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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 H Shares Class Meeting**

**NOTICE IS HEREBY GIVEN** that the H Shares Class Meeting of Harbin Electric Company Limited (the “**Company**”) will be held at Conference Room, 17th Floor, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Friday, 28th August, 2015 at 9:30 a.m. for the following purposes:

### **SPECIAL RESOLUTIONS**

1. 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 with 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 for a period of 12 months commencing from the date of passing of this resolution or remain valid until its revocation or alteration by a special resolution at a general meeting.
2. Conditional upon the above resolution to repurchase shares being passed and implemented, the Board of Directors shall be authorized to make necessary amendments to clause 15 and clause 16 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  
**Harbin Electric Company Limited**  
**Ai Li-song**  
*Company Secretary*

Harbin, PRC  
13 July 2015

#### *Notes:*

1. For the purpose of determining shareholders' entitlement to attend and vote at the H Shares Class Meeting, the register of members of the Company will be closed from 28th July 2015 to 28th August 2015 (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 H

Shares Class Meeting. Persons buying shares of the Company during the period of book closure shall not be entitled to attend and vote at the H Shares Class Meeting. For shareholders who wish to attend this H Shares Class Meeting, all transfers of shares accompanied with the relevant share certificates must be lodged with the Company's Registrar in Hong Kong, namely, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:00 p.m. on 27th July 2015.

2. Shareholders intending to attend the H Shares Class Meeting shall give written reply of the same to the Company, which shall be lodged at its office address by 4:00 p.m. on 7th August 2015.
3. Any Shareholder entitled to attend and vote at the H Shares Class Meeting is entitled to appoint one or more persons (whether or not a shareholder of the Company) as his/her proxy to attend and vote on his/her behalf.
4. 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 deposited at the office address of the Company not later than 24 hours before the time appointed for holding the H Shares Class Meeting.

*As at the date of this announcement, the executive directors of the Company are Mr. Wu Wei-zhang, Mr. Zhang Ying-jian, Mr. Song Shi-qi and Mr. Shang Zhong-fu; the non-executive director of the Company is Mr. Zou Lei; and the independent non-executive directors of the Company are Mr. Yu Bo, Mr. Liu Deng-qing and Mr. Yu Wen-xing.*