



哈尔滨电气股份有限公司

哈电集团
HARBIN ELECTRIC CORPORATION

HARBIN ELECTRIC COMPANY LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1133)

Form of proxy for use at the extraordinary general meeting to be held on Monday, 3 December 2012

I/We¹ _____
of _____
being the registered holder(s) of ² _____
H Shares/domestic shares* of RMB1.00 each in the capital of the above name company (the "Company"), HEREBY APPOINT³ _____
of _____
or failing him the chairman of the meeting as my/our proxy to attend for me/us at the extraordinary general Meeting (the "Meeting") (and at any adjournment thereof) of the Company to be held at 17th Floor Meeting Room, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Monday, 3 December 2012 for the purpose of considering and, if thought fit, passing the resolution referred to the notice convening the Meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereinafter indicated, and, if no such indication is given as my/our proxy thinks fit.

	Special Resolutions	FOR ⁴	AGAINST ⁴
1.	To authorise the issue of the corporate bonds ("Corporate Bonds");		
2.	To approve that the aggregate principal amount of the Corporate Bonds shall not exceed RMB4,000,000,000;		
3.	To approve that the maturity of the Corporate Bonds shall not be more than 5 years;		
4.	To approve that the proceeds from the issuance of the Corporate Bonds be used for general working capital, repayment of liabilities, improving the Company's debt structure and/or investment in construction projects, depending on the Company's capital requirements at the relevant time;		
5.	To approve that upon completion of the issuance of the Corporate Bonds, an application shall be made for the listing of the Corporate Bonds on the Shanghai Stock Exchange or such other exchange as may be permitted under applicable laws subject to the approval of relevant authorities;		
6.	To approve that the foregoing resolutions numbered 1 to 5 shall remain valid until the date falling 24 months after the CSRC approval of the issue of the Corporate Bonds;		
7.	To authorise the Board be authorised to take at least the following measures if it is anticipated that the principal and/or interest of the Corporate Bonds cannot be duly paid:		
	(i) no profit will be distributed to the shareholders of the Company;		
	(ii) the implementation of capital expenditure projects such as major external investment, merger and acquisitions will be temporarily suspended;		
	(iii) the payment of remuneration/salaries and bonus to the directors and senior management of the Company will be reduced or suspended; and		
8.	(iv) the persons primarily responsible for the issue of the Corporate Bonds will not be transferred or removed;		
	To authorise the Board to handle all matters in relation to the issuance of the Corporate Bonds at their full discretion, including but not limited to:		
	(i) to determine and adjust, depending the needs of the Company and the prevailing market conditions and in accordance with the requirements of the relevant laws and regulations and securities regulatory authorities and the Shareholders' approval, the specific plans of the issue of Corporate Bonds, including but not limited to, issue size, bond term, bond type, interest rate and ways of determination, timing of issue, issue tranche(s) and guarantee arrangement;		
	(ii) to appoint the relevant intermediaries, select the bond custodian, sign the bond custody agreement and formulate the bondholders meeting procedures;		
	(iii) to handle the application of the issue of Corporate Bonds;		
	(iv) prepare, approve, execute, amend, announcement all legal documents in relation to the issue of Corporate Bonds, and to make such supplement or amendment to the application documents as may be required by the relevant approval authorities;		
	(v) to make adjustments to the relevant matters in relation to the issue of Corporate Bonds in accordance with any change to the regulatory policies or the market conditions, except for matters relating to the laws, regulations or the articles of association of the Company which require the Shareholders' approval;		
	(vi) to handle matters relating to the issue and listing of the Corporate Bonds in accordance with the rules of the relevant stock exchange on the issue and listing of bonds;		
(vii) to handle any other matters relating to the issue of Corporate Bonds; and			
(viii) to further authorise Mr. Wu Wei-zhang, an executive director and general manager of the Company, to handle the above matters in relation to the issue and listing of the Corporate Bonds on behalf of the Company,			
	and to approve that this resolution shall remain valid until the date of completion of the above matters.		

* Delete the inappropriate

Date _____

Signature⁶ _____

NOTES:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of H Shares or domestic shares registered in your name(s). 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).
- Please insert the name and address of the proxy desire in the space provided, failing which the chairman of the meeting will be appointed as your proxy. **ANY ALTERATION MADE TO THIS FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK 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 direction.
- A Shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more persons (whether or not a shareholder of the Company) as his proxy to attend and vote on behalf of him.
- 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 seal or (as the case may be) legal person's chop or under the hand of its director or an attorney duly authorised.
- To be valid, the form of proxy, together with a duly notarized power of attorney or other document of authority, if any, under which the form is signed must be deposited at the office address of the Company not less than 24 hours before the time appointed for holding the Meeting.