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本聯合公告僅供參考，並不構成收購、購買或認購哈電股份證券的邀請或要約，亦不會於該等要約、徵求或銷售於並無遞交登記文件或可獲適用登記豁免或其他豁免的情況下將為不合法的任何司法權區進行哈電股份證券的任何銷售、購買或認購。

本聯合公告不會於任何司法權區內在違反該司法權區相關法律的情況下發佈、刊發或派發。

哈爾濱電氣集團有限公司



哈電集團及哈電股份謹此強調有關失察純屬無心之失，並保證日後將更審慎地處理與收購守則相關的任何事宜。

此外，哈電集團及哈電股份亦謹此作出以下有關投票表決結果公告的澄清：

1. 投票表決結果公告第9頁「未達成條件及截止日期」一節第二段，於投票表決結果公告日期，條件(b)(即投票表決結果公告所界定的接納條件)以及(d)至(f)仍未達成。

就此而言，投票表決結果公告第9頁「未達成條件及截止日期」一節第二段應修改及以下文取代：

As at the date of this joint announcement, Conditions (a), (c) and (g) have been fulfilled. Condition (b) (being the Acceptance Condition), together with Conditions (d) to (f) remain outstanding. HEG is not aware of any events that would lead to Conditions (d) to (f) not being fulfilled. HEG also reserves the right to waive Conditions (e) and (f).

2. 鑒於上文第一段所述的修改及由於手民之誤，投票表決結果公告中文版第9頁「未達成條件及截止日期」一節第二段應修改及以下文取代：

於本聯合公告日期，條件(a)、(c)及(g)已獲達成。條件(b)(即接納條件)連同條件(d)至(f)仍未達成。哈電集團並不知悉任何事件會導致條件(d)至(f)不獲達成。哈電集團亦保留豁免條件(e)及(f)之權利。

除上述澄清外，投票表決結果公告所有其他資料維持不變，且上述澄清並不影響投票表決結果公告所載的其他資料。

哈電集團及哈電股份謹此對上文所引起的任何混淆及不便表示衷心的歉意。

代表董事會
哈爾濱電氣集團有限公司
斯澤夫
董事長

代表董事會
哈爾濱電氣股份有限公司
張英健
執行董事

中國哈爾濱，二零一九年五月九日

於本聯合公告日期，哈電集團董事會包括：斯澤夫先生、吳偉章先生、孫智勇先生及遲鳴先生。

哈電集團董事願就本聯合公告所載資料(與哈電股份相關的內容除外)的準確性共同及個別承擔全部責任，並於作出一切合理查詢後確認，就其所深知，本聯合公告所表達的意見(哈電股份董事會表達者除外)乃經審慎周詳考慮後始行作出，且本聯合公告並無遺漏任何其他事實，以致本聯合公告所載陳述有所誤導。

於本聯合公告日期，哈電股份董事會包括：執行董事斯澤夫先生、吳偉章先生、張英健先生及宋世麒先生；以及獨立非執行董事朱鴻傑先生、于文星先生、胡建民先生及田民先生。

哈電股份董事願就本聯合公告所載資料(與哈電集團相關的內容除外)的準確性共同及個別承擔全部責任，並於作出一切合理查詢後確認，就其所深知，本聯合公告所表達的意見(哈電集團董事會表達者除外)乃經審慎周詳考慮後始行作出，且本聯合公告並無遺漏任何其他事實，以致本聯合公告所載陳述有所誤導。

附錄 1

致:哈爾濱電氣股份有限公司H股股東

就花旗環球金融亞洲有限公司代表哈爾濱電氣集團有限公司(「哈電集團」)以每股H股4.56港元的H股收購要約價格收購哈爾濱電氣股份有限公司(「哈電股份」)全部已發行H股提出自願有條件收購要約(「H股收購要約」);自願撤銷哈電股份H股的上市地位之建議(「撤銷上市地位」);及由哈電集團吸收合併哈電股份之建議(「合併」)之事宜,哈電股份已於2019年5月7日舉行了股東特別大會及H股類別股東大會,並分別以投票表決方式正式通過批准撤銷上市地位(如適用)及合併之特別決議案。

敬請各獨立股東於H股收購要約的最後限期前(2019年5月20日)接納H股收購要約,並聯絡

不遲於2019年5月20日(星期一)
登記有限公司(地址為香港灣仔
信封上面請註明「哈爾濱電氣股

接納表格:

要約接納表格及填寫指引已連同綜合文件郵寄。同時,也可以於哈電股份的網頁中下載 (<http://www.hpec.com/admin/images/file/20190320080107.pdf>),或通過以下連結至香港交易所網站取得:http://www3.hkexnews.hk/listedco/listconews/SEHK/2019/0320/LTN20190320074_C.pdf

需要協助:

閣下如對填寫接納表格需要任何協助或對H股收購要約之提呈及交收程序或任何其他類似方面有任何查詢,請致電+852 2862 8647或聯絡過戶登記處,地址為香港灣仔皇后大道東183號合和中心17M樓。

溫馨提示

若彼等獨立股東不接納H股收購要約,彼等於H股收購要約其後在各方面成為無條件,且H股於聯交所撤銷上市地位後、合併完成前的期間內,將持有並無在聯交所上市的證券。合併乃以於各方面達成或(如適用)豁免綜合文件所述的合併條件為條件,由於針對合併的合併條件與針對H股收購要約的條件有別,即使成功完成H股收購要約及撤銷上市地位,亦不能肯定合併將會繼續進行。

Dear HEC H Shareholders,

In relation to the voluntary conditional offer by Citigroup Global Markets Asia Limited on behalf of Harbin Electric Corporation Co., Ltd. (“**HEG**”) to acquire all of the issued H Shares in Harbin Electric Company Limited (“**HEC**”) at the H Share Offer Price of HK\$4.56 per H Share (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**”), special resolutions to approve the Delisting (if applicable) and the Merger were duly passed by way of poll at the Extraordinary General Meeting and the H Share Class Meeting of HEC held on 7 May 2019, respectively.

Independent Shareholders are reminded to accept the H Share Offer on or before the Closing Date (20 May 2019), and to consult (if necessary) a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser to confirm for accepting the H Share Offer.

Procedures for Acceptance of the H Share Offer and the Closing Date:

To accept the H Share Offer, you should complete and sign the Form of Acceptance in accordance with the instructions printed thereon. The guidelines to accept the H Share Offer are contained in the Composite Document issued by HEG and HEC dated 20 March 2019. In order to accept the H Share Offer, the HEC H Shareholders are required to submit the duly completed Form of Acceptance to the Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, marked “HEC — H Share Offer” on the envelope, no later than 4:00 p.m. on Monday, 20 May 2019.

Form of Acceptance:

The Form of Acceptance, together with the fill-in instructions, have been mailed together with the Composite Document. They are also available for download via HEC’s website (<http://www.hpec.com/admin/images/file/20190320080107.pdf>), or the Hong Kong Stock Exchange’s website: http://www3.hkexnews.hk/listedco/listconews/SEHK/2019/0320/LTN20190320074_C.pdf

If Any Assistance Is Required:

If you have any questions concerning the completion of the Form of Acceptance or the procedures for acceptance of the H Share Offer or similar queries, please call +852 2862 8647 or contact the Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.

REMINDER

The Independent Shareholders are reminded that if they do not accept the H Share Offer and the H Share Offer subsequently becomes unconditional in all respects and the H Shares are delisted from the Stock Exchange, and before the completion of the Merger, this will result in the Independent Shareholders holding securities that are not listed on the Stock Exchange. The Merger is conditional upon the satisfaction or (where applicable) waiver of the Merger Conditions as described in the Composite Document in all aspects. As the Merger Conditions (in respect of the Merger) are different from the Conditions (in respect of the H Share Offer), even following the successful completion of the H Share Offer and the Delisting, there is no certainty that the Merger will proceed.