

哈尔滨电气股份有限公司

COMPANY LIMITED

(Stock Code: 1133)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

In reference to the <(Temporary) Rules for the Operation of Special Committees of the Board of Directors> of Harbin Electric Company Limited (“the Company”), the terms of reference of the nomination committee of the board of directors of the Company are as follows:

1. To make recommendations to the board on the its structure and composition according to the operation, scale of assets and shareholding structure of the Company;
2. To review the standards and procedures on appointments of directors and managers, and to make recommendations to the board thereon;
3. To carry out extensive search of qualified candidates of directors and managers;
4. To review candidates of directors and managers and make recommendations thereon;
5. To review proposed appointments of senior management to the board and make recommendations thereon;
6. To carry out other duties as authorized or delegated by the board of directors.

By Order of the Board
Liu Zhi-quan

15 May 2012,
Harbin, PRC