

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Harbin Bank Co., Ltd.

哈爾濱銀行股份有限公司*

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

(Stock Code: 6138)

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The Board hereby announces that the resolution in relation to the proposed amendments to the Articles of Association has been passed at a meeting of the Board held on 27 October 2017. The Proposed Amendments are subject to the approval by the shareholders at the general meeting of the Bank by way of a special resolution as well as the approval by the China Banking Regulatory Commission Heilongjiang Bureau.

A circular of the Bank containing detailed information of the Proposed Amendments will be dispatched to the shareholders in due course.

The board of directors of Harbin Bank Co., Ltd. (the “**Bank**”) (the “**Board**”) hereby announces that pursuant to the principles and relevant requirements as set out in the official documents including the *Guiding Opinions on Deepening the Reform of State-owned Enterprises* (《關於深化國有企業改革的指導意見》), the *Certain Opinions on Upholding the Party's Leadership and Strengthening the Party Construction in Deepening the Reform of State-owned Enterprises* (《關於在深化國有企業改革中堅持黨的領導加強黨的建設的若干意見》) and the *Notice regarding the Promotion of the Incorporation of Party Building Works into the Articles of Associations of State-owned Enterprises* (《關於扎實推動國有企業黨建工作要求寫入公司章程的通知》), the Bank proposed to make relevant amendments (the “**Proposed Amendments**”) to the Articles of Association of Harbin Bank Co., Ltd. which are currently in effect, the Articles of Association of Harbin Bank Co., Ltd. (Draft Version) which will come into effect after the listing of the A shares, the Articles of Association of Harbin Bank Co., Ltd. (Draft Version) which will come into effect after the issuance of preference shares, and the Articles of Association of Harbin Bank Co., Ltd. (Draft Version) which will come into effect after the issuance of preference shares and the listing of A shares (hereinafter referred to the “**Articles of Association**”, collectively).

The Proposed Amendments have been approved at a meeting of the Board held on 27 October 2017, details of which are as follows (new addition shown by way of underline):

I. the Articles of Association, currently in effect

Original Articles	Articles after Proposed Amendments
None (Newly Added Article)	<p>Article 16 <u>In accordance with the relevant regulations of the Constitution of the Communist Party of China and the Company Law of China, organizations of the Communist Party of China (hereinafter the “Party”) shall be established; the Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.</u></p>
None (Newly Added Article)	<p><u>Chapter 12 Party Organization (Party Committee)</u></p> <p>Article 279 <u>The Committee of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Party Committee”) shall be established and the commission for discipline inspection of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Discipline Inspection Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. One secretary to the Discipline Inspection Committee shall be established, and the number of deputy secretaries and other members of the Discipline Inspection Committee shall be established according to the approval by higher-level Party organizations. The chairman of the Board of Directors of the Bank and the secretary to the Party Committee shall be the same person, and a member of the Party Committee shall be designated to assist the secretary to the Party Committee in carrying out Party-building work. Eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures.</u></p>

Original Articles	Articles after Proposed Amendments
None (Newly Added Article)	<p>Article 280 <u>The Party Committee shall, in accordance with the Constitution of the Communist Party of China and other internal laws and regulations of the Party, perform the following duties: (1) Ensure and supervise the Bank’s implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations; (2) Strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, focusing on standards, procedure, evaluation, recommendation and supervision, uphold the integration of the principle that the Party manages the officials with the function of the Board of Directors in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management; (3) Research and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders’ general meeting, the Board of Directors, the Board of Supervisors and the senior management of the Bank in performing their duties in accordance with law and support the Congress of Employees in carrying out its work; (4) Assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank’s ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Bank and the Communist Youth League, lead the construction of the Party’s working style and its clean and honest administration, and support the Party discipline inspection commissions in earnestly performing its supervisory responsibilities; (5) Strengthen the building of the Bank’s grassroots Party organizations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Bank; (6) Other material matters that fall within the duty of the Party Committee.</u></p>
None (Newly Added Article)	<p>Articles 281 <u>The opinions of the Party Committee shall be heard before the Board of Directors decides on material issues of the Bank.</u></p>

II. the Articles of Association (Draft Version), which will come into effect after the listing of A shares

Original Articles	Articles after Proposed Amendments
None (Newly Added Article)	<p>Article 16 <u>In accordance with the relevant regulations of the Constitution of the Communist Party of China and the Company Law of China, organizations of the Communist Party of China (hereinafter the “Party”) shall be established; the Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.</u></p>
None (Newly Added Article)	<p><u>Chapter 12 Party Organization (Party Committee)</u></p> <p>Article 287 <u>The Committee of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Party Committee”) shall be established and the commission for discipline inspection of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Discipline Inspection Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. One secretary to the Discipline Inspection Committee shall be established, and the number of deputy secretaries and other members of the Discipline Inspection Committee shall be established according to the approval by higher-level Party organizations. The chairman of the Board of Directors of the Bank and the secretary to the Party Committee shall be the same person, and a member of the Party Committee shall be designated to assist the secretary to the Party Committee in carrying out Party-building work. Eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures.</u></p>

Original Articles	Articles after Proposed Amendments
None (Newly Added Article)	<p>Article 288 <u>The Party Committee shall, in accordance with the Constitution of the Communist Party of China and other internal laws and regulations of the Party, perform the following duties: (1) Ensure and supervise the Bank's implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations; (2) Strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, focusing on standards, procedure, evaluation, recommendation and supervision, uphold the integration of the principle that the Party manages the officials with the function of the Board of Directors in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management; (3) Research and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders' general meeting, the Board of Directors, the Board of Supervisors and the senior management of the Bank in performing their duties in accordance with law and support the Congress of Employees in carrying out its work; (4) Assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank's ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Bank and the Communist Youth League, lead the construction of the Party's working style and its clean and honest administration, and support the Party discipline inspection commissions in earnestly performing its supervisory responsibilities; (5) Strengthen the building of the Bank's grassroots Party organizations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Bank; (6) Other material matters that fall within the duty of the Party Committee.</u></p>
None (Newly Added Article)	<p>Articles 289 <u>The opinions of the Party Committee shall be heard before the Board of Directors decides on material issues of the Bank.</u></p>

III. the Articles of Association (Draft Version), which will come into effect after the issuance of preference shares

Original Articles	Articles after Proposed Amendments
None (Newly Added Article)	<p>Article 16 <u>In accordance with the relevant regulations of the Constitution of the Communist Party of China and the Company Law of China, organizations of the Communist Party of China (hereinafter the “Party”) shall be established; the Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.</u></p>
None (Newly Added Article)	<p><u>Chapter 12 Party Organization (Party Committee)</u></p> <p>Article 278 <u>The Committee of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Party Committee”) shall be established and the commission for discipline inspection of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Discipline Inspection Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. One secretary to the Discipline Inspection Committee shall be established, and the number of deputy secretaries and other members of the Discipline Inspection Committee shall be established according to the approval by higher-level Party organizations. The chairman of the Board of Directors of the Bank and the secretary to the Party Committee shall be the same person, and a member of the Party Committee shall be designated to assist the secretary to the Party Committee in carrying out Party-building work. Eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures.</u></p>

Original Articles	Articles after Proposed Amendments
None (Newly Added Article)	<p>Article 279 <u>The Party Committee shall, in accordance with the Constitution of the Communist Party of China and other internal laws and regulations of the Party, perform the following duties: (1) Ensure and supervise the Bank’s implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations; (2) Strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, focusing on standards, procedure, evaluation, recommendation and supervision, uphold the integration of the principle that the Party manages the officials with the function of the Board of Directors in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management; (3) Research and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders’ general meeting, the Board of Directors, the Board of Supervisors and the senior management of the Bank in performing their duties in accordance with law and support the Congress of Employees in carrying out its work; (4) Assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank’s ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Bank and the Communist Youth League, lead the construction of the Party’s working style and its clean and honest administration, and support the Party discipline inspection commissions in earnestly performing its supervisory responsibilities; (5) Strengthen the building of the Bank’s grassroots Party organizations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Bank; (6) Other material matters that fall within the duty of the Party Committee.</u></p>
None (Newly Added Article)	<p>Articles 280 <u>The opinions of the Party Committee shall be heard before the Board of Directors decides on material issues of the Bank.</u></p>

IV. the Articles of Association (Draft Version), which will come into effect after the issuance of preference shares and the listing of A shares

Original Articles	Articles after Proposed Amendments
None (Newly Added Article)	<p>Article 16 <u>In accordance with the relevant regulations of the Constitution of the Communist Party of China and the Company Law of China, organizations of the Communist Party of China (hereinafter the “Party”) shall be established; the Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.</u></p>
None (Newly Added Article)	<p><u>Chapter 12 Party Organization (Party Committee)</u></p> <p>Article 287 <u>The Committee of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Party Committee”) shall be established and the commission for discipline inspection of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Discipline Inspection Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. One secretary to the Discipline Inspection Committee shall be established, and the number of deputy secretaries and other members of the Discipline Inspection Committee shall be established according to the approval by higher-level Party organizations. The chairman of the Board of Directors of the Bank and the secretary to the Party Committee shall be the same person, and a member of the Party Committee shall be designated to assist the secretary to the Party Committee in carrying out Party-building work. Eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures.</u></p>

Original Articles	Articles after Proposed Amendments
None (Newly Added Article)	<p>Article 288 <u>The Party Committee shall, in accordance with the Constitution of the Communist Party of China and other internal laws and regulations of the Party, perform the following duties: (1) Ensure and supervise the Bank’s implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations; (2) Strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, focusing on standards, procedure, evaluation, recommendation and supervision, uphold the integration of the principle that the Party manages the officials with the function of the Board of Directors in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management; (3) Research and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders’ general meeting, the Board of Directors, the Board of Supervisors and the senior management of the Bank in performing their duties in accordance with law and support the Congress of Employees in carrying out its work; (4) Assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank’s ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Bank and the Communist Youth League, lead the construction of the Party’s working style and its clean and honest administration, and support the Party discipline inspection commissions in earnestly performing its supervisory responsibilities; (5) Strengthen the building of the Bank’s grassroots Party organizations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Bank; (6) Other material matters that fall within the duty of the Party Committee.</u></p>
None (Newly Added Article)	<p>Articles 289 <u>The opinions of the Party Committee shall be heard before the Board of Directors decides on material issues of the Bank.</u></p>

Save as disclosed above, the contents of the remaining Chapters and Articles of the above Articles of Association shall remain unchanged, and the original numbering of the Chapters and Articles shall be adjusted accordingly as a result of the above Proposed Amendments.

The Proposed Amendments are subject to the approval by the shareholders at the general meeting of the Bank by way of a special resolution as well as the approval by the China Banking Regulatory Commission Heilongjiang Bureau.

A circular of the Bank containing detailed information of the Proposed Amendments will be dispatched to the shareholders in due course.

By order of the Board of Directors
Harbin Bank Co., Ltd.
Guo Zhiwen
Chairman

Harbin, the PRC, 27 October 2017

As at the date of this announcement, the Board of Directors of the Bank comprises Guo Zhiwen and Liu Zhuo, as executive directors; Zhang Taoxuan, Chen Danyang, Cui Luanyi, Ma Pao-Lin and Peng Xiaodong, as non-executive directors; Zhang Shengping, He Ping, Du Qingchun, Wan Kam To and Kong Siu Chee, as independent non-executive directors.

* *Harbin Bank Co., Ltd. is not an authorized 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 authorized to carry on banking/deposit-taking business in Hong Kong.*