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# 哈尔滨电气股份有限公司

**HARBIN ELECTRIC COMPANY LIMITED**

*(Incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1133)**

## Notice/Circular of H Shares Class Meeting

**NOTICE IS HEREBY GIVEN** that the H Shares Class Meeting of Harbin Electric Company Limited (the "Company") will be held at Conference Room, 17th Floor, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Friday, 16th May, 2014 at 10: 00 a.m. for the following purposes:

### AS SPECIAL BUSINESS

1. To authorize the Board of Directors of the Company, in compliance with applicable laws and regulations, to repurchase, on one or more occasions, as it deems appropriate and through the Stock Exchange, H shares with an aggregate nominal amount not exceeding twenty percent (20%) of the aggregate nominal amount of the Company's issued shares as at the date of the passing of this resolution. The authorization will be valid for a period of 12 months commencing from the date of passing of this resolution or remain valid until its revocation or alteration by a special resolution at a general meeting of the Company. Conditional upon the above resolutions to allot new shares or to repurchase shares being passed and implemented, the Board of Directors of the Company shall be authorized to make necessary amendments to clause 15 and clause 16 of the Articles of Association of the Company, so as to reflect the alterations of the Company's share capital structure and registered capital arising from the allotment of new shares.

By Order of the Board  
**Gao Xu-Guang**  
Company Secretary

Harbin, PRC, 21 March 2014

*Notes:*

1. For the purpose of determining shareholders' entitlement to attend and vote at the Class Meeting, the register of members of the Company will be closed from 17th April, 2014 to 16th May, 2014 (both dates inclusive), during which period no transfer of shares will be registered. Shareholders whose names appear on the register before book closure shall be entitled to attend and vote at the Class Meeting. Persons buying shares of the Company during the period of book closure shall not be entitled to attend and vote at the Class Meeting. In order to qualify for attending the Class Meeting, all completed transfers of shares accompanied with the relevant share certificates must be lodged with the Company's Registrar in Hong Kong, namely, Hong Kong Registrars Limited 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 16th April 2014.
2. Shareholders intending to attend the Class Meeting shall give written reply to the Company at its office address by 5: 00 p.m. on 25th April 2014.
3. A Shareholder entitled to attend and vote at the Class Meeting is entitled to appoint one or more persons (whether or not a shareholder of the Company) as his proxy to attend and vote on his 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 deposited at the office address of the Company not less than 24 hours before the time appointed for holding the Class Meeting.

*As at the date of this announcement, the executive Directors of the Company are Mr. Wu Weizhang, Mr. Zhang Ying-jian, Mr. Song Shi-qi and Mr. Shang Zhong-fu; the non-executive directors of the Company are Mr. Gong Jing-kun and Mr. Zou Lei; and the independent non-executive directors of the Company are Mr. Sun Chang-ji, Mr. Fan Fu-chun, Mr. Jia Chengbing, Mr. Yu Bo and Mr. Liu Deng-qing.*



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## Shareholder's Reply Slip for the H Shares Class Meeting

To: Harbin Electric Company Limited

I/We <sup>(note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

telephone number \_\_\_\_\_ being the shareholder of Harbin Electric Company Limited holding \_\_\_\_\_ H Shares <sup>(note 2)</sup> of the Company, hereby confirm that I/We intend to attend (in person or by proxy) the H Shares class meeting of the Company to be held at Conference Room, 17th Floor, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Friday, 16th May, 2014.

Signature(s): \_\_\_\_\_

Dated: \_\_\_\_\_

### Notes:

1. Please insert full name(s) (in Chinese or in English) and address(es) as shown in the register of members in BLOCK CAPITALS.
2. Please insert the number of H Shares of Harbin Electric Company Limited registered in your name(s).
3. This completed and signed reply slip shall be delivered to the communication address of the Company by 5:00 p.m. on 25 April 2014. However, qualified shareholders will be entitled to attend the class meeting without signing or delivering this reply slip.