation of related party transactions to the shareholders' general meeting every year and submitting it to the National Financial Regulatory Administration or its dispatching organization; reviewing the relevant systems for the management of related party transactions; and reviewing matters relating to material related party transactions.
- Article 13** The Risk Management and Related Party Transactions Control Committee of the Board of Directors (hereinafter referred to as the "Risk Committee of the Board") shall be responsible for the compliance of related party transactions, and the composition of the Committee shall meet the regulatory requirements. Its duties include the day-to-day management of the Bank's related party transactions; reviewing the management system of the related party transactions and make recommendations to the Board of Directors; confirming the list of the Bank's related parties; accepting the filing of general related party transactions; and reviewing the matters relating to material related party transactions and other related party transactions that need to be submitted to the Board of Directors or the shareholders' general meeting for consideration and submission to the Board of Directors for consideration or approval under the authorization of the Board of Directors.
- Article 14** The Comprehensive Risk Management and Related Party Transactions Control Committee shall be responsible for the compliance of related party transaction-related matters reviewed by it. Its duties include reviewing the management system of related party transactions and other related party transaction-related matters that need to be reviewed by the Comprehensive Risk Management and Related Party Transactions Control Committee.

Article 15 The Head Office shall establish an inter-departmental related party transactions management office at the management level, comprising the Board Office, the Internal Control and Compliance Department, the Credit Approval Department, the Financial and Accounting Department, the Human Resources Department, the Risk Management Department, the Asset Management Department, the Retail Finance Department, the Institutional Finance Department, the Internet Finance Department, the Inclusive Finance Department (Agriculture-benefiting Credit Department), the Consumer Credit Department (Credit Card Centre), the Finance Market Department and other business departments involved in related party transactions.

Its duties and responsibilities include the day-to-day affairs such as the maintenance and identification of related parties and the management of related party transactions across the Bank; accepting the reporting of general related party transactions of the Bank and its subsidiaries; considering the disputes arising from the definition of related parties and related party transactions of each department, and deciding whether or not to report to the Comprehensive Risk Management and Related Party Transactions Control Committee under the senior management of the Bank for consideration depending on the nature of the issues.

Article 16 The Internal Control and Compliance Department of the Head Office, as the leading department of related party transactions, shall be responsible for the daily work of the inter-departmental related party transactions management office and take the lead in organizing the monitoring and supervision over the overall situation of related party transactions management work in the Bank; taking the lead in drafting the management system of related party transactions across the Bank; taking the lead in establishing and maintaining the related party transactions management system; taking the lead in consolidating and maintaining a list of related parties in compliance with the various supervisory channels; taking the lead in collecting and consolidating data on the management of related party transactions across the Bank and submitting the data to the related party transaction system of the supervisory authority; cooperating with the business departments in reviewing the relevant contents of non-business authorizations for the major credit related party transactions or the proposals that are required to be submitted to the Risk Committee of the Board for consideration; and taking the lead in organizing and conducting training on the related party transactions across the Bank.

Article 17 The Board Office is responsible for the day-to-day affairs of the Board of Directors and the Risk Committee of the Board of Directors, with specific duties including: collecting, updating and maintaining information on the Bank's shareholders, affiliates of the shareholders and directors' related parties (including their close relatives) and submitting the information to the leading department for review; preparing for the meetings of the Board of Directors and the Risk Committee of the Board of Directors; and cooperating with the relevant departments to fulfil the disclosure procedures in accordance with the domestic and overseas regulatory requirements and the requirements of the securities regulatory authorities in the places where the shares are listed.

Article 18 The Investment Management Office of the Board Office is responsible for cooperating with the leading department for related party transactions to initiate related party transactions, including cooperation with the collection of basic information of subsidiaries as related parties of Harbin Bank and providing feedback to the leading department for related party transactions.

Article 19 The Head Office is responsible for collecting, updating and maintaining relevant information on the senior management of the Head Office and its related parties (including their close relatives).

The scope of the above-mentioned close relatives includes spouses, parents, children, brothers and sisters, paternal grandparents, maternal grandparents, grandchildren and maternal grandchildren.

Article 20 The Credit and Investment Management Department of the Head Office is responsible for formulating credit policies, including but not limited to the conduct of credit business related to related party transactions on terms no more favourable than those offered for similar transactions with non-related parties in accordance with commercial principles.

Article 21 The Credit Approval Department of the Head Office is responsible for assuming the corresponding responsibility for the compliance of the examination and approval of credit related party transactions; it is responsible for the examination and approval of the credit limits and conditions of the credit granted for credit related party transactions; in respect of material related party transactions, it shall promptly remind and supervise the business departments to fulfil the procedures for the consideration and approval of material related party transactions, and cooperate with the business departments in submitting the proposal on major credit related party transactions to the Risk Committee of the Board of Directors and the Board of Directors for consideration and approval and shall strictly follow the approval limits and requirement of the Board to grant credit to related parties. It is responsible for the consideration and approval of the limits of credit related party transactions.

- Article 22** The Financial and Accounting Department of the Head Office is responsible for coordinating the auditor's communication with the department in charge of the management of related party transactions regarding the information on related party transactions in the audit report, and providing information on the data on the net capital of the legal representative and the group on a consolidated basis.
- Article 23** The Human Resources Department of the Head Office is responsible for collecting, updating and maintaining the relevant information of the personnel with the authority to approve or make decisions on the core business such as large-value credit and asset transfer and their related parties.
- Article 24** The Risk Management Department of the Head Office is responsible for the work of the Comprehensive Risk Management and Related Party Transactions Control Committee under the senior management in accordance with the departmental responsibilities.
- Article 25** The Information Technology Operation Centre of the Head Office is responsible for coordinating system software and hardware resource availability protection, network resource availability protection (including special lines), prudent implementation of production and change content, daily operation monitoring and maintenance, and prioritizing problem and incident response in accordance with known disposal information.
- Article 26** The Software R&D Centre of the Head Office is responsible for taking the lead in the development and technical support of the information system related to the management of related party transactions in accordance with the needs of the Bank for the management of related party transactions.
- Article 27** The Internal Audit Department is responsible for organizing and carrying out special audits of related party transactions on an annual basis and supervising and inspecting the management of related party transactions and the implementation of the system.
- Article 28** Each business department of the Head Office is responsible for assuming corresponding responsibility for the compliance of related party transactions; each business department of related party transactions is responsible for the management of related party transactions of its own department or business line, improving the internal control mechanism of related party transactions of such business line, optimizing the management process, and ensuring the quality of statistical reporting of related party transactions data. Each department is responsible for the management of obtaining information, risk judgment and risk control, including: identifying related parties and related party transactions; calculating of the amount of related party transactions; fulfilling the procedures of reviewing, approving, filing and reporting of related party transactions of the department or branches of the line; and cooperating in the disclosure of information on related party transactions, data statistics and reporting, cap monitoring, self-inspection and rectification.

Article 29 Each branch is responsible for assuming the corresponding responsibility for the compliance of related party transactions, and for collecting, updating and maintaining the relevant information on the personnel with the authority to approve or make decisions on the core business of the branch, such as large amount of credit, asset transfer, etc., and their connected parties. Branches shall, in accordance with the duties and responsibilities of the organization, embed the requirements for the management of related party transactions into the business processes and operational specifications, with specific duties and responsibilities including: declaration of information on related parties, identification of related party transactions, review and approval, statistical reporting and filing.

Article 30 A subsidiary shall be responsible for the truthfulness, accuracy and completeness of the information provided by it.

CHAPTER III REGULATION REQUIREMENTS

Section I Related Party Identification, Reporting and Information Collection

Article 31 The related party management departments shall fully identify related parties in accordance with various regulatory standards. For related parties identified according to the Measures for the Administration of the Related Party Transactions of Banking and Insurance Institutions, a list and ledger shall be established for standardized identification.

Article 32 The related party management departments shall, based on the principle of substance over form and penetration, identify natural persons, legal persons or unincorporated organizations that may result in transfer of benefits of the Bank as related parties.

Article 33 For changes on the Bank's directors, senior managerial personnel, and personnel with the right to approve or make decisions on the core business including large-amount credit granting and asset transfer, the related party management departments shall report their related parties to the Internal Control and Compliance Department of the Head Office in accordance with the relevant provisions hereunder and the principle of substance over form within 10 working days from the date of their appointment. The Internal Control and Compliance Department of the Head Office shall submit a special filing report on the changes in the related parties of the above-mentioned personnel in a timely manner to the Risk Committee of the Board of Directors in the form of a resolution.

Article 34 For natural persons, legal persons or unincorporated organizations that hold more than 5% of the Bank's equity interests, or hold less than 5% of the Bank's equity interests but have a significant impact on the Bank's operation and management, the related party management departments shall, within 15 working days from the date when the abovementioned related party holds 5% of the equity interests or is able to exert a significant influence, report their related parties to the Internal Control and Compliance Department of the Head Office in accordance with the relevant provisions hereunder and the principle of substance over form.

The Internal Control and Compliance Department of the Head Office shall submit a special filing report on the changes in the related parties of the above-mentioned personnel in a timely manner to the Risk Committee of the Board of Directors in the form of a resolution.

Article 35 All departments concerned with related party management shall collect, update and maintain related party information in a timely and accurate manner and properly keep related party information archives in accordance with the requirements of the Bank.

The related natural persons, legal persons or other organizations that are subject to the reporting obligation hereunder shall assure the Bank in writing or email at the same time of reporting that the reported content is true, accurate and complete, and shall bear legal responsibility for all losses suffered by the Bank arising from any false representation or material omission in their reports. If the Bank's internal personnel as related parties have the above-mentioned behaviors, the Bank will hold the relevant personnel accountable in accordance with relevant measures such as the treatment of employee violations.

For shareholders and related parties who misreport or conceal key data and information and refuse to fulfill the obligation to report information, the rights of such shareholders shall be restricted in accordance with regulatory documents, and the relevant situation shall be truthfully reflected in the evaluation of substantial shareholders and major shareholders.

Article 36 All departments shall promptly submit information on related parties, material related party transactions, unified transaction agreements, quarterly related party transaction status and other relevant information to the Internal Control and Compliance Department in light of changes in related parties and occurrence of related party transactions, ensure the authenticity and accuracy of data, and shall not conceal or omit any information. The Internal Control and Compliance Department shall submit relevant data and information to the National Financial Regulatory Administration or its dispatched agencies in a timely manner via the regulatory information system for related party transactions in compliance with regulatory data submission requirements.

Article 37 The relevant departments, branches and subsidiaries of the Head Office shall submit related party information in a timely, true and complete manner.

The staff of various departments, branches and subsidiaries of the Head Office find that natural persons, legal persons, or other organizations meet the conditions of related parties but have not been recognized as related parties or find that a natural person, legal person or other organization confirmed as a related party no longer meets the requirements for a related party, and shall report to the relevant responsible department and the related party transaction management office for verification in a timely manner based on the type of related party and the specific circumstances. The relevant responsible department and the related party transaction management office will add or delete the related party information after verification and confirmation.

Section II Related Party Management

Article 38 The Risk Committee of the Board of Directors shall be responsible for confirming the related parties of the Bank and reporting to the Board on an annual basis.

Article 39 The Internal Control and Compliance Department shall, based on the confirmation by the Risk Committee of the Board of Directors, promptly publish the list of related parties to relevant departments, branches, subsidiaries and other relevant institutions of the Head Office.

Article 40 The institution related to the related party transaction management shall keep the information of the related party concerned confidential, and shall not use the related party information for activities other than the related party transaction management in violation of the regulations.

Section III Types of Related Party Transactions

Article 41 According to the relevant provisions of the Measures for the Administration of the Related Party Transactions of Banking and Insurance Institutions, related party transactions include the following types:

- (I) Related party transactions regarding credit granting: refer to that the Bank provides financial support to related parties or guarantees the compensation and payment liabilities that may arise from the related parties' relevant economic activities, including loans (including trade financing), notes acceptances and discounts, overdrafts, bond investments, investment in special purpose vehicles, issuance of letter of credit, factoring, guarantees, letters of guarantee, loan commitments, securities repurchase, lending and other on- and off-balance sheet business of which the credit risk is essentially borne by the Bank;

- (II) Related party transactions regarding transfer of assets: include purchase and sale of own movable and immovable properties, purchase and sale of credit assets and their beneficial right (income right) and acceptance and disposal of pledged assets between the Bank and related parties;
- (III) Related party transactions regarding services: include credit evaluation, asset evaluation, legal services, consulting services, information services, audit services, technology and infrastructure services, property lease and consignment sale or trustee sale, etc.;
- (IV) Related party transactions regarding deposits and other categories, and matters which may result in transfer of benefits of the Bank based on the principle of substance over form.

Article 42 The Bank's related party transactions are classified into material related party transactions and general related party transactions.

- (I) A material related party transaction shall refer to a transaction between the Bank and a single related party with an amount of more than 1% of the net capital of the Bank at the end of last quarter, or no less than 5% of the net capital of the Bank at the end of last quarter on an aggregated basis.

When the accumulated transaction amount between the Bank and a single related party reaches the standards in the preceding paragraph, the subsequent related party transactions shall be re-recognized as material related party transactions every time they reach more than 1% of the net capital at the end of last quarter.

- (II) General related party transactions shall refer to other related party transactions other than material related party transactions.

Article 43 Related party transactions under the Hong Kong Listing Rules shall include the following:

- (I) Any transaction between the Bank and any of its related parties. "Transaction" shall refer to any transaction in the nature of capital and revenue, whether or not such transaction is conducted in the ordinary and usual course of business operation of the Bank, including, but not limited to:

1. Acquisition or disposal of assets, including deemed disposals;

2. Granting, accepting, exercising, transferring or terminating or not exercising an option related to this Company or any of its related parties in order to acquire or dispose of assets or to subscribe for securities;
 3. Entering into or terminating finance leases or operating leases or sub-leases;
 4. Granting an indemnity or providing or receiving financial assistance. Financial assistance includes granting credit, borrowings, or providing an indemnity, guarantee or security for a loan;
 5. Issuing new securities of the Bank or its subsidiaries, including underwriting or sub-underwriting an issue of securities;
 6. Providing or receiving services;
 7. Sharing services;
 8. Acquiring or providing raw materials, intermediate products and finished goods; and
 9. Forming or entering into any arrangement involving the formation of an equity or joint venture company with a related party.
- (II) The Bank enters into a transaction with a third party, including:
1. The Bank provides financial assistance to a commonly held entity or receives financial assistance from a commonly held entity;

Note: “Commonly held entity” shall refer to a company whose shareholders include any related party(ies) of the Bank, its subsidiaries or at the Bank level (who, individually or together, can exercise or control the exercise of 10% or more of the voting power at the Bank’s shareholders’ general meeting. This 10% excludes any indirect interest held by the person(s) through the Bank).

2. A transaction in which the Bank acquires from any third party any shares in the targeted company, and a substantial shareholder (which shall refer to any shareholders holding or controlling more than 10% or more of the voting power thereof) of the targeted company is, or is proposed to be, a controller of the Bank or an associate of a controller of the Bank, unless certain exemptions apply;

Note: “Controller” shall refer to any director, chief executive or controlling shareholder (which shall refer to a shareholder holding or controlling 30% or more of the voting power thereof) of the Company.

3. Any transaction between the Bank and any of its related subsidiaries. The definition of “related subsidiary” is set out in Appendix II.

Article 44 Related party transactions as defined in the Hong Kong Listing Rules include one-off related party transactions and continuing related party transactions. Continuing related party transactions refer to related party transactions that are expected to continue or be carried out frequently within a certain period of time and involve the provision of financial assistance, services or goods. Continuing related party transactions are usually transactions in the ordinary course of business.

Article 45 Related party transactions as defined in the Hong Kong Listing Rules can be classified into:

- (I) Related party transactions that are exempted from the reporting, announcement and independent shareholders’ approval requirements (hereinafter referred to as “fully exempted related party transactions”);
- (II) Related party transactions that are exempted from the independent shareholders’ approval requirements, but are subject to reporting, annual review and announcement requirements (hereinafter referred to as “partially exempted related party transactions”);
- (III) Continuing related party transactions that are exempted from reporting, annual review, announcement and independent shareholders’ approval requirements (hereinafter referred to as “fully exempted continuing related party transactions”);
- (IV) Continuing related party transactions that are exempted from independent shareholders’ approval requirements, but are subject to reporting, annual review and announcement requirements (hereinafter referred to as “partially exempted continuing related party transactions”);

- (V) Related party transactions that do not fall within the above items (1) and (2) (hereinafter referred to as “non-exempted related party transactions”); and continuing related party transactions that do not fall within the above items (3) and (4) (hereinafter referred to as “non-exempted continuing related party transactions”).

Article 46 According to the Accounting Standards for Business Enterprises, related party transactions usually include the following types: purchase or sales of goods; purchase or sales of other assets other than goods; provision or receipt of labour services; guarantees; provision of funds (loans or share capital investments); leases; agency; transfer of research and development projects; license agreements; debt settlement on behalf of enterprises or by enterprises on behalf of other parties; remuneration of key management personnel.

Section IV Pricing of Related Party Transactions and Management of Related Party Transactions

Article 47 The business departments and branches of the Head Office shall conduct pricing management of related party transactions in strict accordance with the relevant requirements, and carry out the business related to related party transactions in accordance with commercial principles and on terms no better than those for similar transactions with non-related parties. When necessary, the Risk Committee of the Board of Directors may engage an independent third party, such as a financial advisor, to issue a report as a basis for judgment.

Article 48 The Bank shall improve the internal control mechanism of related party transactions, optimize the management process for related party transactions, and ensure that the review opinions of key links, as well as the resolutions and records of the Risk Committee of the Board of Directors and other meetings, are clear and accessible.

Each business department and branch of the Head Office shall, in accordance with the management requirements of the Head Office on related party transactions, perform the review, approval, filing and reporting procedures of their own departments or business lines on related party transactions, and ensure that the review opinions, meeting minutes and records of key links are clear and accessible.

Article 49 General related party transactions shall be examined and approved in accordance with the internal management systems and authorization procedures of the Bank based on business types. After business handling, the competent business departments of the Head Office shall initiate the filing of general related party transactions (businesses without competent Head Office departments shall have their general related party transaction filings initiated by the business occurrence institutions), which shall first be filed with the management and leading department for such related party transactions upon level-by-level approval by authorized persons, and shall then be submitted by the management and leading department to the Risk Committee of the Board of Directors for quarterly filing.

The competent management department of the Head Office in charge of the intended business shall submit the related party transaction proposal for material related party transaction. Where businesses cumulatively reaching the standard for material related party transactions involve multiple competent business departments of the Head Office, the related party transaction proposal shall be submitted by the competent business department of the Head Office responsible for the last business that makes the cumulative volume reach such standard. Other competent business departments of the Head Office shall cooperate to confirm the occurrence of related party businesses under their respective business lines. Such material related party transaction shall be submitted to the Risk Committee of the Board of Directors for review and to the Board of Directors for approval going through the examination and approval procedures in accordance with the internal management systems and authorization procedures of the Bank. Any resolution of a meeting of the Board of Directors shall be subject to the approval by more than two-thirds of the non-related directors. Where fewer than three non-related directors attend such a meeting, the transaction shall be submitted to the shareholders' general meeting for review.

Article 50 Related party transactions (including general related party transactions) between the Bank and its directors, senior management personnel and their close relatives, enterprises directly or indirectly controlled by the aforesaid persons, as well as other related parties having other associated relations with directors and senior management personnel shall have their related party transaction proposals submitted by the competent management department of the Head Office in charge of the intended business. After being reviewed by the Risk Committee of the Board of Directors, such proposals shall be submitted to the Board of Directors or the shareholders' general meeting for approval in accordance with the provisions of the Articles of Association, and the provisions on exemption from consideration specified in Item 1, Item 2 and Item 5 of Article 75 of these Measures shall not apply.

Where the subject matters of the aforesaid related party transactions are daily financial products and services provided by the Bank, and neither the single transaction amount nor the cumulative transaction amount reaches the standard for material related party transactions, such transactions may be considered by way of unified resolution. If consideration by way of unified resolution is adopted, the competent management department of the Head Office in charge of the intended business shall submit related party transaction proposals for such related party transactions. After being reviewed by the Risk Committee of the Board of Directors, the proposals shall be submitted to the Board of Directors or the shareholders' general meeting for approval in accordance with the provisions of the Articles of Association.

Article 51 In case of the shareholders' general meeting where the Board of Directors or the Risk Committee of the Board of Directors votes or makes decisions on any related party transaction, the person related to such related party transaction shall abstain from voting.

Where the Bank is unable to convene the shareholders' general meeting due to avoiding principle, the Board of Directors shall be responsible for deliberation and it shall not be applicable to provisions on avoiding in the first paragraph hereof. However, the related directors shall issue a statement for non-existence of tunneling.

Article 52 The independent directors of the Bank shall issue written opinions on the fairness and compliance of the material related party transactions one by one and the performance of the internal examination and approval procedure. Where the independent director deems it necessary, he may engage intermediaries and other independent third parties to provide opinions at the expense of the Bank.

Article 53 The methods for calculating the amount of related party transaction are as follows:

- (I) The amount of a credit related party transaction shall be calculated based on the amount specified in the signed agreement in principal;
- (II) The amount of a related party transaction for asset transfer shall be calculated based on the transaction price or fair value;
- (III) The amount of a service related party transaction shall be calculated based on the amount of business income or expenditure;
- (IV) Other calculation standards determined by the National Financial Regulatory Administration.

Article 54 The Bank shall identify, determine, manage related party transaction and calculate the amount of related party transaction in accordance with the principle of substance over form and penetration.

When calculating the balance of the related party transactions between a related natural person and the Bank, the related party transactions between his/her spouse, parents, adult children, brothers and sisters and the Bank shall be calculated on a consolidated basis. When calculating the balance of the related party transactions between a related legal person or unincorporated organization and the Bank, the related party transactions between a legal person or an unincorporated organization that has a controlling relationship with such related party and the Bank shall be calculated on a consolidated basis.

- Article 55** The Bank shall enter into written agreements for related party transactions, or in the absence of such agreements, it may provide uniquely identifiable transaction numbers, running numbers or internal numbers.
- Article 56** The Bank may enter into a unified transaction agreement for the provision of services and other related party transactions recognized by the National Financial Regulatory Administration that occur continuously over a long period of time between the Bank and the same related party and that require the repeated signing of a transaction agreement, with the term of the agreement generally not exceeding three years.
- Article 57** The signing, renewal and substantive change of the unified transaction agreement shall be subject to internal review, report and information disclosure according to material related party transaction. Related party transaction occurred under the unified transaction agreement need not be reviewed, reported and disclosed on a case-by-case basis, but the implementation should be explained in the quarterly report. The unified transaction agreement shall specify or estimate the amount of related party transaction.
- Article 58** The Bank shall proactively identify related party transactions through penetration, dynamically monitor the sources and flows of funds for the transactions, promptly grasp the status of the underlying assets, dynamically assess the degree of impact on risk exposure and capital appropriation, establish an effective risk control mechanism for related party transactions, and promptly adjust its operating behavior to comply with the relevant provisions of these Measures.
- Article 59** The Bank implements categorization management of credit related party transactions in accordance with regulatory rules, and performs the corresponding review and disclosure procedures for related parties under different regulatory rules in accordance with the regulatory rules they should follow.
- (I) The business department shall identify credit related party transactions with the Bank's related parties in a timely and accurate manner and submit them to the credit approval department of the Head Office and other institutions with credit approval authority for review and approval in accordance with the Bank's credit management requirements.

- (II) The credit review and approval institution is responsible for reviewing credit related party transactions. During the review, attention should be paid to whether credit related party transactions are in line with the general commercial principles and are carried out on terms no better than those for similar transactions with non-related parties, etc., to ensure that the business is in line with the Bank's conditions for approval of credit and the requirements of the Bank's management of related party transactions, and to carry out the approval of credit limit, and to promptly remind and supervise the business department to carry out the procedures for filing or consideration and approval of the related party transactions in accordance with the Bank's requirements.

Limit approval is the process in which the credit review and approval authority of a related party transaction approves the balance of transactions accounted for by credit related party transactions. The credit approval department of the Head Office is responsible for approving the line of credit related party transactions.

- (III) In case of any material related party transaction and other related party transaction that should be approved by the Board of Directors or the shareholders' general meeting, each business department shall submit a proposal to the Risk Committee, the Board of Directors and the shareholders' general meeting (if necessary) for review in accordance with the provisions of Paragraph 2 of Article 50 of these Measures and applicable regulatory rules.

Article 60 The related party transactions for asset transfer, service, deposit and other with the Bank's related parties (hereinafter referred to as "non-credit related party transactions") shall be classified and managed in accordance with the regulatory rules, and the related parties under different regulatory rules shall be subject to the corresponding review and disclosure procedures in accordance with the regulatory rules that they should follow.

- (I) The business department shall identify non-credit related party transactions with the Bank's related parties in a timely and accurate manner and submit them for review and approval in accordance with the Bank's relevant regulatory requirements and authorization procedures.

- (II) The credit review and approval institution is responsible for reviewing non-credit related party transactions. During the review, attention should be paid to whether non-credit related party transactions are in line with the general commercial principles, and whether the pricing is fair and conducted on terms no better than those for similar transactions with non-related parties, among other things. Where necessary, application may be made to the Risk Management and Related Party Transactions Control Committee to engage an independent third party, such as a financial advisor, to issue a report as a basis for judgment. The review and approval institution shall promptly remind and supervise the business department to fulfill the filing or consideration and approval procedures of related party transactions in accordance with the Bank's requirements.
- (III) In case of any material related party transaction and other related party transaction that should be approved by the Board of Directors or the shareholders' general meeting, each business department shall submit a proposal to the Risk Management and Related Party Transactions Control Committee, the Board of Directors and the shareholders' general meeting (if necessary) for review in accordance with the provisions of Paragraph 2 of Article 50 of these Measures and applicable regulatory rules.

Article 61 Related party transaction management identified by the Hong Kong Stock Exchange.

- (I) Fully exempted related party transactions and fully exempted continuing related party transactions are submitted to the Bank for approval in accordance with the Bank's internal authorization procedures, submitted to the Business Review and Approval Department for review and confirmed by the leading department of related party transaction management, and then submitted to the Risk Management and Related Party Transactions Control Committee for filing.
- (II) Partially exempted related party transactions and partially exempted continuing related party transactions shall be submitted to the Board of Directors for approval in accordance with the procedures for the consideration of material related party transactions under these Measures, and shall be subject to reporting, annual review (if applicable) and announcement procedures in accordance with the Hong Kong Listing Rules.

- (III) Non-exempt related party transactions and non-exempt continuing related party transactions are required to be submitted to the shareholders' general meeting for approval after the submission to the Board of Directors for approval. Before submission to the shareholders' general meeting for approval, the independent directors shall advise the shareholders as to whether the terms of the relevant transaction or arrangement are fair and reasonable, whether they are on normal commercial terms or on better terms in the ordinary and usual course of business of the Bank, whether the relevant transaction or arrangement is in the interests of the Bank and the shareholders of the Bank as a whole, and how to vote in respect of the relevant transaction or arrangement. The independent financial adviser appointed by the Bank, which is acceptable to the Hong Kong Stock Exchange, will make recommendations to the independent directors and the shareholders as to whether the terms of the relevant transaction or arrangement are fair and reasonable, whether it is on normal commercial terms or on better terms in the ordinary and usual course of business of the Bank and whether it is in the interests of the Bank and the shareholders of the Bank as a whole and will advise the shareholders as to how to vote. The Bank will comply with the reporting and announcement, shareholders' circular, independent shareholders' approval and other relevant procedures in accordance with the Hong Kong Listing Rules.
- (IV) Pursuant to the Hong Kong Listing Rules, the Bank is required to enter into an annual cap on continuing related party transactions, which should be expressed in currency and determined with reference to the Bank's past transactions and data, or based on reasonable assumptions if the Bank has not entered into such transactions in the past; and the annual cap should be submitted to the shareholders' general meeting for approval (if necessary). In actual implementation, if it is expected that the annual cap will be exceeded or the terms of the agreement will be substantially revised, the Bank is required to re-comply with the announcement and the approval procedures of the shareholders' general meeting (if necessary) in advance.

Section V Management Procedures for Related Party Transactions of Subsidiaries

Article 62 The Bank's holding subsidiaries shall, based on the list of related parties of the Head Office, take the initiative to identify the related party transaction matters with the related parties of the Head Office in the course of business, and promptly report to the cross-departmental related party transaction office for filing, and the cross-departmental related party transaction office, after receiving the filing of the subsidiaries, shall promptly report to the Risk Management and Related Party Transactions Control Committee under the Board of Directors for filing.

Article 63 Each subsidiary shall, in light of its own situation, enhance the level of automation of management and accuracy of information, and properly keep the text of the related party transaction contract and relevant information of the department to ensure the compliance of related party transactions.

Section VI Prohibition on Related Party Transactions

Article 64 The Bank's related party shall not evade the internal review and external supervision of related party transactions and the obligation to report and disclose related party transactions by concealing the related party relationship and other improper means.

Article 65 The Bank shall not evade the approval or supervision requirements for material related party transactions by covering up related party relationships, splitting transactions, and other concealed ways.

The Bank shall not use various nested transactions to lengthen the financing chain, obscure the essence of business or evade regulatory regulations, nor shall it illegally raise funds, transfer assets, make idle arbitrage, conceal risks, etc. for shareholders and their related parties.

Article 66 The Bank shall not directly provide funds to related parties through interbank, wealth management, off balance sheet and other businesses, breaking the proportion limit or violating regulations.

The Bank shall not extend credit to a related party on terms that are superior to those offered to other similar non-related party customers.

The Bank shall not accept shares in the Bank as the collaterals for loans.

The Bank shall not provide guarantee for financing activities of related parties (including contingencies equivalent to guarantees), except in the case where related parties provide full counter-guarantee with certificates of deposit or government bonds.

If the provision of credit extension by the Bank to related parties results in any loss, the Bank shall not provide such related party with any further credit extension within two years from the date of discovery of the loss, except for credit extension as approved by the Board of the Bank for the purpose of reducing any losses which have arisen from the earlier credit extension.

Article 67 The credit balance granted to a related party by the Bank shall not exceed 10% of the Bank's net capital at the end of the last quarter, the aggregate credit balance granted to a related corporate or unincorporated organisation by the Bank shall not exceed 15% of the Bank's net capital at the end of the last quarter, and the credit balance granted to all related parties by the Bank shall not exceed 50% of the Bank's net capital at the end of the last quarter.

When calculating the balance of credit extension, the amount of cash deposits and pledged bank certificates of deposit and government bonds provided by the related party when the credit extension is granted may be deducted.

The Bank shall comply with relevant regulations on inter-bank business when carrying out inter-bank business with related parties. The inter-bank business carried out between the Bank and domestic and overseas related party banks may not be subject to the proportions listed in Paragraph 1 of this Article and the Standards for Material Related Party Transactions under these Measures.

Article 68 The Bank shall not engage any accounting firm, professional evaluation institution or law firm under the control of a related party to provide audit, evaluation and other services to the Bank.

Article 69 Shareholders or their controlling shareholders, de facto controllers, directors and senior management who have violated the above provisions in related party transactions shall be penalized in accordance with the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions and other relevant regulations; other internal staff shall be penalized in accordance with the Bank's relevant rules and regulations.

Section VII Reporting and Disclosure of Related Party Transactions Recognized by the National Financial Regulatory Administration

Article 70 The Bank and the Bank's related parties shall, in accordance with the National Administration of Financial Regulation and the relevant provisions of these Measures, report and disclose information on related party transactions in a truthful, accurate, complete and timely manner, without any false record, misleading statement or material omission.

Article 71 Each department shall report to the National Financial Regulatory Administration or its dispatched agencies on a transaction-by-transaction basis within 15 business days after signing the following transaction agreements:

- (i) Significant related party transactions;
- (ii) The signing, renewal or material change of a unified transaction agreement;
- (iii) Other transactions required to be reported by the National Financial Regulatory Administration.

Article 72 The Internal Control and Compliance Department shall, in accordance with the relevant provisions of the National Financial Regulatory Administration, compile quarterly statistics on the amount and proportion of all related party transactions, and report the relevant information on related party transactions to the National Financial Regulatory Administration or its dispatched agencies through the information system related to related party transactions supervision within 30 days after the end of each quarter.

Article 73 The Board of Directors of the Bank shall make a special report on the overall situation of related party transactions at the shareholders' general meeting every year and submit it to the National Financial Regulatory Administration or its dispatched agencies.

Article 74 The Bank shall disclose information on related party transactions on the Company's website and disclose the overall situation of related party transactions for the year in the Company's annual report. Related party transactions that are required to be reported on a transaction-by-transaction basis in accordance with the provisions of these Measures shall be disclosed on a transaction-by-transaction basis within 15 working days after the signing of the transaction agreement, and general related party transactions shall be disclosed on a consolidated basis by type of transaction within 30 days after the end of each quarter.

The content of disclosure on a transaction-by-transaction basis includes:

- (i) Overview of the related party transaction and the subject matter of the transaction.
- (ii) Information on the counterparty, including the basic information of the connected natural person, the name, economic nature or type, main business or business scope, legal representative, place of registration, registered capital and its changes of the connected legal person or unincorporated organization, and the existence of the connected relationship with the Bank.
- (iii) Pricing policy.
- (iv) Amount of related party transactions and the corresponding ratio.

- (v) Resolutions of the shareholders' general meeting and the Board of Directors, and opinions or resolutions of the Risk Management and Related Party Transactions Control Committee.
- (vi) Opinions expressed by independent directors.
- (vii) Other matters deemed necessary to be disclosed by the National Financial Regulatory Administration.

The consolidated disclosure shall include the types of related party transactions, transaction amounts and the implementation of the corresponding regulatory ratios.

Article 75 The following related party transactions conducted by the Bank shall be exempted from consideration and disclosure in accordance with the manner of related party transactions:

- (i) Related party transactions with connected natural persons with a single transaction amount of less than RMB500,000 or with connected legal persons with a single transaction amount of less than RMB5 million, and the cumulative amount after the transaction does not meet the criteria for significant related party transactions;
- (ii) Subscription in cash by one party of shares, corporate bonds or enterprise bonds, convertible bonds or other derivatives publicly issued by the other party;
- (iii) Demand deposit business;
- (iv) Transactions between the legal person and the Bank, where such natural person serving as an independent director of a banking and insurance institution and another legal person at the same time and without other circumstances constituting a related party;
- (v) The pricing of the transactions is regulated by the State;
- (vi) Other circumstances recognized by the National Financial Regulatory Administration.

Article 76 Each of the relevant departments and branches shall cooperate with the leading department for the management of related party transactions to complete the disclosure of information, data statistics and reporting of related party transactions, and shall be responsible for the truthfulness, completeness, accuracy and timeliness of the data and materials disclosed and reported on the related party transactions of their own institutions, departments or lines.

Article 77 Each of the business departments and each branches shall, taking into account the business development and management situation, put forward system construction and optimization requirements, realize the docking and information interaction between the business or management system and the related party transactions management system, so as to realize the automatic statistical reporting of related party transactions data and other functions, enhance the level of automation of management and accuracy of information, and properly keep the text of the institution's related party transactions contracts and related information, so as to ensure that the related party transactions are carried out in a compliant manner.

Article 78 If the information on the Bank's related party transaction involves state secrets, commercial secrets or other circumstances recognized by the National Financial Regulatory Administration, the Bank may apply to the National Financial Regulatory Administration for exemption from disclosure or fulfillment of relevant obligations.

Section VIII Reporting and Disclosure of Related Party Transactions Recognized by the Stock Exchange

Article 79 According to the Hong Kong Listing Rules, related party transactions are categorized into related party transactions fully exempted from disclosure, related party transactions partially exempted from disclosure and related party transactions not exempted from disclosure:

- (i) Related party transactions fully exempted from disclosure refer to related party transactions that are permitted to be exempt from the compliance with all provisions under the Hong Kong Listing Rules regarding the reporting, announcement and independent shareholder's approval. Such related party transactions shall be conducted on normal commercial terms and in compliance with the requirements for de minimis disclosure exemption, which shall mean that all the applicable size test percentage ratios (other than profit ratio) are: (1) less than 0.1% (or, 1%, if the other party to the transaction is a subsidiary bank or a related party at the subsidiary level of the Company); or (2) less than 5% and the total consideration is less than HKD3 million.

- (ii) Related party transactions partially exempted from disclosure are related party transactions that are subject to the relevant provisions under the Hong Kong Listing Rules regarding the reporting and announcement. Such related party transactions shall be conducted on normal commercial terms and in compliance with the test ratio requirements, which shall mean that all the applicable size test percentage ratios (other than profit ratio) are (1) less than 5%; or (2) less than 25% and the total consideration is less than HKD10 million.
- (iii) Related party transactions not exempted from disclosure are related party transactions that are subject to the relevant provisions under the Hong Kong Listing Rules regarding the reporting, announcement and independent shareholders' approval. If any of the applicable size test percentage ratios (other than profit ratio) is above 5%, the relevant related party transactions are related party transactions not exempted from disclosure.

Article 80 The Bank shall disclose in its annual report and accounts following related party transactions the related party transactions situation submitted to the Board of Directors and/or the shareholders' general meeting for approval during the reporting period, including in particular the date of the transaction, a description of the parties to the transaction and their connected relationship with each other, a brief description of the transaction and its purpose, the total consideration and its terms (including, where applicable, the interest rate, the repayment period and the collateral) as well as the nature and extent of the related party's interest in the transaction. The independent directors and accountants are also required to confirm and explain in the annual report, if necessary, in accordance with the Hong Kong Listing Rules, the continuing related party transactions in respect of the previous year's transactions.

If the Bank discloses in the annual report the information on any related party transaction under the accounting standards adopted in the preparation of the financial statements, the Bank must specify whether the transaction is a related party transaction and whether it has complied with the requirements for related party transactions. The Bank shall strictly implement the regulatory requirements on the disclosure of information on related party transactions, disclose in a complete and truthful manner matters relating to related parties and related party transactions within the prescribed timeframe, and proactively accept the supervision of the public.

CHAPTER IV INSPECTION AND SUPERVISION

- Article 81** Departments and branches that have the obligation to report related party transactions under the provisions of these Measures shall report the relevant related party transaction data and supporting information in a timely, accurate and complete manner in accordance with the requirements of the regulatory report, and if any loss is caused to the Bank due to its false reporting or material omission, the relevant institutions and personnel shall be held accountable and dealt with in accordance with the relevant methods such as the treatment of employee violations.
- Article 82** The Internal Audit Department of the Bank shall conduct special audits of related party transactions at least once a year and report the audit results to the Board of Directors.
- Article 83** The relevant business management departments of the Head Office of the Bank are responsible for inspecting and supervising the management of related party transactions throughout the Bank on a regular or irregular basis in accordance with their respective duties. Each department is required to strengthen source management, carry out data quality spot checks at least once every six months, continuously improve data quality, ensure the truthfulness, accuracy, completeness and timeliness of the data on related party transactions, and carry out comprehensive self-inspection and rectification of the reported data in the supervisory information system on related party transactions at least once a year to ensure that the data on stock is true, accurate and complete.
- Article 84** The Internal Control and Compliance Department shall have the right to inspect and supervise the implementation of this system.
- Article 85** In the event of a significant risk matter relating to related party transactions, the Head Office department or branch office that is aware of the situation shall promptly report the matter to the Risk Management and Related Party Transactions Control Committee of the Board of Directors through the line department of the Head Office and with the assistance of the Internal Control and Compliance Department.
- Article 86** Each of the departments and branches of the Head Office shall be responsible for the implementation of the inspection and rectification of related party transactions and other specific work. The leading department for the management of related party transactions shall supervise the rectification.

Article 87 The Bank shall comply with the Hong Kong Listing Rules and, in respect of partially-exempt continuing related party transactions and non-exempt continuing related party transactions, the auditor shall write to the Board of Directors of the Bank annually (with a copy of the letter to be forwarded to the Hong Kong Stock Exchange at least 10 business days before the printing of the Bank's annual report) confirming the following matters:

- (i) Such transactions have been approved by the Board of Directors of the Bank;
- (ii) Where the supply of goods or services by the Bank is involved, the transactions have followed the Bank's pricing policy;
- (iii) The transactions were carried out in accordance with the terms of the agreements governing the transactions;
- (iv) The transactions have not exceeded the caps disclosed in previous announcements or circulars.

Article 88 In case of failure to report related parties in accordance with the regulations and violation of the regulations in carrying out related party transactions, the Bank will be held accountable in accordance with the relevant regulations of the regulatory authorities and the Harbin Bank Employee Violation Handling and Accountability Management Measures; if such violations constitute a crime, they shall be investigated for criminal responsibility according to law.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 89 The Board of Directors is responsible for the formulation, interpretation and amendment of these Measures.

Article 90 These Measures will come into effect upon being approved at the shareholders' general meeting.

Article 91 These Measures is a one-tier system.

NOTICE OF 2025 ANNUAL 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 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (“AGM”) of Harbin Bank Co., Ltd. (the “Bank”) will be held at Conference Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, China, at 9:00 a.m. on Tuesday, 30 June 2026 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 Bank dated 9 June 2026 (the “Circular”) unless otherwise stated:

ORDINARY RESOLUTIONS

1. To consider and approve the “Proposal on the 2025 Work Report of the Board of Directors”.
2. To consider and approve the “Proposal on the 2025 Profit Distribution Plan”.
3. To consider and approve the “Proposal on the 2025 Annual Report”.
4. To consider and approve the “Proposal on the Re-appointment of Auditors for 2026”.
5. To consider and approve the “Proposal on the 2025 Report on the Management of Related Party Transactions”.
6. To consider and approve the “Proposal on the Amendments to the Administrative Measures for the Related Party Transactions of Harbin Bank Co., Ltd.”.

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

Harbin, China
9 June 2026

* 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 ANNUAL GENERAL MEETING

Notes:

1. Additional information on the 2025 work report of the Board of Directors and the 2025 report on the management of related party transactions referred to in Resolutions No. 1 and 5 are set out in Annex A, and Annex B to the Circular, respectively. Details of the other resolutions are set out in Appendix I, Appendix C1 and Appendix C2 of the Circular.

2. **Closure of register of members**

In order to determine the Shareholders who are entitled to attend and vote at the AGM, the H share register of members of the Bank will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026 (both days inclusive), during which period no share transfer will be registered. The record date for determining the eligibility of shareholders to attend and vote at the AGM is Tuesday, 30 June 2026. The H Shareholders who intend to attend and vote at the AGM must lodge all the transfer documents together with the relevant H share certificates with the Bank'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 Wednesday, 24 June 2026.

3. **Registration procedures for attending the AGM**

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 AGM is entitled to appoint one or more persons (whether such person is a Shareholder or not) as his/her proxy or proxies to attend and vote on his/her behalf.

The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorised in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other documents of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together with the instrument appointing the proxy at Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Bank's Board 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 Bank's Board of Directors' Office (for Domestic Shareholders) not less than 24 hours before the designated time for the holding of the AGM 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 AGM 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 2025 ANNUAL 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, each resolution set out in this notice will be voted by poll. Results of the poll voting will be published on the Bank's website at www.hrbb.com.cn and the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.

6. Other business

The AGM 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 Bank comprises Mr. Deng Xinquan and Mr. Yao Chunhe as executive directors; Mr. Zhang Xianjun, Mr. Liu Peiwei, Mr. Cheng Shuai and Mr. Jia Haining as non-executive directors; and Mr. Jin Qinglu, Mr. Chen Ming and Ms. Leung Sau Fan, Sylvia as independent non-executive directors.