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The Stock Exchange of Hong Kong

哈电集团
HARBIN ELECTRIC CORP.

from the day of passing this resolution or remain valid until its revocation or alteration by a special resolution at a general meeting of the Company. In the event of the above resolution to place new shares being approved and implemented, to authorize the Board of Directors of the Company to make necessary revision 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 resulting from the new shares placement.

By Order of the Board
Gao Xu-Guang
Company Secretary

Harbin, PRC, 25 March 2013

Registered Office of the Company:

Block 3, Nangang High Technology Production Base
Harbin, Heilongjiang Province
People's Republic of China

Office Address of the Company:

Block B, No 39 Sandadongli Road, Xiangfang District
Harbin, Heilongjiang Province
People's Republic of China

Notes:

1. For the purpose of determining shareholders' entitlement to attend and vote at the Annual General Meeting and the entitlement to the proposed 2012 final dividend to be declared at the Meeting, the register of members of the Company will be closed from 11th April, 2013 to 10th May, 2013 (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 Annual General Meeting and receive the 2012 final dividend (if declared at the meeting). Persons buying shares of the Company during the period of book closure shall not be entitled to attend the Annual General Meeting nor to receive the 2012 final dividend. In order to qualify for receiving the 2012 final dividend, 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 4:30 p.m. on 10th April 2013.
2. Shareholders intending to attend the Annual General Meeting shall give written reply to the Company at its office address by 5:00 p.m. on 20th April 2013.
3. A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more persons (whether or not a shareholder of the Company) as his proxy to attend and vote on his behalf.
4. To be valid, the form of proxy, together with a notarially certified power of attorney or other document

5. The Articles of Association to be amended as follows:

(I) Chapter 14 General Manager

Article 109 The Company shall engage one General Manager and several Deputy General Managers, whose employment or termination shall be at discretion of the Board, to whom they shall report their duties. Deputy General Managers will give assistance to the General Manager.

to be amended as follows: Chapter 14 President

The Company shall engage one President, and several senior Vice Presidents as well as Vice Presidents, whose employment or termination shall be at discretion of the Board, to whom they shall report their duties. Senior Vice Presidents and Vice Presidents will give assistance to the President.

(II) In addition to the abovementioned article, all clauses referring to the General Manager will be amended so as to refer to the President, and clauses referring to the Deputy General Managers shall be amended so as to refer to the senior Vice Presidents and Vice Presidents. (Articles involved: Article 82, Article 85, Article 87, Article 96, Article 102, Article 103, Article 110, Article 111, Article 112, Article 116, Article 117).

As at the date of this notice, the executive directors of the Company are Mr. Wu Wei-zhang and Mr. Shang Zhong-fu; the non-executive directors of the Company are Mr. Gong Jing-kun, Mr. Zou Lei, Mr. Zhang Ying-jian and Mr. Song Shi-qi; and the independent non-executive directors of the Company are Mr. Sun Chang-ji, Mr. Jia Cheng-bing, Mr. Yu Bo and Mr. Liu Deng-qing.