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哈电集团
HARBIN ELECTRIC CORPORATION

哈尔滨电气股份有限公司

HARBIN ELECTRIC COMPANY LIMITED

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

(Stock Code: 1133)

NOTICE OF H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the H Share Class Meeting of Harbin Electric Company Limited (the “**Company**”) will be held at the conference room of the Company at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Tuesday, 7 May 2019 at 10:00 a.m. to consider and, if thought fit, to pass the following resolutions by at least 75% of the votes attaching to the H Shares of the Company held by the independent shareholders of the Company that are cast by poll either in person or by proxy at the H Share Class Meeting, and with the number of votes cast by poll against the resolutions at the H Share Class Meeting amounting to not more than 10% of all the H Shares of the Company held by the independent shareholders of the Company.

Capitalised terms defined in the composite document dated 20 March 2019 jointly issued by the Company and Harbin Electric Corporation Co., Ltd. (哈爾濱電氣集團有限公司) shall have the same meanings when used herein unless otherwise specified:

AS SPECIAL RESOLUTIONS

1. **THAT:**

- (a) subject to minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date (or such later time or date as HEG may, subject to the Takeovers Code decide) amounting to at least 90% of the H Shares in issue, the Delisting be and is hereby approved; and
- (b) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any two directors of the Company be and are hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Delisting including but not limited to:

- (i) establishing a specific proposal to implement the Delisting based on the actual circumstances, including but not limited to determining the specific time of the Delisting;
 - (ii) carrying out all relevant work in relation to the Delisting on behalf of the Company, drafting, preparing, amending, signing, delivering and performing all agreements, announcements, circulars to shareholders and other documentation regarding the Delisting and making appropriate disclosure;
 - (iii) signing and submitting any report or document to any government regulatory authorities;
 - (iv) unless the board of directors of the Company determines otherwise, selecting and appointing qualified professional parties, including but not limited to parties involved in the Delisting such as financial advisers, lawyers etc.; and
 - (v) carrying out all necessary actions, resolving and processing other matters in relation to the Delisting on behalf of the Company as permitted by relevant laws.
2. THAT subject to the passing of this same resolution by the shareholders of the Company in the Extraordinary General Meeting by more than two-thirds of the votes attaching to the shares of the Company held by the shareholders of the Company that are cast either in person or by proxy at the Extraordinary General Meeting:
- (a) the Merger Agreement, the execution of the Merger Agreement by the Company, and the Merger contemplated thereunder be and are hereby approved, ratified and confirmed; and
 - (b) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any two directors of the Company be and are hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Merger and all other transactions contemplated by the Merger Agreement including but not limited to:
 - (i) establishing a specific proposal to implement the Merger based on the actual circumstances, including but not limited to determining the specific time of the Merger and the Merger Price;

- (ii) carrying out all relevant work in relation to the Merger on behalf of the Company, drafting, preparing, amending, signing, delivering and performing all agreements, announcements, circulars to shareholders and other documentation regarding the Merger and making appropriate disclosure;
- (iii) signing and submitting any report or document to any government regulatory authorities;
- (iv) unless the board of directors of the Company determines otherwise, selecting and appointing qualified professional parties, including but not limited to the parties involved in the Merger such as financial advisers, lawyers etc.; and
- (v) carrying out all necessary actions, to determine on and handle other specific matters in relation to the Merger on behalf of the Company as permitted by relevant laws (including but not limited to proceeding with the procedures for the cancellation of the industrial and commercial registration of the Company).

By Order of the Board
Harbin Electric Company Limited
Zhang Ying-jian
Executive Director

Harbin, the PRC 20 March 2019

Notes:

1. For the purpose of determining the entitlement of the shareholders of the Company to attend and vote at the H Share Class Meeting, the register of members of the Company will be closed from Friday, 5 April 2019 to Tuesday, 7 May 2019 (both days inclusive), during which period no transfer of shares will be registered. Shareholders of the Company whose names appear on the register before book closure shall be entitled to attend and vote at the H Share Class Meeting. Persons buying shares of the Company during the period of book closure shall not be entitled to attend and vote at the H Share Class Meeting. In order to be qualified in attending the H Shares Class Meeting, all transfers of shares accompanied with the relevant share certificates must be lodged with namely, Hong Kong Registrars Limited, the Company's share registrar in Hong Kong, at Shops 1712 - 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Thursday, 4 April 2019.
2. Shareholders of the Company intending to attend the H Share Class Meeting shall return the reply slip to the Company at its office address at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC or Hong Kong Registrars Limited, the Company's share registrar in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before Wednesday, 17 April 2019.

3. Any shareholder of the Company entitled to attend and vote at the H Shares Class Meeting is entitled to appoint one or more persons (whether a shareholder of the Company or not) as his/her proxy to attend and vote on his/her behalf.
4. To be valid, the form of proxy, together with a notarially certified power of attorney or other document of authority, if any, under which the form is signed, must be lodged at the office address of the Company at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC or Hong Kong Registrars Limited, the Company's share registrar in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 24 hours before the time appointed for holding the H Shares Class Meeting.

As at the date of this notice, the executive directors of the Company are Mr. SI Ze-fu, Mr. WU Wei-zhang, Mr. ZHANG Ying-jian and Mr. SONG Shi-qi; and the independent non-executive directors of the Company are Mr. ZHU Hong-jie, Mr. YU Wen-xing, Mr. HU Jian-min and Mr. TIAN Min.