
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult our stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Harbin Bank Co., Ltd., you should at once hand this circular and the proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

**PROPOSAL ON THE ACQUISITION OF CHENGDU QINGBAIJIANG
RONGXING VILLAGE
AND TOWNSHIP BANK AND ITS CONVERSION TO A SUB-BRANCH
AND
NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING**

The Company will convene the EGM at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China at 9:00 a.m. on Friday, 29 May 2026. The notice convening the EGM is set out on pages 5 to 7 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. For H Shareholders, the proxy form should be returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, Tel: 852-2862 8555), in any event served by hand, by post or by fax not less than 24 hours before the time stipulated for convening the EGM. For Domestic Shareholders, the proxy form should be returned to the Company's Board of Directors Office (No. 888 Shangjiang Street, Daoli District, Harbin 150010, Heilongjiang Province, China, Tel: 86-451-86779933), in any event served by hand, by post or by fax not less than 24 hours before the time stipulated for convening the EGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM if you so wish. This circular has been prepared in Chinese with English translation. In case of any discrepancies, the Chinese version shall prevail over the English translation.

* *Harbin Bank Co., Ltd. is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking/deposit-taking business in Hong Kong.*

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DEFINITIONS

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

“Board”	the board of directors of the Company
“Chengdu Qingbaijiang Rongxing Village and Township Bank” or “Target Enterprise”	Chengdu Qingbaijiang Rongxing Village and Township Bank Co., Ltd. (成都青白江融興村鎮銀行有限責任公司), which was initiated and established by the Company in September 2017
“Company”	Harbin Bank Co., Ltd. (哈爾濱銀行股份有限公司), a joint stock company incorporated in the PRC on 25 July 1997 with limited liability in accordance with the Company Law of the PRC (《中華人民共和國公司法》), and the H Shares of which are listed on the Hong Kong Stock Exchange (stock code: 6138)
“Director(s)”	the director(s) of the Company
“EGM”	the 2026 second extraordinary general meeting or any adjourned meeting of the Company to be held at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China at 9:00 a.m. on Friday, 29 May 2026
“Group” or “Bank”	the Company and all of its subsidiaries and branches
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise revised from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	6 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“PRC” or “China”	the People’s Republic of China, for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	Domestic Share(s) and/or H Share(s) of the Company
“Shareholder(s)”	holder(s) of Share(s)



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

8 May 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSAL ON THE ACQUISITION OF CHENGDU QINGBAIJIANG
RONGXING VILLAGE
AND TOWNSHIP BANK AND ITS CONVERSION TO A SUB-BRANCH
AND
NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with detailed information regarding, among others, the (1) proposal on the acquisition of Chengdu Qingbaijiang Rongxing Village and Township Bank and its conversion to a sub-branch; and (2) a notice convening the EGM, so as to enable you to make informed decisions on whether to vote for or against the relevant resolution to be proposed at the EGM.

LETTER FROM THE BOARD

2. PROPOSAL ON THE ACQUISITION OF CHENGDU QINGBAIJIANG RONGXING VILLAGE AND TOWNSHIP BANK AND ITS CONVERSION TO A SUB-BRANCH

(1) Overview

In order to implement the spirit of the Central Financial Work Conference and the relevant opinions and requirements of the regulatory authorities, further consolidate operating resources and enhance its financial service capabilities for regional economic development, the Company intends to acquire Chengdu Qingbaijiang Rongxing Village and Township Bank by way of absorption merger and convert it into a sub-branch of the Company.

(2) Basic Information on the Target Enterprise

Chengdu Qingbaijiang Rongxing Village and Township Bank was initiated and established by the Company in September 2017, with a registered capital of RMB100 million. The Company holds 70% of its shares.

(3) Method and Scope of the Acquisition

The Company will absorb and merge Chengdu Qingbaijiang Rongxing Village and Township Bank through acquiring the equity interests held by other shareholders and convert it into a sub-branch of the Company, thereby dissolving and revoking its legal person status, with all assets, liabilities, businesses, personnel, and other rights and obligations of the village and township bank to be assumed by the Company.

To implement the aforementioned absorption merger and conversion into a sub-branch, based on the asset valuation results, the Company will determine the payment of consideration to other shareholders of the village and township bank in accordance with laws and regulations.

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

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

As the financial statements of Chengdu Qingbaijiang Rongxing Village and Township Bank have already been consolidated into the Company's financial statements, the above matter will not have any material impact on the Company's financial condition or operating results. Furthermore, it does not involve any changes to the Company's name, registered capital, shareholders, or shareholding structure and will not prejudice the interests of the Company or its Shareholders.

LETTER FROM THE BOARD

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

(5) Authorization

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

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

The term of the aforesaid authorization shall be from the date of consideration and approval at the shareholders' meeting to the date of completion of the matters relating to the aforesaid acquisition, absorption and merger and conversion to a sub-branch.

The above proposal on the acquisition of Chengdu Qingbaijiang Rongxing Village and Township Bank and its conversion to a sub-branch is hereby submitted to the EGM for consideration and approval by way of a special resolution.

LETTER FROM THE BOARD

3. THE EGM

The Company will convene the EGM at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China at 9:00 a.m. on Friday, 29 May 2026. The notice convening the EGM is set out on pages 5 to 7 of this circular. The proxy form for use at the EGM is also enclosed herewith.

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

4. VOTING BY POLL

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

5. RECOMMENDATION

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

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

NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING



哈爾濱銀行股份有限公司*
Harbin Bank Co., Ltd.*

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

NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 second extraordinary general meeting (“**EGM**”) of Harbin Bank Co., Ltd. (the “**Company**”) will be held at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, the People's Republic of China (the “**PRC**”) at 9:00 a.m. on Friday, 29 May 2026 for the purposes of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

1. To consider and approve proposal on the acquisition of Chengdu Qingbaijiang Rongxing Village and Township Bank and its conversion to a sub-branch.

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

Harbin, the PRC, 8 May 2026

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NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING

Notes:

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

2. Closure of register of members

In order to determine the Shareholders who are entitled to attend and vote at the EGM, the H share register of members of the Company will be closed from Saturday, 23 May 2026 to Friday, 29 May 2026 (both days inclusive). The record date for determining the qualifications of shareholders to attend and vote at the EGM is Friday, 29 May 2026. The H Shareholders who intend to attend and vote at the EGM shall lodge all the transfer documents accompanied by the relevant H share certificates with the Company's H share registrar, Computershare Hong Kong Investor Services Limited (address: Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) not later than 4:30 p.m. on Friday, 22 May 2026.

3. Registration procedures for attending the EGM

Individual Shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual Shareholders shall produce their effective proof of identity and proxy form. A corporate Shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed a proxy to attend the meeting, the proxy should produce his/her identity card and an authorisation instrument duly signed by the legal representative of the corporate Shareholder.

4. Proxy

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

The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorised in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other documents of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together with the instrument appointing the proxy at Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Company's Board of Directors' Office (for Domestic Shareholders).

To be valid, the proxy form together with the power of attorney or other authorisation document (if any) signed by the authorised person or certified by a notary must be delivered to Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Company's Board of Directors' Office (for Domestic Shareholders) not less than 24 hours before the designated time for the holding of the EGM or any adjourned meeting thereof.

Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the EGM or any adjourned meeting thereof if he/she so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING

5. Publication of poll results

Pursuant to the Hong Kong Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, the resolution set out in this notice will be voted by poll. Results of the poll voting will be published on the Company's website at www.hrbb.com.cn and the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.

6. Other business

The EGM is estimated to last no longer than half a day. Shareholders who attend the EGM in person or by proxy shall bear their own traveling, dining and accommodation expenses.

As at the date of this notice, the board of the Company comprises 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.