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**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 2017 will be held at Conference Room of the Company located at Harbin, Heilongjiang Province, the People's Republic of China on Friday, 25 May 2018 at 9:00 a.m. for the following purposes:

### **AS ORDINARY BUSINESS**

1. To consider and approve the Report of the Directors of the Company for the year ended 31 December 2017;
2. To consider and approve the Report of the Board of Supervisors of the Company for the year ended 31 December 2017;
3. To consider and approve the audited accounts and the auditor's report of the Company for the period from 1 January 2017 to 31 December 2017;
4. To declare the 2017 final dividend of RMB0.015 per share (appropriate tax included) of the Company to be paid on 25 July 2018;

5. To re-appoint BDO China Shu Lun Pan Certified Public Accountants LLP (special general partnership) as auditor of the Company for the 2018 financial statements of the Company and authorize the Board of Directors of the Company to fix its remuneration;
6. To re-elect Mr. Tian Min as an independent non-executive Director of the Company, with annual remuneration of RMB60,000.

### **AS SPECIAL BUSINESS**

7. 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 general meeting of the Company;
8. To authorize the Board of the Company to carry out one-off repurchase or repurchase by tranches of H shares of not more than 10% of the total issued H shares of the Company at the date of passing this resolution through the Stock Exchange of Hong Kong Limited as deemed appropriate timing. The valid term of the authorization is 12 months commencing from the date of passing such resolution or until the conclusion of the first AGM after passing such resolution or its revocation or alternation through a special resolution at a general meeting, whichever is the earliest;
9. Conditional upon the above resolution to repurchase shares being passed and implemented, the Board of the Company shall be authorized to make necessary amendments to clause 16 and clause 17 of the Articles of Association of the Company, so as to reflect the alterations to the Company's share capital structure and registered capital arising from the repurchase of shares.

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

Harbin, the PRC, 10 April 2018

*Registered Address:*

Block 3, Nangang High Technology Production Base  
Harbin, Heilongjiang Province,  
The People's Republic of China

*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 Wednesday, 25 April 2018 to Friday, 25 May 2018 (both days 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 not later than 4:30 p.m. on Tuesday, 24 April 2018.
2. For the purpose of determining Shareholders' entitlement to the 2017 final dividend, the register of members of the Company will be closed from Monday, 11 June 2018 to Friday, 15 June 2018 (both days inclusive), during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members as at Monday, 11 June 2018 are qualified for the 2017 final dividend which will be paid on Wednesday, 25 July 2018. In order to be qualified for the 2017 final dividend, 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 not later than 4: 30 p.m. on Friday, 8 June 2018.
3. Shareholders intending to attend the AGM shall give written reply to the Company at its correspondence address by 5:00 p.m. on Friday, 4 May 2018.
4. 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.
5. 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 correspondence address of the Company not less than 48 hours before the time appointed for holding the AGM.

*As at the date of this announcement, 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.*