

Harbin Electric Corporation Limited and TES Corporation
 Harbin Electric Corporation Limited and TES Corporation, a
 joint stock company incorporated in the People's Republic of China with limited liability
 (Stock Code: 1133)



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)

DISCLOSEABLE TRANSACTION

ENTERING INTO THE EQUITY COOPERATION AGREEMENT

WITH TIANJIN LINGANG INVESTMENT HOLDING CO., LTD.

ENTERING INTO THE EQUITY COOPERATION AGREEMENT WITH TIANJIN LINGANG

The Board of Directors of Harbin Electric Corporation Limited (the "Board") has, on 23 December 2019, approved the Equity Cooperation Agreement between Harbin Electric Corporation Limited and Tianjin Lingang Investment Holding Co., Ltd. (the "Agreement") for the acquisition of 80% of the equity of Fanglei Leachuan Co., Ltd. (the "Fanglei Leachuan") for a total consideration of RMB400,000,000 (equivalent to approximately HK\$444,869,542), of which 80% has been paid.

IMPLICATIONS UNDER THE LISTING RULES

According to the applicable rules of the Hong Kong Stock Exchange (the "Listing Rules"), the Acquisition of Fanglei Leachuan is a "Substantial Acquisition of a Listed Issuer's Assets" under the Listing Rules, and the Acquisition of Fanglei Leachuan is a "Substantial Acquisition of a Listed Issuer's Assets" under the Listing Rules, and the Acquisition of Fanglei Leachuan is a "Substantial Acquisition of a Listed Issuer's Assets" under the Listing Rules.

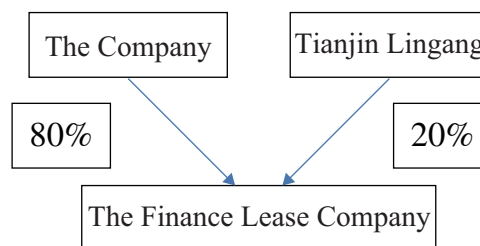
INTRODUCTION

The Board of Directors of Harbin Electric Corporation Limited (the "Board") has, on 23 December 2019, approved the Equity Cooperation Agreement between Harbin Electric Corporation Limited and Tianjin Lingang Investment Holding Co., Ltd. (the "Agreement") for the acquisition of 80% of the equity of Fanglei Leachuan Co., Ltd. (the "Fanglei Leachuan") for a total consideration of RMB400,000,000 (equivalent to approximately HK\$444,869,542), of which 80% has been paid.

INFORMATION ABOUT FINANCE LEASE COMPANY

The registered capital of Finance Lease Company is RMB500,000,000 (equivalent to HK\$556,086,928). The Company's authorized capital is RMB400,000,000 (equivalent to HK\$444,869,542). Capital and Tianjin Lingang's authorized capital is RMB100,000,000 (equivalent to HK\$111,217,386). In accordance with the Company's 'Articles of Association', the Company and Tianjin Lingang have agreed to jointly establish the Finance Lease Company. The Company and Tianjin Lingang have agreed to jointly establish the Finance Lease Company. The Company and Tianjin Lingang have agreed to jointly establish the Finance Lease Company.

The shareholders of Finance Lease Company are as follows:



PRINCIPAL TERMS OF THE EQUITY COOPERATION AGREEMENT

The terms of the Equity Cooperation Agreement are as follows:

1. Date

23 December 2019

2. Parties

() The Company ; and

() Tianjin Lingang .

The above mentioned financial and business cooperation of the Company and Tianjin Lingang is made on the basis of the principle of equality and mutual benefit. Tianjin Lingang and the Company have agreed to jointly establish the Finance Lease Company. The Company and Tianjin Lingang have agreed to jointly establish the Finance Lease Company. The Company and Tianjin Lingang have agreed to jointly establish the Finance Lease Company.

3. Subject matters of the Equity Cooperation Agreement

The Company and Taishan Leasing Finance Lease Company shall jointly conduct the following business:

4. Business scope of the Finance Lease Company

The business scope of the Finance Lease Company shall include: finance lease business; equipment lease business; direct and indirect leasing business; and other financial services provided by the company; capital management; and factoring business (excluding bank credit business, but including accounts receivable factoring business).

5. Amount and method of capital contribution

The registered capital of the Finance Lease Company is RMB500,000,000 (equivalent to HK\$556,086,928), of which the Finance Lease Company shall contribute RMB400,000,000 (equivalent to HK\$444,869,542) in cash, and the Company shall contribute 80% thereof, i.e., RMB136,000,000 (equivalent to HK\$151,255,644) by cash; Taishan Leasing shall contribute RMB100,000,000 (equivalent to HK\$111,217,386) in cash, and the Company shall contribute 20% thereof, i.e., RMB34,000,000 (equivalent to HK\$37,813,911) by cash.

The cash contribution shall be made by the Company and Taishan Leasing Finance Lease Company in accordance with the relevant provisions of the Company and Taishan Leasing Finance Lease Company.

The Company and Taishan Leasing shall jointly establish the Finance Lease Company, and, according to the relevant provisions of the Finance Lease Company, the Company shall contribute 80% of the registered capital, and Taishan Leasing shall contribute 20% of the registered capital. The Finance Lease Company shall be established in accordance with the relevant provisions of the Finance Lease Company, and the Company shall contribute 80% of the registered capital, and Taishan Leasing shall contribute 20% of the registered capital.

The Company and Taishan Leasing shall jointly establish the Finance Lease Company, and the Company shall contribute 80% of the registered capital, and Taishan Leasing shall contribute 20% of the registered capital.

6. The board of directors, supervisory committee and the management of the Finance Lease Company

The board of directors of the Finance Lease Company shall exercise the functions entrusted to it by the shareholders. In addition, the Company shall also exercise the duties and Tasks of the Lease Company. The shareholders shall be authorized to elect and elect the members of the board of directors, the members of the supervisory committee, the members of the management of the Finance Lease Company and the members of the board of directors of the Finance Lease Company.

The board of directors of the Finance Lease Company shall also exercise the functions entrusted to it by the shareholders, the members of the supervisory committee, the members of the management of the Finance Lease Company and the members of the board of directors of the Finance Lease Company. The duties and Tasks of the Lease Company shall be exercised by the members of the board of directors, the members of the supervisory committee, the members of the management of the Finance Lease Company and the members of the board of directors of the Finance Lease Company.

The Finance Lease Company shall also exercise the functions entrusted to it by the shareholders, the members of the supervisory committee, the members of the management of the Finance Lease Company and the members of the board of directors of the Finance Lease Company. The duties and Tasks of the Lease Company shall be exercised by the members of the board of directors, the members of the supervisory committee, the members of the management of the Finance Lease Company and the members of the board of directors of the Finance Lease Company.

The members of the Finance Lease Company shall also exercise the functions entrusted to it by the shareholders, the members of the supervisory committee, the members of the management of the Finance Lease Company and the members of the board of directors of the Finance Lease Company. The duties and Tasks of the Lease Company shall be exercised by the members of the board of directors, the members of the supervisory committee, the members of the management of the Finance Lease Company and the members of the board of directors of the Finance Lease Company.

An effective and efficient management of the Finance Lease Company shall be exercised by the members of the board of directors, the members of the supervisory committee, the members of the management of the Finance Lease Company and the members of the board of directors of the Finance Lease Company.

7. Profit distribution

In accordance with the Company Law of the People's Republic of China, the profits of the Finance Lease Company shall be distributed to the shareholders of the Finance Lease Company.

8. Equity transfer and change of registered capital

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If e F a ce Lea e C n a c a e e e ed ca a a d a n e d
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a d c a e e e a e a a a . If e e a
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n n n a n f e e e ed ca a .

9. Effect and operation term of the Equity Cooperation Agreement

[illegible]

The e a e n f e F a c e L e a e C n a a b e e e r a .

REASONS FOR AND BENEFITS OF ENTERING INTO THE EQUITY COOPERATION AGREEMENT

1. E e . . . e E r C e a A e e n e . . . n e e a i f a d
f i e n . . e e f a b . . f e C n a ' f a c a e . . c e e n e .
2. E e . . . e E r C e a A e e n e . . . a . . e C n a
. . e a e . e a a d e e a e i c e , . . n e a e f . e e e a .
e r n e . . d i c b f a c a n e a , a d . . d e c i n e . . e -
e a e d f a c . . . , a d . . a . . e C n a a d . . b d a e
a c c e a e a f n a . . a d . . a d e f b i e n d e a d n . . e e
c n e e . . e n a e c n e . . e e f e . . d i c .

3. E e e e E e C e a A e e e e , b e e a e
e e a e d e a e f e F a c e L e a e C n a , e e C n a a d
i b d a e e d i c e c a a e e a d a a c c , a d d e e C n a a d
i b d a e f e e e e e e e e e a d e c e c a a f n a ,
f a c a e e e e e c e a a d e a f n a a d a c e e
a f n a f e n d e f e c n c .

T e B a d f e e a e e n f e E r C e a A e e e a e
fa a d ea ab e, a d a e e e e f e C n a a d e S a e de a a
e.

INFORMATION ABOUT THE COMPANY AND TIANJIN LINGANG

T e C n a e e i b d a e e f e a e n a i f a c i e f e a e i n e e P R C , e c a a c e f c c i d e e n a i f a c i f e n a e n a e i n e , d e n a e i n e , i c e a e n a e i n e , a e e i n e a d i e c i c f e a e c , e c .

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A e . . . S i e . . . a d Ad . . . a . . . C n . . . f B . . . a Ne . . . A ea, T a . . . , a d
. . . n a . . . e . . . a ed . . . c . . . r c . . . de . . . e . . . e . . . , a . . . e a . . . , . . . , . . . c a d
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IMPLICATIONS UNDER THE LISTING RULES

A e e a cab e e ce a e a (a def ed e L R e) e ec
e e e E C e a A e e e e ceed 5% b fa be 25%,
e e e E C e a A e e e a d e e ab ne f e F a ce
Lea e C n a Ta L a c ed c eabe a ac f
e C n a r de e L R e , a d e C n a e r ed c n e
fca a da r ce e e e e r de C a e 14 f e L R e .

DEFINITIONS

In this certificate, unless the context otherwise requires, the following definitions shall apply:

Board – the board of directors of the Company;

Company – Harbin Electric Company Limited* (哈爾濱電氣股份有限公司), a company incorporated in the PRC with limited liability, the head office of which is located at the address of the Secretariat;

Executive Director – the Executive Director of the Company appointed by the Board of Directors of the Company and the Chairman of the Board of Directors of the Company on 23 December 2019;

Finance Lease Company – Harbin Electric Finance Lease Co., Ltd.* (哈電融資租賃有限責任公司) (a company), a company incorporated in the PRC with limited liability;

HK\$ – Hong Kong dollar, the official currency of Hong Kong;

HK – the Hong Kong Special Administrative Region of the People's Republic of China;

Listing Rules – the Rules Governing the Listing of Securities of the Hong Kong Exchange;

PRC – the People's Republic of China;

Shareholder(s) – the shareholder(s) of the Company;

Secretariat – the Secretariat of the Hong Kong Limited;

Ta . L a - Ta . L a I . e n e H . d C ., L d. * (天津
臨港投資控股有限公司);

RMB- Re n . b , e . a f i . a e c f e PRC;

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c . e e d a . c a e a e e c a e a e .

* F . d e . f c a e .

B O d e f e B a d
Harbin Electric Company Limited
Si Ze-fu
C a n a

Ha b . , PRC
23 Decem be 2019

A a e d a e f . a . r c e n e , e e e a . e d e c f e C n . a a e M .
S . Ze-fu , M . W . We - x a a d M . Z a Y . - a ; a d e . d e e d e -
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