



Harbin Electric Corporation Limited
(哈爾濱電氣集團有限公司)

Harbin Electric Corporation Limited
(哈爾濱電氣股份有限公司)

(Stock Code: 113)

JOINT ANNOUNCEMENT

DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION TO

**(1) VOLUNTARY CONDITIONAL OFFER
BY CITIGROUP GLOBAL MARKETS ASIA LIMITED ON BEHALF OF
TO ACQUIRE ALL OF THE ISSUED H SHARES IN HEC**

AND

**(2) PROPOSED VOLUNTARY WITHDRAWAL
OF LISTING OF THE H SHARES OF HEC**

AND

Reference is made to (i) the announcement jointly issued by Harbin Electric Corporation Co., Ltd. (“**HEG**”) and Harbin Electric Company Limited (“**HEC**”) dated 24 December 2018 in relation to the voluntary conditional offer by Citigroup Global Markets Asia Limited on behalf of HEG to acquire all of the issued H Shares in HEC (the “**H Share Offer**”); the proposed voluntary withdrawal of listing of the H Shares of HEC (the “**Delisting**”); and the proposed Merger by Absorption of HEC by HEG (the “**Merger**”); and (ii) the announcements jointly issued by HEG and HEC dated 14 January 2019 and 21 February 2019 in relation to the delay in despatch of the Composite Document.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, further details of (a) the H Share Offer; (b) the expected timetable relating to the H Share Offer; (c) the Delisting; (d) the Merger Agreement and the Merger contemplated thereunder; (e) the recommendation from the Independent Board Committee with respect to the H Share Offer, the Delisting, the Merger Agreement and the Merger contemplated thereunder; (f) the advice of the Independent Financial Adviser to the Independent Board Committee; and (g) the notices of the Extraordinary General Meeting and the H Share Class Meeting, together with the accompanying Form of Acceptance in respect of the H Share Offer, proxy forms and reply slips in respect of the Extraordinary General Meeting and the H Share Class Meeting will be despatched by HEG and HEC jointly to the HEC H Shareholders on 20 March 2019.

EXPECTED TIMETABLE

The H Share Offer will commence on Wednesday, 20 March 2019 and the latest time and date for acceptance of the H Share Offer is at 4:00 p.m. on Monday, 20 May 2019, unless HEG extends the H Share Offer until such time and/or date as it may determine and in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code).

If the H Share Offer is extended (with the consent of the Executive), the announcement of such extension will state the next closing date.

The expected timetable set out below is indicative only and may be subject to changes. Any changes to the timetable will be jointly announced by HEC and HEG by way of announcement(s) as soon as possible. Unless otherwise expressly stated, all references to dates and times contained in this expected timetable refer to Hong Kong dates and times.

Latest time for lodging transfers of the H Shares in order to be entitled to attend and vote at the Annual General Meeting, Extraordinary General Meeting and/or the H Share Class Meeting 4:30 p.m. on Thursday, 4 April 2019

Closure of the Registers for the determination of entitlements of the HEC Shareholders to attend and vote at the Annual General Meeting, Extraordinary General Meeting and/or the H Share Class Meeting (t 2) Friday, 5 April 2019 to Tuesday, 7 May 2019 (both dates inclusive)

Last Day for return of reply slip for the Annual General Meeting, the Extraordinary General Meeting and/or the H Share Class Meeting (t 3) Wednesday, 17 April 2019

Latest time for lodging proxy form(s) in respect of the Annual General Meeting 9:00 a.m. on Monday, 6 May 2019

Latest time for lodging proxy form(s) in respect of the Extraordinary General Meeting (t 3) 9:30 a.m. on Monday, 6 May 2019

Latest time for lodging proxy form(s) in respect of the H Share Class Meeting (t 3) 10:00 a.m. on Monday, 6 May 2019

Annual General Meeting 9:00 a.m. on Tuesday, 7 May 2019

Extraordinary General Meeting 9:30 a.m. on Tuesday, 7 May 2019 or immediately after the conclusion or adjournment of the Annual General Meeting

H Share Class Meeting 10:00 a.m. on Tuesday, 7 May 2019
or immediately after the conclusion or
adjournment of the
Extraordinary General Meeting

Announcement of the results of the Annual General
Meeting, the Extraordinary General Meeting and
the H Share Class Meeting Tuesday, 7 May 2019

Re-opening of the Registers Wednesday, 8 May 2019

Each of HEC and HEG notifies their respective
creditors of the Merger, assuming the Merger is
approved Tuesday, 14 May 2019

Latest time for acceptance of the H Share
Offer on the Closing Date (t 4) 4:00 p.m. on Monday, 20 May 2019

Closing Date (t 5) Monday, 20 May 2019

Announcement of the results of the
H Share Offer on the Closing Date (t 6) by 7:00 p.m. on
Monday, 20 May 2019

Latest time for the H Share Offer to become
or be declared unconditional as to
acceptances (if not already
unconditional) (t 7) 7:00 p.m. on Monday, 20 May 2019

Last day of trading in the H Shares on the Stock
Exchange, assuming the Delisting is approved..... Monday, 27 May 2019

Latest date for posting of remittances for the
amounts due under the H Share Offer in respect
of valid acceptances received at or before the
latest time for acceptance of the H Share Offer on
Monday, 20 May 2019, being the Closing Date
(assuming the H Share Offer becomes or is
declared unconditional in all respects on the
Closing Date) (t 8) Wednesday, 29 May 2019

Latest time and date for the H Share Offer remaining open for acceptance (assuming the H Share Offer becomes or is declared unconditional in all respects on Monday, 20 May 2019, being the Closing Date) and closing of the H Share Offer (*Article 10*) 4:00 p.m. on Monday, 17 June 2019

Announcement of the results of the H Share Offer as at the final Closing Date by 7:00 p.m. on Monday, 17 June 2019

Latest time for lodging transfers of the H Shares in order to qualify for the Merger Price (*Article 11*) 4:30 p.m. on Tuesday, 18 June 2019

Closure of Registers for the determination of entitlements of the HEC H Shareholders to receive the Merger Price from Wednesday, 19 June 2019 onwards

Voluntary withdrawal of the listing of the H Shares from the Stock Exchange (*Article 10*) 9:00 a.m. on Wednesday, 19 June 2019

Latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances received at or before the latest time for acceptance of the H Share Offer on Monday, 17 June 2019 (being the latest date which the H Share Offer remains open for acceptance assuming the H Share Offer becomes or is declared unconditional in all respects on the Closing Date) (*Article 10*) Wednesday, 26 June 2019

End of the period during which creditors may request HEC and HEG to pay off their respective indebtedness..... Friday, 28 June 2019

Expected date for all Merger Conditions to be fulfilled (or waived, as applicable) and the Merger Effective Date (*Article 11*) on or before Tuesday, 31 December 2019

Latest date for posting of remittances for the
amounts due under the Merger Agreement to
the existing HEC H Shareholders as at the
Merger Effective Date

On behalf of the Board of Directors, I hereby certify that the above
is a true and correct copy of the original as shown to the
HEC (HSE) and HSA (HSE). Please refer to the
attached copy of the original for details. The
original is being retained by the company, and a
copy is being provided to the HEC, HSE, and HSA.
Thank you for your attention to this matter.

On behalf of the board of
Harbin Electric Group Co., Ltd.
(哈爾濱電氣集團有限公司)

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Harbin Electric Co., Ltd.