



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)

## Form of proxy for use at the extraordinary general meeting

Number of domestic shares/H shares\* relevant to this form: <sup>(note 1)</sup> \_\_\_\_\_

I/We <sup>(note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

holding \_\_\_\_\_ domestic shares/H shares\* of

Harbin Electric Company Limited (the "Company") and being the shareholder of the Company, hereby appoint <sup>(note 3)</sup> the chairperson of the meeting/ \_\_\_\_\_

as my/our proxy to attend for me/us the extraordinary general meeting (the "EGM") (or at any adjournment thereof) of the Company to be held at 17th Floor Meeting Room, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Tuesday, 18th November, 2014 at 9:00 a.m. and to vote on the resolution set out in the EGM notice according to the indication below, and, if no such indication is given, as my/our proxy thinks fit.

RESOLUTION	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
<b>AS ORDINARY BUSINESS</b>		
That Mr. Feng Yong-qiang be appointed as a Supervisor Representing Shareholders of the Supervisory Committee of the Company. His remuneration is consisted of basic salary and performance-based compensation. The basic salary is determined according to a certain percentage of the average salary of workers, while the performance-based compensation is determined in accordance with the annual economic targets and the medium to long-term economic targets met by the Company. His term of office will commence on the date of EGM approving his appointment, and will expire at the end of term of the Company's supervisory committee.		

\* Delete whichever is inappropriate.

Date: \_\_\_\_\_ 2014

Signature <sup>(note 5)</sup>: \_\_\_\_\_

### NOTES:

- Please insert the number of shares registered in your name(s) to which this form of proxy is related. If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your name(s).
- Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
- If you wish to appoint a proxy other than the chairperson of the meeting, you must delete the words "the chairperson of the meeting" and insert the name(s) and address(es) of the one or more proxies desired in the space provided. If it is left blank, the chairperson of the meeting shall act as your proxy. A member is entitled to appoint one or more proxies to attend and vote at the meeting. The proxy or proxies appointed by you need not be a member of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE INDICATE WITH A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE INDICATE WITH A "✓" IN THE BOX MARKED "AGAINST". FAILURE TO INDICATE HOW YOU WISH YOUR VOTE TO BE CAST WILL ENTITLE YOUR PROXY TO CAST YOUR VOTE AT HIS/HER DISCRETION. Your proxy or proxies will be entitled to vote at his or her discretion on any resolution properly put to the EGM or any adjournment thereof other than those referred to in the notice convening such meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer or attorney duly authorized in writing.
- A proxy shall be appointed by a written instrument signed by the appointor or its attorney. If this form of proxy is signed by the attorney of the appointor, the power of attorney or other authorization document(s) of such attorney should be notarially certified. In order to be valid, this form of proxy, together with the notarially certified power of attorney or other document of authority under which it is signed must be lodged at the office address or the registered office of the Company, no later than 24 hours before the time appointed for holding the EGM or no later than 24 hours before the time appointed for taking the poll.
- Where there are joint holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he is solely entitled thereto provided that if more than one of such joint holders are present at the meeting personally or by proxy, the person whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- Completion and return of the form of proxy will not preclude a member from attending and voting in person at the EGM or any adjournment thereof if he so wishes, in the event that he attends the meeting, his form of proxy will be deemed to have been revoked.