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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 2019 will 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. for the following purposes:

ORDINARY RESOLUTIONS

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

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;

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.

By Order of the Board
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S₁ Z -
Chairman

Harbin, the PRC
8 May 2020

As at the date of this notice, the executive Directors are Mr. Si Ze-fu, Mr. Wu Wei-zhang and Mr. Zhang Ying-jian; and the independent non-executive Directors are Mr. Zhu Hong-jie, Mr. Yu Wen-xing, Mr. Hu Jian-min and Mr. Tian Min.

Registered address and correspondence address of the Company:
1399 Chuangxinyi Road
Songbei District
Harbin, Heilongjiang Province
the PRC

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 Saturday, 23 May 2020 to Friday, 12 June 2020 (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 not later than 4:30 p.m. on Friday, 22 May 2020.
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.