

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Harbin Electric Company Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



# 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)

**(1) RE-ELECTION OF DIRECTORS;  
(2) AUTHORIZATION TO APPOINT A DIRECTOR  
TO FILL CASUAL VACANCY; AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

---

A letter from the Board is set out on pages 1 to 4 of this circular.

The AGM of the Company will be convened at Conference Room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Friday, 27 May 2022 at 9:00 a.m. The notice of the AGM is set out on pages 6 to 7 of this circular.

Whether or not you intend to attend the annual general meeting, you are required to complete the proxy form enclosed herein in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares only) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for holding the annual general meeting or any adjournment thereof. Completion and delivery of the said proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

22 April 2022

---

## CONTENTS

---

<b>DEFINITIONS</b> .....	ii
<b>LETTER FROM THE BOARD</b> .....	1
<b>APPENDIX – PARTICULARS OF THE PROPOSED DIRECTORS</b> .....	5
<b>NOTICE OF AGM</b> .....	6

---

## DEFINITIONS

---

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting 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 at 9:00 a.m. on Friday, 27 May 2022;
“Articles of Association”	the existing articles of association of the Company;
“Auditor”	the auditor of the Company;
“Board”	the board of Directors of the Company;
“Company”	Harbin Electric Company Limited, a company incorporated in the PRC with limited liability, the H-shares of which are listed on the Stock Exchange;
“connected person(s)”	the meaning ascribed to it under the Listing Rules;
“close associate(s)”	the meaning ascribed to it under the Listing Rules;
“Director(s)”	director(s) of the Company;
“Domestic Share(s)”	the ordinary unlisted domestic share(s) with a nominal value of RMB1.00 each in the issued share capital of the Company;
“Domestic Shareholder(s)”	the holder(s) of the Domestic Shares;
“HE”	Harbin Electric Corporation (哈爾濱電氣集團有限公司), a wholly state-owned company incorporated in the PRC under the laws of the PRC ;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“H Share(s)”	the ordinary share(s) with a nominal value of RMB1.00 each in the issued share capital of the Company which are listed on the Main Board of the Stock Exchange;

---

## DEFINITIONS

---

“H Shareholder(s)”	the holder(s) of H Shares;
“Latest Practicable Date”	Tuesday, 19 April 2022;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and modified from time to time;
“PRC”	the People’s Republic of China, excluding, for the purpose of this announcement only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Shareholder(s)”	shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

---

## LETTER FROM THE BOARD

---



# 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)

*Executive Directors:*

Mr. Cao Zhi-an  
Mr. Wu Wei-zhang

*Independent Non-Executive Directors*

Mr. He Yu  
Mr. Hu Jian-min  
Mr. Chen Guo-qing  
Mr. Tang Zhi-hong

*Registered Office and Headquarters:*

1399 Chuangxinyi Road,  
Songbei District,  
Harbin, Heilongjiang Province,  
the People's Republic of China

*Principal Place of Business in Hong Kong:*

Room 1601, 16th Floor  
LHT Tower  
Queen's Road Central  
Hong Kong

22 April 2022

To the Shareholders

Dear Sir or Madam,

**(1) RE-ELECTION OF DIRECTORS;  
(2) AUTHORIZATION TO APPOINT A DIRECTOR  
TO FILL CASUAL VACANCY; AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**I. INTRODUCTION**

The purpose of this circular is to give you the notice convening the 2021 AGM of the Company at which certain resolutions will be proposed for Shareholders to consider and, if thought fit, approve, among other things, (i) re-election of Directors; and (ii) granting the Board the authority to appoint a Director to fill casual vacancy.

**II. RE-ELECTION OF MR. CAO ZHI-AN AS THE EXECUTIVE DIRECTOR OF THE COMPANY AND DETERMINATION OF HIS REMUNERATION**

The Board is currently composed of six Directors, including two executive Directors and four independent non-executive Directors.

---

## LETTER FROM THE BOARD

---

According to clause 83 of the Articles of Association, under the authorization of the shareholders general meeting, the Board shall have the power to appoint any person either to fill a casual vacancy of the Board or as an additional Director, his/her term of office shall expire at the conclusion of the next annual general meeting of the Company. Such person is entitled to be re-elected to serve consecutive terms.

Reference is made to the announcement of the Company dated 16 December 2021 in relation to the appointment of Mr. Cao Zhi-an as the executive Director from 16 December 2021. According to clause 83 of the Articles of Association, Mr. Cao Zhi-an shall hold office as an executive Director until the conclusion of the AGM and is entitled and willing to be re-elected and reappointed.

The Company will propose an ordinary resolution to shareholders at the AGM to consider re-election of Mr. Cao Zhi-an as the executive Director of the Company and determine his remuneration.

“Mr. Cao Zhi-an is re-elected as the executive Director of the Company. Mr. Cao will not receive remuneration from the Company.”

Details of the above mentioned Director are set out in Appendix to the circular.

### III. AUTHORIZATION TO APPOINT A DIRECTOR TO FILL CASUAL VACANCY

At the AGM, the Company will propose a special resolution for Shareholders to consider and, if thought fit, grant authorization to the Board i.e. authorize the Board the authority to appoint any person either to fill a casual vacancy of the Board or as an additional Director, his term of office shall expire at the conclusion of the next annual general meeting of the Company. Such person is entitled to be re-elected to serve consecutive terms.

### IV. AGM

The AGM of the Company will be convened at Conference Room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Friday, 27 May 2022 at 9:00 a.m. The notice of the AGM is set out on pages 6 to 7 of this circular.

At the AGM, certain resolutions will be proposed for Shareholders to consider (including): (i) re-election of Directors of the Company; and (ii) granting the Board the authority to appoint a Director to fill casual vacancy.

---

## LETTER FROM THE BOARD

---

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the connected persons of the Company, Shareholders or their respective associates has a material interest in the resolutions to be proposed at the AGM, and must abstain from voting at the meetings.

Whether or not you intend to attend the AGM, you are required to complete the proxy form(s) enclosed herein in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares only) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and delivery of the said proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 23 May 2022 to Friday, 27 May 2022 (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 AGM. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the AGM. In order to be qualified for attending the AGM, all duly completed transfer documents together with the relevant share certificates must be lodged with 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 (for the holders of the H Shares only) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares only) not later than 4:30 p.m. on Friday, 20 May 2022.

### **V. RECOMMENDATION**

The Board is of the view that the resolutions of the AGM are in the best interests of the Company and Shareholders as a whole. The Board is also of the view that the re-election of Mr. Cao Zhi-an as an executive Director of the Company and granting the Board the authority to appoint a Director to fill casual vacancy are in the interests of the Company and Shareholders. As such, the Board recommends you to vote in favour of all resolutions at the AGM.

---

## LETTER FROM THE BOARD

---

### VI. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,  
By Order of the Board  
**Harbin Electric Company Limited**  
**Ai Li-song**  
*Company Secretary*

Harbin, the PRC



**BIOGRAPHY OF THE PROPOSED EXECUTIVE DIRECTORS:**

Mr. Cao Zhi-an (“Mr. Cao”), born in 1962, holds a master’s degree in engineering and title of senior economist, and is currently an executive Director, Chairman and the secretary of the Party Committee of the Company, the chairman of the board of directors and the secretary of the Party Committee of HE. Mr. Cao obtained a master’s degree in engineering from North China Electric Power University majoring in thermal engineering. He served as the deputy officer of the Personnel and Director Management Department of the State Power Corporation\* (國家電力公司), officer of the Ideological and Politics Work Office, officer of the Administrative Office, officer of the Personnel Director Department and assistant to the general manager of the State Grid Corporation of China\* (國家電網公司). He served as the deputy general manager and member of the Party Group of the State Grid Corporation of China since April 2006, and served as the director, general manager and deputy secretary of the Party Group of the China Southern Power Grid Company Limited\* (中國南方電網有限責任公司) since July 2015. He has been serving as the chairman of the Board and the secretary of Party Committee of HE since November 2021, and has been serving as an executive Director, Chairman and the secretary of the Party Committee of the Company since December 2021.

Mr. Cao will not receive remuneration from the Company.

Save as stated above, (i) Mr. Cao has not held any directorship in any other listed companies in Hong Kong or overseas in the past three years, and has not held any other major appointments and professional qualifications; (ii) Mr. Cao has not held any other position with the Company or any subsidiaries of the Company; and (iii) he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Cao does not have any relationship with other Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

In addition, there is no other information relating to Mr. Cao that needs to be disclosed under Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

---

## NOTICE OF THE AGM

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Harbin Electric Company Limited (the “**Company**”) for the year of 2021 will be held at Conference Room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Friday, 27 May 2022 at 9:00 a.m. for the following purposes:

#### AS ORDINARY RESOLUTIONS

1. To consider and approve the Report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2021;
2. To consider and approve the Report of the Board of Supervisors of the Company for the year ended 31 December 2021;
3. To consider and approve the audited accounts and the auditor’s report of the Company for the period from 1 January 2021 to 31 December 2021;
4. To appoint Da Hua Certified Public Accountants (Special General Partnership) as Auditor of the Company for the 2022 financial statements of the Company and authorize the Board of the Company to fix its remuneration;
5. To re-elect Mr. Cao Zhi-an as an executive Director of the Company. Mr. Cao will not receive remuneration from the Company.

---

## NOTICE OF THE AGM

---

### AS SPECIAL RESOLUTION

6. To grant the Board of the Company the authority to appoint any person either to fill a casual vacancy of the Board or as an additional Director, his/her term of office shall expire at the conclusion of the next annual general meeting of the Company.

By Order of the Board  
**Harbin Electric Company Limited**  
**Ai Li-song**  
*Company Secretary*

Harbin, the PRC, 22 April 2022

*As at the date of this notice, the executive Directors of the Company are Mr. Cao Zhi-an and Mr. Wu Wei-zhang; and the independent non-executive Directors of the Company are Mr. He Yu, Mr. Hu Jian-min, Mr. Chen Guo-qing and Mr. Tang Zhi-hong.*

Registered Address and Correspondence Address:

1399 Chuangxinyi Road, Songbei District,  
Harbin, Heilongjiang Province,  
The People's Republic of China

*Notes:*

1. For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 23 May 2022 to Friday, 27 May 2022 (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 AGM. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the AGM. In order to be qualified for attending the AGM, all duly completed transfer documents together with the relevant share certificates must be lodged with 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 (for the holders of the H Shares only) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares only) not later than 4:30 p.m. on Friday, 20 May 2022.
2. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more persons (whether a Shareholder or not) as his/her proxy to attend and vote on his/her behalf.
3. 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 with the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares) not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof.