



哈尔滨电气股份有限公司

HARBIN ELECTRIC COMPANY LIMITED

Harbin Electric Company Limited

(哈爾濱電氣股份有限公司)

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

(Stock Code: 1133)

FORM OF PROXY FOR USE AT THE H SHARE CLASS MEETING

Number of shares relevant to this form: ^(note 1) _____ H shares

I/We ^(note 2) _____

of _____

holding _____ H shares

of Harbin Electric Company Limited (the "Company") and being a shareholder of the Company, hereby appoint^(note 3) the chairperson

of the meeting/ _____

as my/our proxy to attend for me/us the H Share class meeting (the "H Share Class Meeting") (or at any adjournment thereof) of the Company to be held at the conference room of the Company at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Tuesday, 7 May 2019 at 10:00 a.m. to vote on the resolutions to be proposed at the H Share Class Meeting as indicated below, and if no such indication is given, as my/our proxy thinks fit.

Capitalised terms defined in the composite document dated 20 March 2019 jointly issued by the Company and Harbin Electric Corporation Co., Ltd. (哈爾濱電氣集團有限公司) shall have the same meanings when used herein unless otherwise specified.

	SPECIAL RESOLUTIONS ^(note 9)	FOR ^(note 4)	AGAINST ^(note 4)
1.	THAT: (a) subject to minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date (or such later time or date as HEG may, subject to the Takeovers Code decide) amounting to at least 90% of the H Shares in issue, the Delisting be and is hereby approved; and (b) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any two directors of the Company be and are hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Delisting.		
2.	THAT subject to the passing of this same resolution by the HEC Shareholders in the Extraordinary General Meeting by more than two-thirds of the votes attaching to the HEC Shares held by the HEC Shareholders that are cast either in person or by proxy at the Extraordinary General Meeting: (a) the Merger Agreement, the execution of the Merger Agreement by the Company, and the Merger contemplated thereunder be and are hereby approved, ratified and confirmed; and (b) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any two directors of the Company be and are hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Merger and all other transactions contemplated by the Merger Agreement.		

Date: _____ 2019 Signature^(note 5): _____

Notes:

- Please insert the number of shares registered in your name(s) to which this form of proxy is related. 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).
- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- If you wish to appoint a proxy other than the chairperson of the meeting, you must delete the words "the chairperson of the meeting" and insert the name(s) and address(es) of the one or more proxies desired in the space provided. If it is left blank, the chairperson of the meeting shall act as your proxy. A member is entitled to appoint one or more proxies to attend and vote at the meeting. The proxy or proxies appointed need not be a member of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE INDICATE WITH A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE INDICATE WITH A "X" IN THE RELEVANT 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 OR HER DISCRETION.** Your proxy or proxies will be entitled to vote at his or her discretion on any resolution properly put to the H Share Class Meeting or any adjournment thereof other than those referred to in the notice convening such meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer or attorney duly authorised in writing.
- A proxy shall be appointed by a written instrument signed by the appointor or its attorney. If this form of proxy is signed by the attorney of the appointor, the power of attorney or other document(s) of authority should be notarised. In order to be valid, this form of proxy, together with the duly notarised power of attorney or other document of authority under which it is signed must be lodged at the office address of the Company at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC, or Hong Kong Registrars Limited, the Company's Share registrar in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the time appointed for holding the H Share Class Meeting or no later than 24 hours before the time appointed or taking the poll.
- Where there are joint holders of any shares of the Company, any one of such persons may vote at the H Share Class Meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto. If more than one of such joint holders are present at the meeting personally or by proxy, the person whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the H Share Class Meeting or at any adjournment thereof if you so wish. In the event that the member attends the meeting, his/her form of proxy will be deemed to have been revoked.
- The full text of the resolution numbered 1 is set out in the notice convening the EGM.