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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 EXTENSION OF THE VALIDITY PERIOD OF THE
RESOLUTION OF SHAREHOLDERS' GENERAL MEETING IN RESPECT
OF THE NON-PUBLIC ISSUANCE OF OFFSHORE PREFERENCE SHARES
AND
PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE
AUTHORISATION TO THE BOARD AND THE PERSONS AUTHORISED
BY THE BOARD TO DEAL WITH ALL MATTERS RELATING TO THE
ISSUANCE OF OFFSHORE PREFERENCE SHARES**

I. PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTION OF SHAREHOLDERS' GENERAL MEETING IN RESPECT OF THE NON-PUBLIC ISSUANCE OF OFFSHORE PREFERENCE SHARES

In accordance with the Company Law, the Securities Law, the State Council Guidance Opinion, the Capital Management Rules, the Joint Guidance Opinion, the Hong Kong Listing Rules and other relevant laws, administrative regulations and normative documents and with reference to the Administrative Measures on Preference Shares, the Bank formulated relevant plan for non-public issuance of Offshore Preference Shares. The Proposal on Non-public Issuance of Offshore Preference Shares by the Bank was considered and approved at each of the 2017 first extraordinary general meeting, the 2017 first domestic shareholders' class meeting and the 2017 first H shareholders' class meeting of the Bank on 10 February 2017. According to the resolution approved at the 2017 first extraordinary general meeting, the 2017 first domestic shareholders' class meeting and the 2017 first H shareholders' class meeting, respectively (the "**Resolution**"), the validity period of the Offshore Issuance Plan as well as the Resolution is 36 months from the date being considered and approved at the 2017 first extraordinary general meeting.

As at the date of this announcement, the issuance of Offshore Preference Shares is still subject to the approval by the CSRC. As the validity period of the Resolution is going to expire and in order to ensure the continuity and effectiveness of the work related to the issuance of Offshore Preference Shares, the Board considered and approved the Proposal on the Extension of the Validity Period of the Resolution of Shareholders' General Meeting in respect of the Non-Public Issuance of Offshore Preference Shares on 21 March 2019, and resolved to submit this proposal to the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting for consideration and approval, respectively. The validity period to be extended in respect of the Resolution as well as the Offshore Issuance Plan shall be 12 months from the date when it is considered and approved by the AGM.

For further details of the Offshore Issuance Plan, please refer to the circular of the Bank dated 23 December 2016.

II. PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE AUTHORISATION TO THE BOARD AND THE PERSONS AUTHORISED BY THE BOARD TO DEAL WITH ALL MATTERS RELATING TO THE ISSUANCE OF OFFSHORE PREFERENCE SHARES

The Proposal on the Authorisation to the Board and the Persons Authorised by the Board to Deal with All Matters Relating to the Issuance of Offshore Preference Shares was considered and approved at each of the 2017 first extraordinary general meeting, the 2017 first domestic shareholders' class meeting and the 2017 first H shareholders' class meeting of the Bank on 10 February 2017. According to the resolution approved at the 2017 first extraordinary general meeting, the 2017 first domestic shareholders' class meeting and the 2017 first H shareholders' class meeting, respectively, the Board and the persons authorised by the Board is authorised by the Shareholders' general meeting to deal with all matters relating to the issuance of Offshore Preference Shares (the "**Authorisation**"). The validity period of the Authorisation is 12 months from the date when the aforesaid proposal is considered and approved by the 2017 first extraordinary general meeting.

The Proposal on the Extension of the Validity Period of the Authorisation to the Board and the Persons Authorised by the Board to Deal with All Matters Relating to the Issuance of Offshore Preference Shares was considered and approved at each of the 2017 annual general meeting, the 2018 first domestic shareholders' class meeting and the 2018 first H shareholders' class meeting of the Bank on 18 May 2018. According to the resolutions approved at the 2017 annual general meeting, the 2018 first domestic shareholders' class meeting and the 2018 first H shareholders' class meeting, respectively, the extended validity period of the Authorisation is 12 months from the date when the aforesaid proposal is considered and approved by the 2017 annual general meeting.

As at the date of this announcement, the issuance of Offshore Preference Shares is still subject to the approval by the CSRC. As the extended validity period of the Authorisation is going to expire and in order to ensure the continuity and effectiveness of the work related to the issuance of Offshore Preference Shares, the Board considered and approved the Proposal on the Extension of the Validity Period of the Authorisation by the Shareholders' general meeting to the Board and the Person Authorised by the Board to Deal with All Matters Relating to the Issuance of Offshore Preference Shares on 21 March 2019, and resolved to submit this proposal to the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting for consideration and approval, respectively. The validity period to be extended in respect of the Authorisation shall be 12 months from the date when it is considered and approved by the AGM.

Relevant authorization matters are set out as follow:

1. Matters Authorised in Connection With the Issuance of Offshore Preference Shares

To ensure the successful implementation of the issuance of Offshore Preference Shares, it is proposed that the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting authorise the Board, and the Board will then delegate the authority to the Chairman, the President and the Secretary to the Board of the Bank, in accordance with the principles for the issuance of Offshore Preference Shares approved at the Shareholders' general meeting, to individually or jointly exercise the full power to deal with all matters relating to the issuance of Offshore Preference Shares within the validity period of the authorisation for the issuance of Offshore Preference Shares, including but not limited to those set out below:

- (1) to formulate and implement the final issuance plan for the Offshore Preference Shares, including but not limited to:
 - (i) to determine the number of series and the respective issue number and issue size of each series of the Offshore Preference Shares within the approved total issue number and issue size;
 - (ii) to determine the method for determining the dividend rate as well as the specific dividend rate and adjusted dividend rate period of the Offshore Preference Shares;

- (iii) to determine whether the Offshore Preference Shares will be issued at or above par value, the issue price of the Offshore Preference Shares, the subscription currency, and the specific commencement date of the redemption period, redemption conditions and the issuance method of the Offshore Preference Shares, according to market conditions prior to the issuance of the Offshore Preference Shares;
 - (iv) to determine the timing of issuance, the arrangements relating to issuance in multiple series, the target investors and the size issued to each investor of the Offshore Preference Shares according to the approvals from regulatory authorities and market conditions prior to the issuance of Offshore Preference Shares; and
 - (v) to determine other matters in relation to the issuance plan of Offshore Preference Shares (including but not limited to rating arrangements, special account for the proceeds, the tax arrangements in relation to any dividend payment, the arrangements with respect to subscription procedures and the listing of the Offshore Preference Shares) and to make necessary adjustments to the issuance plan of offshore preference shares according to the latest make necessary adjustments to the issuance plan of Offshore Preference Shares according to the latest regulatory requirements or opinions of regulatory authorities (including suspension and termination, similarly construed hereafter), except those matters that require a separate vote at a Shareholders' general meeting in accordance with the relevant laws and regulations and the Articles of Association of the Bank.
- (2) if there are any new regulations by the State or policies by relevant regulatory authorities on preference shares or any changes to market conditions occurring prior to the issuance of the Offshore Preference Shares, to exercise full power to amend the issuance plan of the Offshore Preference Shares accordingly to reflect such changes, except for those amendments that require a separate vote at the Shareholders' general meeting according to relevant laws, regulations and the Articles of Association of the Company;
- (3) to produce, amend, execute, implement and file the application materials relating to the issuance, trading and transfer of the Offshore Preference Shares, the documents relating to the issuance and transfer of the Offshore Preference Shares and other documents (such as offering circular, issuance circular and/or prospectus, as applicable) of the Offshore Preference Shares, to deal with related matters, such as approval, registration, filing, authorisation and consent by relevant regulatory authorities and to conduct all acts relating to the issuance or transfer of the Offshore Preference Shares that are deemed necessary, proper or appropriate by such authorised person(s), in each case, according to the requirements of relevant domestic and offshore governmental bodies and regulatory authorities (including the Hong Kong Stock Exchange);

- (4) to draft, amend, execute, implement, submit and publish all contracts, agreements and documents (including but not limited to sponsor and underwriting agreements, agreements relating to the issuance proceeds, subscription agreements entered into with investors, announcements, circulars and other disclosure documents) in relation to the issuance of the Offshore Preference Shares;
- (5) to make appropriate amendments, adjustments and supplements to the issuance plan and terms of the Offshore Preference Shares in accordance with the opinions of the relevant regulatory authorities and the actual circumstances of the Company to the extent permitted by laws and regulations;
- (6) to amend those provisions in the Articles of Association of the Company relating to the issuance of Offshore Preference Shares, to deal with regulatory approvals, to handle the formalities in relation to the approval and filing of the amendments to the Articles of Association of the Company, and to register with the administration for industry and commerce and other competent governmental bodies for the change of registration as well as other matters, in each case, according to the opinions of the relevant regulatory authorities, the result of the issuance of Offshore Preference Shares and the actual situation of the Company; and
- (7) to deal with other matters relating to the issuance of Offshore Preference Shares.

The authorisation for the issuance of Offshore Preference Shares shall remain valid during the 12 months following the passing of the resolution at the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting. If the issuance of Offshore Preference Shares is not completed before the expiration of the validity period of such authorisation, then such authorisation will lapse, but the Board has the right to seek approval at a Shareholders' general meeting to extend or renew the validity period of such authorisation.

2. Matters Authorised in Connection with the Offshore Preference Shares That Remain Outstanding

So long as the Offshore Preference Shares remain outstanding, it is proposed that the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting authorise the Board (including the authority for the Board to sub-delegate), to exercise full power to deal with the following matters in accordance with laws and regulations, the Articles of Association of the Company, relevant regulatory rules and the framework and principles for the issuance of Offshore Preference Shares as considered and resolved at the Shareholders' general meeting:

- (1) to deal with all matters relating to conversion of the Offshore Preference Shares during the conversion period upon occurrence of any trigger event for mandatory conversion of the Offshore Preference Shares, including but not limited to, determining the timing of conversion, conversion ratio and implementing the procedures for conversion, amending the relevant provisions in the Articles of Association of the Company, dealing with regulatory approvals, registering with the administration for industry and commerce and other competent governmental bodies for the change of registration as well as other matters.

- (2) to decide on matters relating to redemption of the Offshore Preference Shares during the redemption period with reference to market conditions and other factors, and to deal with all matters relating to redemption as approved by the banking regulatory authority under the State Council and other regulatory authorities; and
- (3) to determine and deal with matters in relation to dividend payment to Offshore Preference Shareholders in accordance with the requirements of the issuance terms. However, cancellation in whole or in part of the Offshore Preference Share dividends shall still require the approval of the Shareholders' general meeting.

III. DISPATCH OF CIRCULAR

A circular containing the notices of AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, and information regarding (i) the Proposed Extension of the Validity Period of the Resolution of Shareholders' General Meeting in Respect of the Non-Public Issuance of Offshore Preference Shares, and (ii) the Proposed Extension of the Validity Period of the Authorisation to the Board and the Persons Authorised by the Board to Deal With All Matters Relating to the Issuance of Offshore Preference Shares is expected to be dispatched to the Shareholders in due course.

IV. DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“AGM”	the 2018 annual general meeting or any adjourned meeting of the Bank to consider and approve, among other things, (i) the Proposed Extension of the Validity Period of the Resolution of Shareholders' General Meeting in Respect of the Non-Public Issuance of Offshore Preference Shares, and (ii) the Proposed Extension of the Validity Period of the Authorisation to the Board and the Persons Authorised by the Board to Deal With All Matters Relating to the Issuance of Offshore Preference Shares
“Administrative Measures on Preference Shares”	the Trial Administrative Measures on Preference Shares (優先股試點管理辦法) issued by the CSRC on 21 March 2014
“Articles of Association”	the articles of association of the Bank, as amended, revised or supplemented 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: 06138)

“Board” or “Board of Directors”	the board of directors of the Bank
“Capital Management Rules”	the Rules Governing Capital Management of Commercial Banks (Provisional) (商業銀行資本管理辦法(試行)) issued by the CBRC on 7 June 2012, which became effective on 1 January 2013
“CBRC”	China Banking Regulatory Commission
“Company Law” or “PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), as enacted and adopted by the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective on 1 July 1994, as the same may be amended, supplemented and otherwise modified from time to time
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Bank
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Domestic Shareholders’ Class Meeting”	the 2019 first class meeting of Domestic Shareholders to be held on the date of the AGM
“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 Renminbi
“H Shareholder(s)”	holder(s) of H Shares
“H Shareholders’ Class Meeting”	the 2019 first class meeting of H Shareholders or any adjourned meeting of the Bank to be held on the date of the AGM
“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: 06138) and traded in Hong Kong dollars
“HK\$” or “HK Dollars”	the lawful currency of Hong Kong
“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
“Joint Guidance Opinion”	the Guidance Opinion on Issuance of Preference Shares by Commercial Banks for Replenishing Tier 1 Capital (關於商業銀行發行優先股補充一級資本的指導意見) jointly issued by the CBRC and the CSRC on 3 April 2014
“Offshore Issuance Plan”	the Plan for Non-public Issuance of Offshore Preference Shares by Harbin Bank Co., Ltd.
“Offshore Preference Shares”	the not more than 80 million preference shares of an aggregate value of not more than RMB8 billion or its equivalent, proposed to be issued by the Bank in the offshore market pursuant to the Offshore Issuance Plan
“Offshore Preference Shareholder(s)”	holder(s) of Offshore Preference Shares
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this announcement only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	the lawful currency of the PRC
“Securities Law”	the Securities Laws of the PRC, amended, supplemented and otherwise modified from time to time
“Share(s)”	Domestic Shares and/or H Shares of the Bank
“Shareholder(s)”	holder(s) of Shares
“State Council Guidance Opinion”	the Guidance Opinion on the Launch of Preference Shares Pilot Scheme (國務院關於開展優先股試點的指導意見) issued by the State Council of the PRC on 30 November 2013

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

Harbin, the PRC, 21 March 2019

As at the date of this announcement, the Board of Directors of the Bank comprises Guo Zhiwen, Lyu Tianjun and Sun Feixia as executive directors; Zhang Taoxuan, Ma Pao-Lin, Chen Danyang and Peng Xiaodong, as non-executive directors; Wan Kam To, Kong Siu Chee, Ma Yongqiang, Sun Yan and Zhang Zheng 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.*