



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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

Number of shares relevant to this form:^(note 1) _____ domestic shares/H shares*
 I/We ^(note 2) _____
 of _____
 holding _____

domestic shares/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 extraordinary general meeting (the “**EGM**”) 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 Thursday, 9 April 2020 at 9:00 a.m. and to vote on the resolution(s) to be proposed at the EGM as indicated below, and if no such indication is given, as my/our proxy thinks fit.

Capitalised terms defined in the circular dated 21 February 2020 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified.

ORDINARY RESOLUTION		FOR ^(note 4)	AGAINST ^(note 4)
1.	<p>THAT:</p> <p>(a) the EPC Framework Agreement and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(b) the Annual Caps be and are hereby approved; and</p> <p>(c) the Board, and/or unless the Board determines otherwise, any two Directors be and are hereby authorised to take all such actions and execute all such documents or deeds as they may consider necessary or desirable for the purpose of giving effect to the EPC Framework Agreement and the transactions contemplated thereunder, with such amendments, alternations or additions thereto as they may in their absolute discretion think fit, whose signature thereto shall be conclusive evidence of their approval to such amendments, alternations or additions.</p>		
SPECIAL RESOLUTION		FOR ^(note 4)	AGAINST ^(note 4)
2.	<p>THAT:</p> <p>(a) the Proposed Amendments (details of which are set out in the Circular) be and are hereby approved; and</p> <p>(b) the Board, and/or unless the Board determines otherwise, any two Director be and are hereby authorised to take all such actions and execute all such documents or deeds as they may consider necessary or desirable for the purpose of giving effect to the Proposed Amendments, including but not limited to making such adjustments or other amendments to the Articles as they consider necessary or otherwise appropriate in connection with the Proposed Amendments or as may be required by the relevant regulatory authorities, and dealing with on behalf of the Company the relevant filing, amendments and registration (where necessary) procedures and other related issues arising from the Proposed Amendments.</p>		

* Delete whichever is inappropriate

Date: _____ 2020

Signature ^(note 5): _____

Notes:

1. 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).
2. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
3. 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 initialed by the person who signs it.
4. **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 RESOLUTION, PLEASE INDICATE WITH A “✓” 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 EGM or any adjournment thereof other than those referred to in the notice convening such meeting.
5. 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 a director or attorney duly authorised in writing.
6. 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 (for the holders of the Domestic Shares), 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 (for the holders of the H Shares) no later than 24 hours before the time appointed for holding the EGM or no later than 24 hours before the time appointed for taking the poll.
7. Where there are joint holders of any shares of the Company, any one of such persons may vote at the EGM, 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.
8. Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM 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.