
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

I . **ar** **a** **d** . **bt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

I . **a** **d** **r** **tra** **rr** **d** all your shares in Harbin Electric Company Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(1) RE-ELECTION OF DIRECTORS;
(2) AUTHORIZATION
TO APPOINT A DIRECTOR TO FILL CASUAL VACANCY;
(3) PROPOSED AUTHORIZATION OF GENERAL MANDATE TO
REPURCHASE SHARES;
(4) NOTICE OF ANNUAL GENERAL MEETING;
AND
(5) NOTICE OF H SHARES CLASS MEETING

A letter from the Board is set out on pages 1 to 5 of this circular.

Notices convening the 2017 annual general meeting (the “AGM”), the H Shares Class Meeting and Domestic Shares Class Meeting of Harbin Electric Company Limited (the “C m a ”) to be held at Conference Room of the Company located at Harbin, Heilongjiang Province, the People’s Republic of China on Friday, 25 May 2018 at 9:00 a.m. are set out on pages 10 to 14 of this circular.

A form of proxy for use at the AGM and is enclosed with this circular. Whether or not you intend to attend the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Company at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the People’s Republic of China as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting or any adjournment thereof, if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“associate(s)”	the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors of the Company;
“Company”	Harbin Electric Company Limited, a company incorporated in the PRC with limited liability, the H-shares of which are listed on the Stock Exchange;
“Director(s)”	director(s) of the Company;
“AGM”	the annual general meeting of the Company to be held at Conference Room of the Company located at Harbin, Heilongjiang Province, the People’s Republic of China on Friday, 25 May 2018 at 9: 00 a.m.;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau and Taiwan;
“Shareholder(s)”	shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Articles of Association”	the existing articles of association of the Company;
“Auditor”	the auditor of the Company;
“Authorization of Repurchase”	authorization granted to the Board from special resolutions set out in the AGM, H Shares Class Meeting and Domestic Shares Class Meeting of the Company or passing thereof;
“H Shares Class Meeting”	the H shares class meeting of the Company to be convened by the Company at Conference Room of the Company located at Harbin, Heilongjiang Province, the People’s Republic of China on Friday, 25 May 2018 at 9:30 a.m.;

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“Domestic Shares Class Meeting”	the domestic shares class meeting of the Company to be convened by the Company at Conference Room of the Company located at Harbin, Heilongjiang Province, the People’s Republic of China on Friday, 25 May 2018 at 10:00 a.m.;
“Latest Practicable Date”	3 April 2018;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and modified from time to time;
“Takeovers Code”	Codes on Takeovers and Mergers and Share Buy-backs.

LETTER FROM THE BOARD



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)

(S C de: 1133)

Executive Directors:

Mr. Si Ze-fu
Mr. Wu Wei-zhang
Mr. Zhang Ying-jian
Mr. Song Shi-qi

Registered Office and headquarters:

1399 Chuangxinyi Road,
Songbei District,
Harbin, Heilongjiang Province,
the People's Republic of China

Independent Non-Executive Directors:

Mr. Zhu Hong-jie
Mr. Yu Wen-xing
Mr. Hu Jian-min
Mr. Tian Min

Principal Place of Business in Hong Kong:

Room 1601, 16th Floor
LHT Tower
31 Queen's Road Central
Hong Kong

10 April 2018

To the Shareholders

Dear Sir or Madam,

**(1) RE-ELECTION OF DIRECTORS;
(2) AUTHORIZATION
TO APPOINT A DIRECTOR TO FILL CASUAL VACANCY;
(3) PROPOSED AUTHORIZATION OF GENERAL MANDATE TO
REPURCHASE SHARES;
(4) NOTICE OF ANNUAL GENERAL MEETING;
AND
(5) NOTICE OF H SHARES CLASS MEETING**

I. INTRODUCTION

The purpose of this circular is to give you the notice convening the 2017 AGM of the Company at which certain resolutions will be proposed for Shareholders to consider and, if thought fit, approve, among other things, (i) re-election of Mr. Tian Min as the independent non-executive Director of the Company and determination of his remuneration; (ii) granting the Board the authority to appoint a Director to fill casual vacancy; and (iii) granting the Board the general mandate to repurchase the shares of the Company, and providing you with the information of the resolution to be submitted at the H Shares Class Meeting and Domestic Shares Class Meeting, i.e. the special resolution on granting the Board the general mandate to repurchase the shares of the Company.

LETTER FROM THE BOARD

II. RE-ELECTION OF MR. TIAN MIN AS THE INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY AND DETERMINATION OF HIS REMUNERATION

The Board is currently composed of eight Directors, including four executive Directors and four independent non-executive Directors.

According to clause 83 of the Articles of Association, under the authorization of the shareholders general meeting, the Board shall have the power to appoint any person to fill in a casual vacancy of the Board or as an additional Directors, his term of office shall expire at the conclusion of the next annual general meeting of the Company. Such person is entitled to be re-elected to serve consecutive terms.

Reference is made to the announcement of the Company dated 21 March 2018 in relation to the appointment of Mr. Tian Min as the independent non-executive Directors from 21 March 2018. According to clause 83 of the Articles of Association, Mr. Tian Min shall retire at the AGM and is entitled and willing to be re-elected.

The Company will propose an ordinary resolution to shareholders at the AGM to consider re-election of Mr. Tian Min as the independent non-executive Director of the Company and determine his remuneration.

Mr. Tian Min is re-elected as the independent non-executive Director of the Company, with annual remuneration of RMB60,000.

Details of the abovementioned Director are set out in Appendix I to the circular.

III. AUTHORIZATION TO APPOINT A DIRECTOR TO FILL CASUAL VACANCY

At the AGM, the Company will propose the first special resolution for Shareholders to consider and, if thought fit, grant authorization to the Board i.e. authorize the Board the authority to appoint any person either to fill a casual vacancy of the Board or as an additional Director, his term of office shall expire at the conclusion of the next general meeting of the Company. Such person is entitled to be re-elected to serve consecutive terms.

LETTER FROM THE BOARD

IV. PROPOSED AUTHORIZATION OF GENERAL MANDATE TO REPURCHASE SHARES

The Company will propose the second special resolution to Shareholders at the AGM, H Shares Class Meeting and Domestic Shares Class Meeting, to consider and, if thought fit, grant the general mandate to the Board, i.e. authorize the Board of the Company to carry out one-off repurchase or repurchase by tranches of H shares of not more than 10% of the total issued H shares of the Company at the date passing this resolution through the Stock Exchange of Hong Kong Limited as deemed appropriate timing. The valid term of the authorization is 12 months commencing from the date of passing of such resolution or until the conclusion of the first AGM after passing such resolution or its revocation or alternation by a special resolution at a general meeting, whichever is the earliest. In addition, if the resolution was approved and implemented, then the Board will be authorized to amend the relevant clauses of the Articles of Association.

The explanatory statement in relation to the submitted special resolution in respect of approval of general mandate to repurchase shares as set out in the notices of the AGM, H Shares Class Meeting and Domestic Shares Class Meeting to be despatched to Shareholders as required by the Listing Rules is set out in Appendix II of this circular.

V. AGM, H SHARES CLASS MEETING AND DOMESTIC SHARES CLASS MEETING

The 2017 AGM of the Company will be held at Conference Room of the Company located at Harbin, Heilongjiang Province, the People's Republic of China on Friday, 25 May 2018 at 9:00 a.m. The H Shares Class Meeting and Domestic Shares Class Meeting will be held immediately after convening the AGM of the Company. The notices of the meetings are set out on pages 10 to 14 of this circular.

At this AGM, certain resolutions will be proposed for Shareholders to consider and, if thought fit, approve, among other things, (i) re-election of Mr. Tian Min as the independent non-executive Director of the Company and determination of his remuneration; (ii) granting the Board the authority to appoint a Director to fill casual vacancy; and (iii) granting the Board the general mandate to repurchase the shares of the Company.

The Company will propose the second special resolution to Shareholders at the H Shares Class Meeting and Domestic Shares Class Meeting, i.e. a resolution of authorizing the Board general mandate to repurchase the shares of the Company. In addition, if the resolution was approved and implemented, then the Board will be authorized to amend the relevant clauses of the Articles of Association.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the connected persons of the Company, Shareholders or their respective associates has a material interest in the resolutions to be proposed at the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting and must abstain from voting at the meetings.

LETTER FROM THE BOARD

Shareholders who wish to attend the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting shall complete and return the reply slip enclosed herewith in accordance with the instructions printed thereon as soon as possible and in any event not later than 5:00 p.m. on Friday, 4 May 2018.

Whether or not you intend to attend the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Company at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the People's Republic of China as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting or any adjournment thereof, if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting, the register of members of the Company will be closed from Wednesday, 25 April 2018 to Friday, 25 May 2018 (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 AGM, the H Shares Class Meeting and Domestic Shares Class Meeting. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting. In order to be qualified for attending the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting, all duly completed transfers of shares together with the relevant share certificates must be lodged with Hong Kong Registrars Limited, the Company's share registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 24 April 2018.

For the purpose of determining Shareholders' entitlement to the 2017 final dividend, the register of members of the Company will be closed from Monday, 11 June 2018 to Friday, 15 June 2018 (both dates inclusive) during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members as at Monday, 11 June 2018 are qualified for the 2017 final dividend which will be paid on Wednesday, 25 July 2018. In order to be qualified for the 2017 final dividend, all duly completed transfers of shares together with the relevant share certificates must be lodged with Hong Kong Registrars Limited, the Company's share registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 8 June 2018.

LETTER FROM THE BOARD

VI. RECOMMENDATION

The Board is of the view that the resolutions set out in the notices of AGM, H Shares Class Meeting and Domestic Shares Class Meeting are in the best interests of the Company and Shareholders in a whole. The Board is also of the view that the grant of authorization to the Board to fill casual vacancy and the proposed authorization of general mandate to repurchase issues are in the interests of the Company and Shareholders. As such, the Board recommends you to vote in favour of all resolutions in the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting.

In the opinion of the Directors, the above-mentioned resolutions are in the best interests of the Company and Shareholders as a whole. Therefore, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting.

VII. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,

By Order of the Board

Harb E ctr c C m a L m t d

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Company Secretary

Harbin, the PRC

BIOGRAPHY OF THE PROPOSED INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Tian Min (“**Mr. T a** ”), born in November 1956, a holder of junior college diploma, a professoriate senior accountant, a recipient of special subsidy from the State Council, is currently a retiree and acts as the independent non-executive Director of the Company. Mr. Tian started his career in 1974 and has been the director of finance and accounting division, deputy chief accountant, deputy general manager and chief accountant of Nanchang Aircraft Manufacturing Corporation (南昌飛機製造公司), the general manager of Hongdu Aviation Industry Co., Ltd. (洪都飛機工業有限公司), the chief accountant, deputy secretary of the Party committee, general manager, director, secretary of the Party committee as well as the President of Jiangxi Hongdu Aviation Industry (Group) Corporation Limited (江西洪都航空工業集團有限責任公司), the chief accountant and a member of the Party committee of China Aviation Industry Corporation II (中國航空工業第二集團公司), and the chief accountant and a member of the Party committee of Commercial Aircraft Corporation of China, Ltd. (中國商用飛機有限責任公司). He retires in May 2017 but acts as the independent non-executive Director of the Company starting from March 2018.

The remuneration of Mr. Tian, determined with reference to the independent non-executive directors’ remuneration of companies with comparable business or scale to the Company, would be RMB60,000 per annum.

Save as stated above, Mr. Tian did not hold any directorship in any other listed companies in Hong Kong or overseas in the past three years, nor does he have any other major appointments and professional qualifications. Save as disclosed above, Mr. Tian does not hold any other positions with the Company and other members of the Group.

Save as stated above, Mr. Tian does not have any relationship with any other Directors, supervisors, senior management, substantial or controlling shareholders of the Company. Mr. Tian does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

In addition, there is no other information relating to Mr. Tian that required to be disclosed under Rule 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Save as stated above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This explanatory statement contains all the information required under Rule 10.06(1)(b) of the Listing Rules and also constitutes a memorandum required under the Companies Ordinance.

EXERCISE OF THE REPURCHASE MANDATE

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company. It is proposed that up to 10% of the total number of H Shares in issue on the date of the passing of the special resolution (subject to adjustment in the case of any subdivision and consolidation of Shares after the relevant general meeting) to approve the Repurchase Mandate may be repurchased. As at the Latest Practicable Date, 675,571,000 H Shares were issued by the Company. On the basis of such figure, the Board would be authorised to repurchase up to 67,557,100 H Shares during the period of 12 months commencing from the date of the passing of such resolution or until the conclusion of the first AGM after passing such resolution or its revocation or alteration by a special resolution at a general meeting, whichever is the earliest.

REASONS FOR REPURCHASE

The Board is of the view that the current stock price of the Company obviously deviates from the fair value of the Company. Repurchase of shares is in the interests of the Shareholders as a whole, and at the same time, can stabilize the market expectation and regain investors' confidence.

FUNDING OF REPURCHASE

Repurchase pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchase will be made out of funds of the Company legally permitted to be utilised for such purpose in accordance with its Articles of Association and the laws of the People's Republic of China, including profits otherwise available for distribution. Under the Companies Ordinance, a company's profits available for distribution are its accumulated and realised profits, so far as not previously utilised by distribution or capitalisation, less its accumulated and realised losses, so far as not previously written off in a reduction or reorganisation of capital duly made.

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts for the year ended 31 December 2017) in the event that the Repurchase Mandate is exercised in full.

However, the Board do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the Company's working capital or gearing position, which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

DISCLOSURE OF INTERESTS

None of the Directors, and to the best of their knowledge, having made all reasonable enquires, none of their close associates, have any present intention to sell Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they (i) have a present intention to sell Shares to the Company or (ii) have undertaken not to sell Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the PRC.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Share have been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the date of this circular.

EFFECT OF TAKEOVERS CODE

If as a result of share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, the Shareholders, or group of Shareholders acting in concert, depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the controlling shareholder of the Company is Harbin Electric Corporation ('**Harb E ctr c**'), holding 1,030,952,000 domestic shares of the Company, representing 60.41% of the total number of Shares of the Company as at that date, which exceeds 50%. If the Repurchase Mandate is exercised in full, the number of H Shares of the Company will be reduced to 608,013,900 shares and the total share capital will become 1,638,965,900 shares. The Harbin Electric will be interested in 62.90% of the total number of Shares of the Company. Therefore, exercise of the Repurchase Mandate shall not result in a mandatory offer obligation upon the Harbin Electric under Rule 26 of the Takeovers Code.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

MARKET PRICES

The highest and lowest prices at which the Shares of the Company have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Traded market price	
	Highest	Lowest
	(HK\$)	(HK\$)
2017		
April	5.15	4.36
May	4.83	4.21
June	4.62	3.88
July	4.43	3.85
August	4.58	3.87
September	4.09	3.66
October	3.88	3.66
November	3.71	3.21
December	3.31	3.01
2018		
January	3.66	3.18
February	3.43	2.85
March	3.15	2.71
April (to the Latest Practicable Date)	2.74	2.63

NOTICE OF AGM

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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Harbin Electric Company Limited (the “**C m a**”) for the year of 2017 will be held at Conference Room of the Company located at Harbin, Heilongjiang Province, the People’s Republic of China on Friday, 25 May 2018 at 9:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To consider and approve the Report of the Directors of the Company for the year ended 31 December 2017;
2. To consider and approve the Report of the Board of Supervisors of the Company for the year ended 31 December 2017;
3. To consider and approve the audited accounts and the auditor’s report of the Company for the period from 1 January 2017 to 31 December 2017;
4. To declare the 2017 final dividend of RMB0.015 per share (appropriate tax included) of the Company to be paid on 25 July 2018;
5. To re-appoint BDO China Shu Lun Pan Certified Public Accountants LLP (special general partnership) as auditor of the Company for the 2018 financial statements of the Company and authorize the Board of Directors of the Company to fix its remuneration;
6. To re-elect Mr. Tian Min as an independent non-executive Director of the Company, with annual remuneration of RMB60,000.

NOTICE OF AGM

AS SPECIAL BUSINESS

7. To grant the Board of the Company the authority to appoint any person either to fill a casual vacancy of the Board or as an additional Director, his/her term of office shall expire at the conclusion of the next general meeting of the Company;
8. To authorize the Board of the Company to carry out one-off repurchase or repurchase by tranches of H shares of not more than 10% of the total issued H shares of the Company at the date of passing this resolution through the Stock Exchange of Hong Kong Limited as deemed appropriate timing. The valid term of the authorization is 12 months commencing from the date of passing such resolution or until the conclusion of the first AGM after passing such resolution or its revocation or alternation through a special resolution at a general meeting, whichever is the earliest;
9. Conditional upon the above resolution to repurchase shares being passed and implemented, the Board of the Company shall be authorized to make necessary amendments to clause 16 and clause 17 of the Articles of Association of the Company, so as to reflect the alterations to the Company's share capital structure and registered capital arising from the repurchase of shares.

By Order of the Board
Harb E ctr c C m a L m t d
A L -
Company Secretary

Harbin, the PRC, 10 April 2018

As at the date of this notice, the executive Directors of the Company are Mr. Si Ze-fu, Mr. Wu Wei-zhang, Mr. Zhang Ying-jian and Mr. Song Shi-qi; and the independent non-executive Directors of the Company are Mr. Zhu Hong-jie, Mr. Yu Wen-xing, Mr. Hu Jian-min and Mr. Tian Min.

NOTICE OF AGM

Registered Address:

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

Correspondence Address:

1399 Chuangxinyi Road, Songbei District,
Harbin, Heilongjiang Province,
The People's Republic of China

Notes:

1. For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 25 April 2018 to Friday, 25 May 2018 (both days 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 AGM. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the AGM. In order to be qualified for attending the AGM, all duly completed transfer documents together with the relevant share certificates must be lodged with Hong Kong Registrars Limited, the Company's share registrar in Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4: 30 p.m. on Tuesday, 24 April 2018.
2. For the purpose of determining Shareholders' entitlement to the 2017 final dividend, the register of members of the Company will be closed from Monday, 11 June 2018 to Friday, 15 June 2018 (both days inclusive), during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members as at Monday, 11 June 2018 are qualified for the 2017 final dividend which will be paid on Wednesday, 25 July 2018. In order to be qualified for the 2017 final dividend, all duly completed transfer documents together with the relevant share certificates must be lodged with Hong Kong Registrars Limited, the Company's share registrar in Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4: 30 p.m. on Friday, 8 June 2018.
3. Shareholders intending to attend the AGM shall give written reply to the Company at its correspondence address by 5: 00 p.m. on Friday, 4 May 2018.
4. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more persons (whether a Shareholder or not) as his/her proxy to attend and vote on his/her behalf.
5. To be valid, the form of proxy, together with a notarially certified power of attorney or other document of authority, if any, under which the form is signed, must be lodged at the correspondence address of the Company not less than 48 hours before the time appointed for holding the AGM.

NOTICE OF H SHARES CLASS MEETING

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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)

NOTICE OF H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that the H Shares Class Meeting of Harbin Electric Company Limited (the “C m a ”) will be held at Conference Room of the Company in Harbin, Heilongjiang Province, the People's Republic of China on Friday, 25 May 2018 at 9:30 a.m. for the following purposes:

AS SPECIAL BUSINESS

1. To authorize the Board of the Company to carry out one-off repurchase or repurchase by tranches of H shares of not more than 10% of the total issued H shares of the Company at the date of passing this resolution through the Stock Exchange of Hong Kong Limited as deemed appropriate timing. The valid term of the authorization is 12 months commencing from the date of passing such resolution or until the conclusion of the first AGM after passing such resolution or its revocation or alternation through a special resolution at a general meeting, whichever is the earliest.
2. Conditional upon the above resolution to repurchase shares being passed and implemented, the Board of the Company shall be authorized to make necessary amendments to clause 16 and clause 17 of the Articles of Association of the Company, so as to reflect the alterations of the Company's share capital structure and registered capital arising from the repurchase.

By Order of the Board

Harb E ctr c C m a L m t d

A L -

Company Secretary

Harbin, PRC

10 April 2018

NOTICE OF H SHARES CLASS MEETING

As at the date of this notice, the executive Directors of the Company are Mr. Si Ze-fu, Mr. Wu Wei-zhang, Mr. Zhang Ying-jian and Mr. Song Shi-qi; and the independent non-executive Directors of the Company are Mr. Zhu Hong-jie, Mr. Yu Wen-xing, Mr. Hu Jian-min and Mr. Tian Min.

Notes:

1. For the purpose of determining Shareholders' entitlement to attend and vote at the H Shares Class Meeting, the register of members of the Company will be closed from Wednesday, 25 April 2018 to Friday, 25 May 2018, 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 H Shares Class Meeting. Persons buying shares of the Company during the period of book closure shall not be entitled to attend and vote at the H Shares Class Meeting. In order to be qualified in attending this H Shares Class Meeting, 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 Tuesday, 24 April 2018.
2. Shareholders intending to attend the H Shares Class Meeting shall give written reply of the same to the Company, which shall be lodged at its office address by 5: 00 p.m. on Friday, 4 May 2018.
3. Any Shareholder entitled to attend and vote at the H Shares Class Meeting is entitled to appoint one or more persons (whether or not a shareholder of the Company) as his/her proxy to attend and vote on his/her behalf.
4. To be valid, the form of proxy, together with a notarially certified power of attorney or other document of authority, if any, under which the form is signed, must be deposited at the office address of the Company not later than 48 hours before the time appointed for holding the H Shares Class Meeting.