



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 Annual General Meeting

Number of shares relevant to this form:^(note 1) _____ domestic shares/H-shares*

I/We ^(note 2) _____
of _____,

being a shareholder of Harbin Electric Company Limited (the “**Company**”) holding _____ domestic shares/H-shares*, hereby appoint^(note 3) the chairperson of the meeting/_____

as my/our proxy to attend for me/us at the annual general meeting (the “**Annual General Meeting**”) (or at any adjournment thereof) of the Company to be held at the conference room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Friday, 12 June 2020 at 9:00 a.m. to vote on the resolutions to be proposed at the Annual General Meeting as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1	To consider and approve the report of the board of directors of the Company for the year ended 31 December 2019;		
2	To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2019;		
3	To consider and approve the audited accounts and the auditor’s report of the Company for the period from 1 January 2019 to 31 December 2019;		
4	To appoint Da Hua Certified Public Accountants (Special General Partnership) as auditor of the Company for the 2020 financial statements of the Company and authorize the board of directors of the Company to fix its remuneration;		
SPECIAL RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
5	To grant the board of directors of the Company the authority to appoint any person either to fill a casual vacancy of the Board or as an additional Director, whose term of office shall expire at the conclusion of the next general meeting of the Company;		
6	To authorize the board of directors of the Company to repurchase, on one or more occasions, as it deems appropriate and through The Stock Exchange of Hong Kong Limited, H shares of a total number not exceeding 10% of the total number of the Company’s issued H shares as at the date of the passing of this resolution. The authorization will be valid from the date of the passing of this resolution (i) for a period of 12 months, or (ii) until the conclusion of the first annual general meeting, or (iii) until the revocation or alteration of this resolution through a special resolution by the Shareholders at a general meeting, or by the H Shareholders or the Domestic Shareholders at their respective class meetings, whichever is the earliest;		

SPECIAL RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
7	If the above resolution in relation to repurchase of H shares is passed and implemented, the board of directors of the Company shall be authorized to make necessary amendments to article 16 and article 17 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 repurchase.		

* Delete whichever is inappropriate

Date: _____ 2020

Signature ^(note 5): _____

NOTES:

1. 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).
2. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
3. 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.
4. **Important: if you wish to vote for any one of the resolutions, please indicate with a "✓" in the box marked "FOR". if you wish to vote against any one of the resolutions, please indicate with a "×" in the box marked "AGAINST". failure to indicate which way you wish your vote to be cast will entitle your proxy to cast your vote at his or her discretion.** Your proxy or proxies will be entitled to vote at his or her discretion on any resolution properly put to the Annual General Meeting or any adjournment thereof other than those referred to in the notice convening such meeting.
5. 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.
6. 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 the attorney or other authorization document(s) of such attorney should be notarized. In order to be valid, this form of proxy, together with the duly notarized power of attorney or other document of authority under which it is signed must be lodged at the office address of the Company at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares), or Hong Kong Registrars Limited, the Company's Share registrar in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares), no later than 24 hours before the time appointed for holding the Annual General Meeting or no later than 24 hours before the time appointed for taking the poll.
7. Where there are joint holders of any share of the Company, any one of such persons may vote at the Annual General Meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto provided that if more than one of such joint holders are present at the meeting in person 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.
8. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any adjournment thereof if you so wish. In the event that the member attends the meeting, his/her form of proxy will be deemed to have been revoked.