

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt

If you have sold or transferred



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) CONNECTED TRANSACTION IN RESPECT OF
THE PROPOSED ISSUE OF NEW DOMESTIC SHARES UNDER
THE SPECIFIC MANDATE**
- (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND**
- (3) NOTICES OF EXTRAORDINARY GENERAL MEETING AND
THE CLASS MEETING**

Sole Financial Adviser to the Company

CMS 招商證券國際

**Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders**

SOMERLEY CAPITAL LIMITED

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DEFINITIONS

Unless the context requires otherwise, capitalised terms used in this circular shall have the meanings as follow:

Accountant	intends to refer to a person who is a member of the Institute of Chartered Accountants in England and Wales, the Institute of Chartered Accountants in Scotland or the Institute of Chartered Accountants in Wales;
Company	intends to refer to any company incorporated in England and Wales or in any other jurisdiction;
Group	intends to refer to a group of companies;
Head Office	intends to refer to the principal place of business of the company, which may be a branch office, and not necessarily the registered office of the company;
Head Office of the Group	intends to refer to the principal place of business of the group of companies;
Member	refers to the person or persons who are members of the company, and includes any person or persons who are deemed to be members of the company under the law of the jurisdiction in which the company is incorporated;
Shareholder	intends to refer to the person or persons who are shareholders of the company;
Subsidiary	intends to refer to a company which is a subsidiary of another company;
Ultimate Controlling Person	intends to refer to the person or persons who are the ultimate controlling person or persons of the company, and includes any person or persons who are deemed to be the ultimate controlling person or persons of the company under the law of the jurisdiction in which the company is incorporated;
Ultimate Controlling Person of the Group	intends to refer to the person or persons who are the ultimate controlling person or persons of the group of companies, and includes any person or persons who are deemed to be the ultimate controlling person or persons of the group of companies under the law of the jurisdiction in which the company is incorporated;
Ultimate Controlling Person of the Group	intends to refer to the person or persons who are the ultimate controlling person or persons of the group of companies, and includes any person or persons who are deemed to be the ultimate controlling person or persons of the group of companies under the law of the jurisdiction in which the company is incorporated;

DEFINITIONS

$\text{cylinder}(x, y, z)$	$\text{cylinder}(x, y, z)$ is a cylinder with center x , radius y , and height z .
$\text{cylinder}(x, y, z, t)$	$\text{cylinder}(x, y, z, t)$ is a cylinder with center x , radius y , height z , and material t .
$\text{cylinder}(x, y, z, t, u)$	$\text{cylinder}(x, y, z, t, u)$ is a cylinder with center x , radius y , height z , material t , and color u .
$\text{cylinder}(x, y, z, t, u, v)$	$\text{cylinder}(x, y, z, t, u, v)$ is a cylinder with center x , radius y , height z , material t , color u , and weight v .
$\text{cylinder}(x, y, z, t, u, v, w)$	$\text{cylinder}(x, y, z, t, u, v, w)$ is a cylinder with center x , radius y , height z , material t , color u , weight v , and length w .
$\text{cylinder}(x, y, z, t, u, v, w, s)$	$\text{cylinder}(x, y, z, t, u, v, w, s)$ is a cylinder with center x , radius y , height z , material t , color u , weight v , length w , and temperature s .
$\text{cylinder}(x, y, z, t, u, v, w, s, r)$	$\text{cylinder}(x, y, z, t, u, v, w, s, r)$ is a cylinder with center x , radius y , height z , material t , color u , weight v , length w , temperature s , and rotation r .
$\text{cylinder}(x, y, z, t, u, v, w, s, r, q)$	$\text{cylinder}(x, y, z, t, u, v, w, s, r, q)$ is a cylinder with center x , radius y , height z , material t , color u , weight v , length w , temperature s , rotation r , and quality q .
$\text{cylinder}(x, y, z, t, u, v, w, s, r, q, p)$	$\text{cylinder}(x, y, z, t, u, v, w, s, r, q, p)$ is a cylinder with center x , radius y , height z , material t , color u , weight v , length w , temperature s , rotation r , quality q , and position p .

DEFINITIONS

$\text{proj } \mathcal{A}$	set of all \mathcal{A} such that $\mathcal{A} \in \mathcal{A}$ and $\mathcal{A} \perp \mathcal{A}^\perp$
$\text{supp } \mathcal{A}$	set of all \mathcal{A} such that $\mathcal{A} \in \mathcal{A}$ and $\mathcal{A} \perp \mathcal{A}^\perp$
$\text{ker } \mathcal{A}$	set of all \mathcal{A} such that $\mathcal{A} \in \mathcal{A}$ and $\mathcal{A} \perp \mathcal{A}^\perp$
$\text{ran } \mathcal{A}$	set of all \mathcal{A} such that $\mathcal{A} \in \mathcal{A}$ and $\mathcal{A} \perp \mathcal{A}^\perp$
$\text{null } \mathcal{A}$	set of all \mathcal{A} such that $\mathcal{A} \in \mathcal{A}$ and $\mathcal{A} \perp \mathcal{A}^\perp$
$\text{col } \mathcal{A}$	set of all \mathcal{A} such that $\mathcal{A} \in \mathcal{A}$ and $\mathcal{A} \perp \mathcal{A}^\perp$
$\text{row } \mathcal{A}$	set of all \mathcal{A} such that $\mathcal{A} \in \mathcal{A}$ and $\mathcal{A} \perp \mathcal{A}^\perp$
$\text{dim } \mathcal{A}$	dimension of \mathcal{A}
$\text{rank } \mathcal{A}$	rank of \mathcal{A}
$\text{tr } \mathcal{A}$	trace of \mathcal{A}
$\text{det } \mathcal{A}$	determinant of \mathcal{A}
$\text{sgn } \mathcal{A}$	signature of \mathcal{A}
$\text{adj } \mathcal{A}$	adjoint of \mathcal{A}
$\text{inv } \mathcal{A}$	inverse of \mathcal{A}
$\text{null } \mathcal{A}$	null space of \mathcal{A}
$\text{col } \mathcal{A}$	column space of \mathcal{A}
$\text{row } \mathcal{A}$	row space of \mathcal{A}
$\text{dim } \mathcal{A}$	dimension of \mathcal{A}
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$\text{adj } \mathcal{A}$	adjoint of \mathcal{A}
$\text{inv } \mathcal{A}$	inverse of \mathcal{A}

DEFINITIONS

In this circular, unless the context otherwise requires, the terms “connected person(s)”, “connected transaction(s)”, “controlling shareholder(s)” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, as modified by the Stock Exchange from time to time.

For the purpose of this circular, unless the context otherwise requires, conversion of Renminbi into Hong Kong dollars is based on the approximate exchange rate of HK\$1 to RMB0.84226. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amounts in Hong Kong dollars or Renminbi have been, could have been or may be converted at such or any other rate or at all.

Certain amounts and percentage figures set out in this circular have been subject to rounding adjustments. Where appropriate, amounts set out in this circular have been rounded to the nearest second decimal place to facilitate easy reading. Accordingly, figures shown as totals in certain tables and the currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

References to the singular number include references to the plural and vice versa and references to one gender include every gender.

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)
(Stock Code: 1133)

Executive Directors:

王治平
王治平
王治平
王治平

Independent Non-executive Directors:

王治平
王治平
王治平
王治平

Registered address:

黑龙江省哈尔滨市南岗区
哈尔滨电气股份有限公司
注册及办公地址
黑龙江省哈尔滨市南岗区
哈尔滨电气股份有限公司

Office address of the Company:

黑龙江省哈尔滨市南岗区
哈尔滨电气股份有限公司
注册及办公地址
黑龙江省哈尔滨市南岗区
哈尔滨电气股份有限公司

Place of Business in Hong Kong:

香港中環皇后大道中
香港中環皇后大道中
香港中環皇后大道中
香港中環皇后大道中

To the Shareholders

王治平

- (1) CONNECTED TRANSACTION IN RESPECT OF
THE PROPOSED ISSUE OF NEW DOMESTIC SHARES UNDER
THE SPECIFIC MANDATE
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(3) NOTICES OF EXTRAORDINARY GENERAL MEETING AND
THE CLASS MEETING

LETTER FROM THE BOARD

INTRODUCTION

The Board of Directors of the Company has reviewed the proposed issue of new domestic shares and the Domestic Share Subscription Agreement. The Board has determined that the proposed issue of new domestic shares is in the best interests of the Company and its shareholders. The Board has also determined that the Domestic Share Subscription Agreement is a fair and reasonable agreement for the Company and its shareholders. The Board has authorized the Company to issue the new domestic shares in accordance with the Domestic Share Subscription Agreement.

The Board has also determined that the proposed issue of new domestic shares is in the best interests of the Company and its shareholders. The Board has also determined that the Domestic Share Subscription Agreement is a fair and reasonable agreement for the Company and its shareholders. The Board has authorized the Company to issue the new domestic shares in accordance with the Domestic Share Subscription Agreement.

A. PROPOSED ISSUE OF NEW DOMESTIC SHARES

1. Domestic Share Subscription Agreement

The Domestic Share Subscription Agreement is a fair and reasonable agreement for the Company and its shareholders.

Date

2024/11/17

LETTER FROM THE BOARD

Parties

1. The Board of Directors of the Company

2. The Shareholders of the Company

Subscription Price and principle for pricing

The Board of Directors of the Company has determined the subscription price of the shares to be issued at the price of \$10.00 per share, which is the same as the price of the shares of the Company as of the date of the filing of this prospectus with the SEC.

The Board of Directors of the Company has determined the subscription price of the shares to be issued at the price of \$10.00 per share, which is the same as the price of the shares of the Company as of the date of the filing of this prospectus with the SEC. The Board of Directors of the Company has determined the subscription price of the shares to be issued at the price of \$10.00 per share, which is the same as the price of the shares of the Company as of the date of the filing of this prospectus with the SEC.

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Number of new Domestic Shares to be subscribed for

The Board of Directors of the Company has determined the number of new Domestic Shares to be subscribed for at the price of \$10.00 per share, which is the same as the price of the shares of the Company as of the date of the filing of this prospectus with the SEC.

The Board of Directors of the Company has determined the number of new Domestic Shares to be subscribed for at the price of \$10.00 per share, which is the same as the price of the shares of the Company as of the date of the filing of this prospectus with the SEC. The Board of Directors of the Company has determined the number of new Domestic Shares to be subscribed for at the price of \$10.00 per share, which is the same as the price of the shares of the Company as of the date of the filing of this prospectus with the SEC.

LETTER FROM THE BOARD

1. The Board has reviewed the proposed amendments to the Domestic Share Subscription Agreement and has approved the amendments on the condition that the amendments be subject to the approval of the shareholders of the Company. The Board has also approved the amendments on the condition that the amendments be subject to the approval of the shareholders of the Company.

2. The Board has reviewed the proposed amendments to the Domestic Share Subscription Agreement and has approved the amendments on the condition that the amendments be subject to the approval of the shareholders of the Company. The Board has also approved the amendments on the condition that the amendments be subject to the approval of the shareholders of the Company.

Conditions precedent to the Domestic Share Subscription Agreement

1. The proposed amendments to the Domestic Share Subscription Agreement shall be subject to the approval of the shareholders of the Company.

2. The proposed amendments to the Domestic Share Subscription Agreement shall be subject to the approval of the shareholders of the Company.

3. The proposed amendments to the Domestic Share Subscription Agreement shall be subject to the approval of the shareholders of the Company.

4. The proposed amendments to the Domestic Share Subscription Agreement shall be subject to the approval of the shareholders of the Company.

5. The proposed amendments to the Domestic Share Subscription Agreement shall be subject to the approval of the shareholders of the Company.

6. The proposed amendments to the Domestic Share Subscription Agreement shall be subject to the approval of the shareholders of the Company.

LETTER FROM THE BOARD

3. Shareholding structure of the Company

The following table sets out the shareholding structure of the Company as at the date of the Latest Practicable Date, immediately after the Completion (assuming the Final Subscription Price is the same as the Initial Subscription Price) and immediately after the Completion (assuming the Final Subscription Price is at its maximum of HK\$4.79 (equivalent to approximately RMB4.03) per new Domestic Share).

Name of Shareholder	Share Class	As at the date of the Latest Practicable Date		Immediately after the Completion (assuming the Final Subscription Price is the same as the Initial Subscription Price)		Immediately after the Completion (assuming the Final Subscription Price is at its maximum of HK\$4.79 (equivalent to approximately RMB4.03) per new Domestic Share)	
		No. of Shares held	Percentage of total issued Shares	No. of Shares held	Percentage of total issued Shares	No. of Shares held	Percentage of total issued Shares
China Resources	Domestic Share	1,376,806,000	100.00%	1,376,806,000	100.00%	1,376,806,000	100.00%
Total		<u>1,376,806,000</u>	<u>100.00%</u>	<u>1,376,806,000</u>	<u>100.00%</u>	<u>1,376,806,000</u>	<u>100.00%</u>

4. Proposed amendments to the Articles

The Board has proposed amendments to the Articles to give effect to the completion of the IPO. The proposed amendments are set out in the table below.

(1) Registered capital and shareholding structure

The following table sets out the shareholding structure of the Company as at the date of the Latest Practicable Date, immediately after the Completion (assuming the Final Subscription Price is the same as the Initial Subscription Price) and immediately after the Completion (assuming the Final Subscription Price is at its maximum of HK\$4.79 (equivalent to approximately RMB4.03) per new Domestic Share).

LETTER FROM THE BOARD

Before amendment:

Article 15

1. The Board shall have the authority to make and alter the bylaws of the Corporation, subject to the approval of the stockholders.

2. The Board shall have the authority to elect and remove officers and directors of the Corporation, and to determine the powers, duties and responsibilities of each officer and director.

3. The Board shall have the authority to declare dividends on the Corporation's stock, and to determine the amount and timing of such dividends.

4. The Board shall have the authority to enter into contracts, leases, and other agreements on behalf of the Corporation, and to execute and deliver all instruments necessary to carry out its duties.

LETTER FROM THE BOARD

“I am pleased to report that the Board has approved the proposed budget for the fiscal year ending 31/12/2017. The budget is based on the assumption that the company will continue to operate in the current market conditions and that the management will continue to implement the strategy approved by the Board in 2016. The budget shows a steady increase in revenue and a decrease in expenses, resulting in a net profit of £1.2 million. The Board has also approved the proposed dividend payment of 10p per share, which will be paid on 15/03/2017. The Board will continue to monitor the company's performance and will report to the shareholders at the AGM on 28/05/2017.”

The Board has also approved the proposed changes to the company's articles of association, which will be implemented at the AGM. The changes are intended to clarify the roles and responsibilities of the Board and to ensure that the company's governance is in line with best practice. The Board will continue to work with the management to ensure that the company is well-governed and that the interests of all shareholders are protected.

Article 17

“The Board has approved the proposed changes to the company's articles of association, which will be implemented at the AGM. The changes are intended to clarify the roles and responsibilities of the Board and to ensure that the company's governance is in line with best practice. The Board will continue to work with the management to ensure that the company is well-governed and that the interests of all shareholders are protected.”

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LETTER FROM THE BOARD

Article 112

1. The Board shall have the authority to make and alter the bylaws of the Association, subject to the approval of a majority of the members of the Association at a meeting called for that purpose. The Board shall also have the authority to suspend or amend any bylaw which it may deem necessary or proper in the interest of the Association.

Article 113

1. The Board shall have the authority to make and alter the rules of procedure of the Association, subject to the approval of a majority of the members of the Association at a meeting called for that purpose.

2. The Board shall have the authority to make and alter the rules of procedure of the Association, subject to the approval of a majority of the members of the Association at a meeting called for that purpose.

3. The Board shall have the authority to make and alter the rules of procedure of the Association, subject to the approval of a majority of the members of the Association at a meeting called for that purpose.

LETTER FROM THE BOARD

iii. The Board shall have the authority to make any amendments to the Bylaws that are necessary to carry out the purposes and objectives of the Corporation and to conform the Bylaws to applicable laws and regulations.

iv. The Board shall have the authority to make any amendments to the Bylaws that are necessary to carry out the purposes and objectives of the Corporation and to conform the Bylaws to applicable laws and regulations, provided that such amendments shall not be made in a manner that would materially and adversely affect the rights of any class of securities.

v. The Board shall have the authority to make any amendments to the Bylaws that are necessary to carry out the purposes and objectives of the Corporation.

The numbers of "Chapter 14 President" and chapters and items thereafter in the existing Articles shall be adjusted accordingly.

5. Use of proceeds

The Corporation shall use the proceeds of the sale of its securities for the purposes set forth in the prospectus filed with the SEC in connection with the offering of such securities. The Corporation shall not use the proceeds of the sale of its securities for any other purpose, except as may be permitted by the prospectus filed with the SEC in connection with the offering of such securities.

The Corporation shall not use the proceeds of the sale of its securities for any purpose other than the purposes set forth in the prospectus filed with the SEC in connection with the offering of such securities.

The Corporation shall not use the proceeds of the sale of its securities for any purpose other than the purposes set forth in the prospectus filed with the SEC in connection with the offering of such securities.

LETTER FROM THE BOARD

“The Board is pleased to report that the Company has achieved a strong performance in the first half of 2023, with revenue growth of 15% and a 10% increase in EBITDA. This performance is a result of the Company's strategic focus on expanding its market presence and improving operational efficiency. The Board is confident that the Company's strong financial performance and strategic focus will continue to drive long-term growth and value creation for our shareholders.”

(i) Increasing the overall strength and improving the position in the industry

“The Board is pleased to report that the Company has achieved a strong performance in the first half of 2023, with revenue growth of 15% and a 10% increase in EBITDA. This performance is a result of the Company's strategic focus on expanding its market presence and improving operational efficiency. The Board is confident that the Company's strong financial performance and strategic focus will continue to drive long-term growth and value creation for our shareholders.”

(ii) Optimizing the capital structure and reducing the financial risk

“The Board is pleased to report that the Company has achieved a strong performance in the first half of 2023, with revenue growth of 15% and a 10% increase in EBITDA. This performance is a result of the Company's strategic focus on expanding its market presence and improving operational efficiency. The Board is confident that the Company's strong financial performance and strategic focus will continue to drive long-term growth and value creation for our shareholders.”

(iii) Further support from the Subscriber

“The Board is pleased to report that the Company has achieved a strong performance in the first half of 2023, with revenue growth of 15% and a 10% increase in EBITDA. This performance is a result of the Company's strategic focus on expanding its market presence and improving operational efficiency. The Board is confident that the Company's strong financial performance and strategic focus will continue to drive long-term growth and value creation for our shareholders.”

LETTER FROM THE BOARD

1. The Board has reviewed the financial statements and the related information and is satisfied that the financial statements are a true and fair view of the company's financial position and performance.

2. The Board has also reviewed the financial statements and the related information and is satisfied that the financial statements are a true and fair view of the company's financial position and performance.

3. The Board has also reviewed the financial statements and the related information and is satisfied that the financial statements are a true and fair view of the company's financial position and performance.

7. Recent fund raising activities

4. The Board has reviewed the financial statements and the related information and is satisfied that the financial statements are a true and fair view of the company's financial position and performance.

8. Implications under the Listing Rules

5. The Board has reviewed the financial statements and the related information and is satisfied that the financial statements are a true and fair view of the company's financial position and performance.

9. Directors' confirmation

6. The Board has reviewed the financial statements and the related information and is satisfied that the financial statements are a true and fair view of the company's financial position and performance.

LETTER FROM THE BOARD

As a result of the Board's review of the proposed amendments to the Charter, the Board has determined that the proposed amendments are in the best interests of the Corporation and its shareholders. The Board has approved the proposed amendments to the Charter and has authorized the Corporation to file the proposed amendments with the Secretary of State of the State of New York. The Board has also authorized the Corporation to take any and all actions necessary to give effect to the proposed amendments to the Charter.

The Board has also determined that the proposed amendments to the Charter are in the best interests of the Corporation and its shareholders. The Board has approved the proposed amendments to the Charter and has authorized the Corporation to file the proposed amendments with the Secretary of State of the State of New York. The Board has also authorized the Corporation to take any and all actions necessary to give effect to the proposed amendments to the Charter.

B. INDEPENDENT BOARD COMMITTEE

The Board has determined that the proposed amendments to the Charter are in the best interests of the Corporation and its shareholders. The Board has approved the proposed amendments to the Charter and has authorized the Corporation to file the proposed amendments with the Secretary of State of the State of New York. The Board has also authorized the Corporation to take any and all actions necessary to give effect to the proposed amendments to the Charter.

C. EGM AND CLASS MEETING

The Board has determined that the proposed amendments to the Charter are in the best interests of the Corporation and its shareholders. The Board has approved the proposed amendments to the Charter and has authorized the Corporation to file the proposed amendments with the Secretary of State of the State of New York. The Board has also authorized the Corporation to take any and all actions necessary to give effect to the proposed amendments to the Charter.

LETTER FROM THE BOARD

The Board of Directors of the Corporation has reviewed the financial statements of the Corporation for the year ended December 31, 2018, and the accompanying notes to the financial statements, and has approved the financial statements for inclusion in the annual report of the Corporation for the year ended December 31, 2018. The financial statements have been prepared in accordance with the accounting principles generally accepted in the United States of America, and the Board of Directors has no reservations as to the fairness of the financial statements.

The Board of Directors has also reviewed the annual report of the Corporation for the year ended December 31, 2018, and has approved the annual report for inclusion in the annual report of the Corporation for the year ended December 31, 2018.

The Board of Directors has also reviewed the annual report of the Corporation for the year ended December 31, 2018, and has approved the annual report for inclusion in the annual report of the Corporation for the year ended December 31, 2018. The Board of Directors has no reservations as to the fairness of the financial statements.

D. RECOMMENDATIONS

The Board of Directors of the Corporation has reviewed the financial statements of the Corporation for the year ended December 31, 2018, and the accompanying notes to the financial statements, and has approved the financial statements for inclusion in the annual report of the Corporation for the year ended December 31, 2018. The financial statements have been prepared in accordance with the accounting principles generally accepted in the United States of America, and the Board of Directors has no reservations as to the fairness of the financial statements.

LETTER FROM THE BOARD

1. The Board has reviewed the financial statements and the related information of the Company for the period ended 31 December 2017, and is satisfied that the financial statements are true and fair, and that the related information is complete and accurate.

E. ADDITIONAL INFORMATION

1. The Board has reviewed the financial statements and the related information of the Company for the period ended 31 December 2017, and is satisfied that the financial statements are true and fair, and that the related information is complete and accurate.

Harbin Electric Company Limited
Si Ze-fu
Chairman



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)

To the Independent Shareholders

**(1) CONNECTED TRANSACTION IN RESPECT OF
THE PROPOSED ISSUE OF NEW DOMESTIC SHARES UNDER
THE SPECIFIC MANDATE**
**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND**
**(3) NOTICES OF EXTRAORDINARY GENERAL MEETING AND
THE CLASS MEETING**

Circular

Liu Deng-qing, Yu Wen-xing, Hu Jian-min, Zhu Hong-jie
Independent Non-executive Directors

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the letter of advice from the Independent Financial Adviser, Somerley Capital Limited, to the Independent Board Committee and the Independent Shareholders, which has been prepared for the purpose of inclusion in this circular.



SOMERLEY CAPITAL LIMITED

17th Floor, One Asia Building
101, Robinson Road
Singapore 068903

2020/11/17

To: *the Independent Board Committee and
the Independent Shareholders*

1/17/20

CONNECTED TRANSACTION IN RESPECT OF THE PROPOSED ISSUE OF NEW DOMESTIC SHARES UNDER THE SPECIFIC MANDATE

INTRODUCTION

The following letter of advice is provided to the Independent Board Committee and the Independent Shareholders in relation to the proposed issue of new domestic shares under the Specific Mandate. The letter of advice is provided for the purpose of inclusion in the Circular.

Circular

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LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As a result of the above, the Independent Financial Adviser has concluded that the proposed Domestic Share Subscription is in the best interests of the Company and its shareholders. The Independent Financial Adviser has also concluded that the proposed Domestic Share Subscription is fair and reasonable to the Company and its shareholders.

The Independent Financial Adviser has also concluded that the proposed Domestic Share Subscription is in the best interests of the Company and its shareholders. The Independent Financial Adviser has also concluded that the proposed Domestic Share Subscription is fair and reasonable to the Company and its shareholders.

PRINCIPAL FACTORS AND REASONS CONSIDERED

The Independent Financial Adviser has considered the following principal factors and reasons in reaching its conclusions:

1. Background to and reasons for the Domestic Share Subscription

Information on the Group

The Group is a leading provider of financial services in the region. The Group has a strong track record of growth and profitability. The Group is well positioned to take advantage of the opportunities presented by the Domestic Share Subscription.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As a result of the above, the Independent Financial Adviser is of the opinion that the proposed acquisition is in the best interests of the Company's shareholders.

Segment revenue:

	For the six months ended 30 June		For the year ended 31 December	
	2017	2016	2016	2015
	RMB'million	RMB'million	RMB'million	RMB'million
Revenue from operations	1,111	1,032	2,111	1,971
Revenue from other operations	1	1	1	1
Revenue from disposal of subsidiaries	1	1	1	1
Revenue from disposal of associates	1	1	1	1
Revenue from disposal of investments	1	1	1	1
Revenue from other sources	1	1	1	1
Total	1,115	1,036	2,115	1,976

Key assets and liabilities:

	As at 30 June	As at 31 December	
	2017	2016	2015
	RMB'million	RMB'million	RMB'million
Property, plant and equipment	1,111	1,111	1,111
Intangible assets	1,111	1,111	1,111
Goodwill	1,111	1,111	1,111
Investment properties	1,111	1,111	1,111
Investments in subsidiaries	1,111	1,111	1,111
Investments in associates	1,111	1,111	1,111
Investments in other entities	1,111	1,111	1,111
Financial assets at fair value through profit or loss	1,111	1,111	1,111
Financial assets at fair value through other comprehensive income	1,111	1,111	1,111
Financial assets at amortised cost	1,111	1,111	1,111
Financial liabilities at fair value through profit or loss	1,111	1,111	1,111
Financial liabilities at fair value through other comprehensive income	1,111	1,111	1,111
Financial liabilities at amortised cost	1,111	1,111	1,111
Other assets	1,111	1,111	1,111
Other liabilities	1,111	1,111	1,111
Total	1,111	1,111	1,111

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

On 27 July 2011, the independent financial adviser was asked to advise on the proposed acquisition of the shares of the Company by the Applicant. The independent financial adviser has conducted a detailed analysis of the proposed acquisition and has concluded that the proposed acquisition is in the best interests of the Company and its shareholders. The independent financial adviser has also advised on the proposed acquisition of the shares of the Company by the Applicant.

The independent financial adviser has also advised on the proposed acquisition of the shares of the Company by the Applicant. The independent financial adviser has concluded that the proposed acquisition is in the best interests of the Company and its shareholders. The independent financial adviser has also advised on the proposed acquisition of the shares of the Company by the Applicant.

Information on the Subscriber

The independent financial adviser has also advised on the proposed acquisition of the shares of the Company by the Applicant. The independent financial adviser has concluded that the proposed acquisition is in the best interests of the Company and its shareholders. The independent financial adviser has also advised on the proposed acquisition of the shares of the Company by the Applicant.

Reasons for and benefits of the Domestic Share Subscription

The independent financial adviser has also advised on the proposed acquisition of the shares of the Company by the Applicant. The independent financial adviser has concluded that the proposed acquisition is in the best interests of the Company and its shareholders. The independent financial adviser has also advised on the proposed acquisition of the shares of the Company by the Applicant.

The independent financial adviser has also advised on the proposed acquisition of the shares of the Company by the Applicant. The independent financial adviser has concluded that the proposed acquisition is in the best interests of the Company and its shareholders. The independent financial adviser has also advised on the proposed acquisition of the shares of the Company by the Applicant.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

1. The Independent Financial Adviser has been instructed by the Company to provide an independent financial adviser's report on the proposed Domestic Share Subscription Agreement. The Independent Financial Adviser has conducted a thorough review of the proposed Domestic Share Subscription Agreement and the information provided to it by the Company. The Independent Financial Adviser has also conducted a thorough review of the financial statements of the Company and the financial projections of the Company. The Independent Financial Adviser has also conducted a thorough review of the market conditions and the financial performance of the Company. The Independent Financial Adviser has also conducted a thorough review of the financial performance of the Company and the financial projections of the Company. The Independent Financial Adviser has also conducted a thorough review of the market conditions and the financial performance of the Company.

The Independent Financial Adviser has also conducted a thorough review of the market conditions and the financial performance of the Company. The Independent Financial Adviser has also conducted a thorough review of the market conditions and the financial performance of the Company. The Independent Financial Adviser has also conducted a thorough review of the market conditions and the financial performance of the Company. The Independent Financial Adviser has also conducted a thorough review of the market conditions and the financial performance of the Company. The Independent Financial Adviser has also conducted a thorough review of the market conditions and the financial performance of the Company.

The Independent Financial Adviser has also conducted a thorough review of the market conditions and the financial performance of the Company. The Independent Financial Adviser has also conducted a thorough review of the market conditions and the financial performance of the Company. The Independent Financial Adviser has also conducted a thorough review of the market conditions and the financial performance of the Company. The Independent Financial Adviser has also conducted a thorough review of the market conditions and the financial performance of the Company. The Independent Financial Adviser has also conducted a thorough review of the market conditions and the financial performance of the Company.

2. Principal terms of the Domestic Share Subscription Agreement

The Domestic Share Subscription Agreement is a contract between the Company and the subscribers. The Domestic Share Subscription Agreement is a contract between the Company and the subscribers. The Domestic Share Subscription Agreement is a contract between the Company and the subscribers. The Domestic Share Subscription Agreement is a contract between the Company and the subscribers. The Domestic Share Subscription Agreement is a contract between the Company and the subscribers.

Date:

15/11/2022

Parties:

Company Name

Company Name

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Subscription price:

1. The subscription price of the shares to be issued is 100 pence per share, which is the same as the current market price of the shares. The subscription price is payable in cash and is subject to the usual conditions of sale of shares.

2. The subscription price is payable in cash and is subject to the usual conditions of sale of shares. The subscription price is payable in cash and is subject to the usual conditions of sale of shares.

Number of new Domestic Shares to be subscribed for:

1. The number of new Domestic Shares to be subscribed for is 100,000 shares, which is the same as the number of shares currently in issue. The number of shares to be subscribed for is subject to the usual conditions of sale of shares.

2. The number of new Domestic Shares to be subscribed for is 100,000 shares, which is the same as the number of shares currently in issue. The number of shares to be subscribed for is subject to the usual conditions of sale of shares.

Conditions precedent:

1. The conditions precedent to the issue of the shares are that the company has sufficient funds to pay the subscription price of the shares and that the company is not in breach of any of its obligations under the Companies Act 2006.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

the independent financial adviser has reviewed the information provided to it by the issuer and the issuer's directors and has concluded that the information is true and correct and that the issuer's directors have acted in the best interests of the issuer and its shareholders.

The independent financial adviser has also reviewed the information provided to it by the issuer and the issuer's directors and has concluded that the information is true and correct and that the issuer's directors have acted in the best interests of the issuer and its shareholders.

Completion:

The independent financial adviser has reviewed the information provided to it by the issuer and the issuer's directors and has concluded that the information is true and correct and that the issuer's directors have acted in the best interests of the issuer and its shareholders.

The independent financial adviser has reviewed the information provided to it by the issuer and the issuer's directors and has concluded that the information is true and correct and that the issuer's directors have acted in the best interests of the issuer and its shareholders.

Ranking of new Domestic Shares to be issued under the Specific Mandate:

The independent financial adviser has reviewed the information provided to it by the issuer and the issuer's directors and has concluded that the information is true and correct and that the issuer's directors have acted in the best interests of the issuer and its shareholders.

3. Analysis of the subscription price

(a) Comparison of the subscription price to market price

The independent financial adviser has reviewed the information provided to it by the issuer and the issuer's directors and has concluded that the information is true and correct and that the issuer's directors have acted in the best interests of the issuer and its shareholders.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

1. The independent financial adviser has reviewed the information provided to it by the issuer and has concluded that the information is true and correct and that the issuer is qualified to carry out the proposed transaction.

2. The independent financial adviser has reviewed the information provided to it by the issuer and has concluded that the information is true and correct and that the issuer is qualified to carry out the proposed transaction. **Last Trading Day**

3. The independent financial adviser has reviewed the information provided to it by the issuer and has concluded that the information is true and correct and that the issuer is qualified to carry out the proposed transaction.

4. The independent financial adviser has reviewed the information provided to it by the issuer and has concluded that the information is true and correct and that the issuer is qualified to carry out the proposed transaction.

5. The independent financial adviser has reviewed the information provided to it by the issuer and has concluded that the information is true and correct and that the issuer is qualified to carry out the proposed transaction.

6. The independent financial adviser has reviewed the information provided to it by the issuer and has concluded that the information is true and correct and that the issuer is qualified to carry out the proposed transaction.

7. The independent financial adviser has reviewed the information provided to it by the issuer and has concluded that the information is true and correct and that the issuer is qualified to carry out the proposed transaction.

8. The independent financial adviser has reviewed the information provided to it by the issuer and has concluded that the information is true and correct and that the issuer is qualified to carry out the proposed transaction.

9. The independent financial adviser has reviewed the information provided to it by the issuer and has concluded that the information is true and correct and that the issuer is qualified to carry out the proposed transaction.

10. The independent financial adviser has reviewed the information provided to it by the issuer and has concluded that the information is true and correct and that the issuer is qualified to carry out the proposed transaction.

11. The independent financial adviser has reviewed the information provided to it by the issuer and has concluded that the information is true and correct and that the issuer is qualified to carry out the proposed transaction.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(b) Share price performance

Review Period



LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As a result of the above, the Independent Financial Adviser is of the opinion that the proposed transaction is in the best interests of the Company and its shareholders.

The Independent Financial Adviser has also considered the impact of the proposed transaction on the Company's financial position and its ability to meet its obligations. The Independent Financial Adviser is of the opinion that the proposed transaction will not have a material adverse effect on the Company's financial position or its ability to meet its obligations.

(c) *Comparable issues*

The Independent Financial Adviser has also considered the impact of the proposed transaction on the Company's financial position and its ability to meet its obligations. The Independent Financial Adviser is of the opinion that the proposed transaction will not have a material adverse effect on the Company's financial position or its ability to meet its obligations.

Comparable Issues

The Independent Financial Adviser has also considered the impact of the proposed transaction on the Company's financial position and its ability to meet its obligations. The Independent Financial Adviser is of the opinion that the proposed transaction will not have a material adverse effect on the Company's financial position or its ability to meet its obligations.

The Independent Financial Adviser has also considered the impact of the proposed transaction on the Company's financial position and its ability to meet its obligations. The Independent Financial Adviser is of the opinion that the proposed transaction will not have a material adverse effect on the Company's financial position or its ability to meet its obligations.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

本獨立財務顧問已遵照香港證券及期貨條例第157條及《公司收購及合併守則》第10條的規定，就本公司擬向合資格人士發行新股，向香港證券及期貨委員會申報，並已獲該會發給執照，准其就此項發行提供意見。

Circular date	Company name	Premium/(discount) of the subscription price over/(to) closing price per share on the last trading day prior to/on the date of announcement/agreement in relation to the respective subscription of shares % (approximate)
2017年11月11日	廣東省廣聯實業股份有限公司 Guangdong Join-Share 廣東省廣聯實業股份有限公司	17.11 (Note)
2017年11月11日	廣東省廣聯實業股份有限公司 廣東省廣聯實業股份有限公司	17.11
2017年11月11日	廣東省廣聯實業股份有限公司 廣東省廣聯實業股份有限公司	17.11
2017年11月11日	廣東省廣聯實業股份有限公司 廣東省廣聯實業股份有限公司	17.11
2017年11月11日	廣東省廣聯實業股份有限公司 HNA 廣東省廣聯實業股份有限公司	17.11
2017年11月11日	廣東省廣聯實業股份有限公司 廣東省廣聯實業股份有限公司 廣東省廣聯實業股份有限公司	17.11
	Mean (simple average)	17.11
	Median	17.11
	Maximum	17.11
	Minimum	17.11
	Domestic Share Subscription	
	– Initial Subscription Price	17.11
	– Maximum Final Subscription Price	17.11

Source: relevant circulars of the companies relating to the Comparable Issues

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Note: As set out in the circular of Guangdong Join-Share dated 30 September 2017, the price of issue of new domestic shares of Guangdong Join-Share to connected persons was determined with reference to the price for subscription of domestic shares by another subscriber, which in turn was fixed pursuant to a price determination agreement dated 29 June 2017. The above premium of approximately 5.00% was calculated based on the price of issue of new domestic shares to connected persons and the closing price per share of Guangdong Join-Share on 28 June 2017, being the last trading day immediately prior to the date of the price determination agreement.

As set out in the circular of Guangdong Join-Share dated 30 September 2017, the price of issue of new domestic shares of Guangdong Join-Share to connected persons was determined with reference to the price for subscription of domestic shares by another subscriber, which in turn was fixed pursuant to a price determination agreement dated 29 June 2017. The above premium of approximately 5.00% was calculated based on the price of issue of new domestic shares to connected persons and the closing price per share of Guangdong Join-Share on 28 June 2017, being the last trading day immediately prior to the date of the price determination agreement.

As set out in the circular of Guangdong Join-Share dated 30 September 2017, the price of issue of new domestic shares of Guangdong Join-Share to connected persons was determined with reference to the price for subscription of domestic shares by another subscriber, which in turn was fixed pursuant to a price determination agreement dated 29 June 2017. The above premium of approximately 5.00% was calculated based on the price of issue of new domestic shares to connected persons and the closing price per share of Guangdong Join-Share on 28 June 2017, being the last trading day immediately prior to the date of the price determination agreement.

As set out in the circular of Guangdong Join-Share dated 30 September 2017, the price of issue of new domestic shares of Guangdong Join-Share to connected persons was determined with reference to the price for subscription of domestic shares by another subscriber, which in turn was fixed pursuant to a price determination agreement dated 29 June 2017. The above premium of approximately 5.00% was calculated based on the price of issue of new domestic shares to connected persons and the closing price per share of Guangdong Join-Share on 28 June 2017, being the last trading day immediately prior to the date of the price determination agreement.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As a result of the above, the Independent Financial Adviser has concluded that the proposed acquisition of the target company is in the best interests of the shareholders of the company. The Independent Financial Adviser has also concluded that the proposed acquisition of the target company is a fair and reasonable transaction for the shareholders of the company.

RMB'000
(approximate)

	<i>Scenario 1</i>	<i>Scenario 2</i>
Proposed acquisition of the target company	1,234,567	1,234,567
Estimated net assets of the target company	1,234,567	1,234,567
Estimated net assets of the target company	1,234,567	1,234,567

Number of Shares

	<i>Scenario 1</i>	<i>Scenario 2</i>
Proposed acquisition of the target company	1,234,567	1,234,567
Estimated net assets of the target company	1,234,567	1,234,567
Proposed acquisition of the target company	1,234,567	1,234,567
Estimated net assets of the target company	1,234,567	1,234,567
Estimated net assets of the target company	1,234,567	1,234,567
Estimated net assets of the target company	1,234,567	1,234,567

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Shareholder	Share Class	As at the Latest Practicable Date		Scenario 1		Scenario 2	
		Number of Shares	%	Number of Shares	%	Number of Shares	%
Corporate Shareholders	Ordinary Shares	1,134,000	100%	1,134,000	100%	1,134,000	100%
Individual Shareholders	Ordinary Shares	1,134,000	100%	1,134,000	100%	1,134,000	100%
Total		2,268,000	100%	2,268,000	100%	2,268,000	100%

The above table shows the distribution of shares in the Company as at the Latest Practicable Date and under the two scenarios. The distribution of shares is as follows:

Corporate Shareholders: 1,134,000 shares (100%)

Individual Shareholders: 1,134,000 shares (100%)

Total: 2,268,000 shares (100%)

DISCUSSION

The above table shows the distribution of shares in the Company as at the Latest Practicable Date and under the two scenarios. The distribution of shares is as follows:

The above table shows the distribution of shares in the Company as at the Latest Practicable Date and under the two scenarios. The distribution of shares is as follows:

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

1. The Independent Financial Adviser ("IFA") has been appointed by the Board of Directors of the Company to advise the Company on the proposed acquisition of the Target Company. The IFA has conducted a thorough review of the financial statements and other relevant information of the Target Company and has formed an opinion on the proposed acquisition. The IFA's opinion is based on the information provided to it by the Company and the Target Company, and it is not responsible for the accuracy or completeness of the information provided to it.

OPINION

The IFA is of the opinion that the proposed acquisition of the Target Company is in the best interests of the Company and its shareholders. The IFA believes that the acquisition will enhance the Company's financial performance and provide long-term value to its shareholders. The IFA has also noted that the proposed acquisition is subject to certain risks, including the risk that the Target Company's financial performance may not meet the IFA's expectations.

The IFA has also noted that the proposed acquisition is subject to certain risks, including the risk that the Target Company's financial performance may not meet the IFA's expectations. The IFA has also noted that the proposed acquisition is subject to certain risks, including the risk that the Target Company's financial performance may not meet the IFA's expectations.


SOMERLEY CAPITAL LIMITED

Stephanie Chow

Director

Ms. Stephanie Chow is a licensed person registered with the Securities and Futures Commission of Hong Kong and a responsible officer of Somerley Capital Limited, which is licensed under the SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities. She has over nine years' experience in the corporate finance industry.

For the purpose of illustration only, any amount denominated in RMB in this letter is translated into HK\$ at the rate of RMB0.84226 = HK\$1. Such translation should not be construed as a representation that the amounts in question have been, could have been or could be, converted at any particular rate at all.

1. RESPONSIBILITY STATEMENT

Information presented in this report was prepared by the company's management and is based on the company's records and information provided by its employees. The company's management is responsible for the accuracy and completeness of the information presented in this report. The company's management is not responsible for the accuracy and completeness of the information presented in this report if the information is based on information provided by third parties.

2. DIRECTORS AND SUPERVISORS' INTERESTS

The following table sets forth the interests of the directors and supervisors of the Company as of the end of the reporting period. The interests of the directors and supervisors are disclosed in accordance with the applicable laws and regulations. The interests of the directors and supervisors are disclosed in the following table:

3. SUBSTANTIAL SHAREHOLDERS' INTERESTS

The following table sets forth the interests of the substantial shareholders of the Company as of the end of the reporting period. The interests of the substantial shareholders are disclosed in accordance with the applicable laws and regulations. The interests of the substantial shareholders are disclosed in the following table:

Long Positions:

Type of shareholding	Name of Shareholder	Capacity and nature of interest	Number of Shares held	Percentage of such shareholding in the same type of issued share capital	Percentage of total issued share capital
Long Positions	Long Positions	Long Positions	1111111	11111	11111

of the Group. The Group's operations are primarily in the United States and Canada. The Group's operations are primarily in the United States and Canada. The Group's operations are primarily in the United States and Canada.

4. SERVICE CONTRACTS

The Group's operations are primarily in the United States and Canada. The Group's operations are primarily in the United States and Canada. The Group's operations are primarily in the United States and Canada.

5. MATERIAL CHANGE

The Group's operations are primarily in the United States and Canada. The Group's operations are primarily in the United States and Canada. The Group's operations are primarily in the United States and Canada.

6. COMPETING BUSINESS

The Group's operations are primarily in the United States and Canada. The Group's operations are primarily in the United States and Canada. The Group's operations are primarily in the United States and Canada.

7. DIRECTORS AND SUPERVISORS INTERESTS IN ASSETS OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP

The Group's operations are primarily in the United States and Canada.

The Group's operations are primarily in the United States and Canada. The Group's operations are primarily in the United States and Canada. The Group's operations are primarily in the United States and Canada.

The Group's operations are primarily in the United States and Canada. The Group's operations are primarily in the United States and Canada. The Group's operations are primarily in the United States and Canada.

8. MATERIAL LITIGATION

There is no material litigation involving the project or the project area.

9. EXPERT

The project area is not a project area and there is no expert involved.

Name	Qualification
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Name	Qualification
------	---------------

There is no expert involved in the project area.

10. DOCUMENTS AVAILABLE FOR INSPECTION

The project area is not a project area and there are no documents available for inspection.

There are no documents available for inspection.

There are no documents available for inspection.

There are no documents available for inspection.

10. *Not applicable*

11. *Not applicable*

12. *Not applicable*

13. *Not applicable*

14. *Not applicable*

11. MISCELLANEOUS

1. *Not applicable*

2. *Not applicable*

3. *Not applicable*

4. *Not applicable*

5. *Not applicable*

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (EGM) of the Company will be held on 2022/11/18 (Monday) at 10:00 a.m. in the Conference Room of the Harbin Electric Company Limited, No. 100, Zhongyuan Street, Harbin, Heilongjiang, P.R. China. The agenda of the EGM is as follows:

Company

Circular

SPECIAL RESOLUTIONS

1. THAT:

The Board of Directors of the Company has proposed the following special resolutions for the EGM to consider and approve:

(1) Type of new Domestic Shares to be issued

The Board of Directors of the Company has proposed the following special resolutions for the EGM to consider and approve:

(2) Price of new Domestic Shares to be issued

The Board of Directors of the Company has proposed the following special resolutions for the EGM to consider and approve:

The Board of Directors of the Company has proposed the following special resolutions for the EGM to consider and approve:

NOTICE OF EXTRAORDINARY GENERAL MEETING

(3) Number of new Domestic Shares to be issued and total amount to be raised from the Domestic Share Subscription

.....

.....

2. THAT:

.....

(1) Renewal of Unified Social Credit Code

Before amendment:

Article 3

.....

NOTICE OF EXTRAORDINARY GENERAL MEETING

After amendment:

Article 3

本公司章程由下列部分组成：
第一章 总则
第二章 经营宗旨和范围
第三章 股权结构
第四章 股东和股东大会
第五章 董事会
第六章 监事会
第七章 高级管理人员
第八章 薪酬与考核
第九章 关联交易和对外担保
第十章 信息披露
第十一章 投资者关系管理
第十二章 财务会计制度
第十三章 利润分配政策
第十四章 合并报表
第十五章 收购兼并
第十六章 章程的修改
第十七章 附则

(2) Additional requirements for construction work of the Communist Party of China

(i) Addition in “Chapter 1 General”:

Article 7

中国共产党是中国工人阶级的先锋队，同时是中国人民和中华民族的先锋队，是中国特色社会主义事业的领导核心，代表中国先进生产力的发展要求，代表中国先进文化的前进方向，代表中国最广大人民的根本利益。党的最高理想和最终目标是实现共产主义。

中国共产党以马克思列宁主义、毛泽东思想、邓小平理论、“三个代表”重要思想、科学发展观、习近平新时代中国特色社会主义思想作为自己的行动指南。

中国共产党在社会主义初级阶段的基本路线是：领导和团结全国各族人民，以经济建设为中心，坚持四项基本原则，坚持改革开放，自力更生，艰苦创业，为把我国建设成为富强民主文明和谐美丽的社会主义现代化强国而奋斗。

中国共产党坚持民主集中制原则。

中国共产党坚持全心全意为人民服务，党在任何时候都把群众利益放在第一位，同群众同甘共苦，保持最密切的联系，不允许任何党员脱离群众，凌驾于群众之上。党要坚持权为民所用、情为民所系、利为民所谋，不允许任何党员脱离群众，凌驾于群众之上。

中国共产党坚持独立自主、自力更生、艰苦奋斗、勤俭建国的方针，反对资本主义，反对修正主义，反对一切形式的资产阶级自由化思想，反对一切损害社会主义利益的行为。

中国共产党坚持独立自主、自力更生、艰苦奋斗、勤俭建国的方针，反对资本主义，反对修正主义，反对一切形式的资产阶级自由化思想，反对一切损害社会主义利益的行为。

Party Committee

The numbers of Article 7 and items thereafter in the existing Articles shall be adjusted accordingly.

(ii) Addition in “Chapter 12 the Board”:

Article 87

董事会由下列人员组成：
（一）董事长
（二）副董事长
（三）董事
（四）独立董事
（五）非执行董事

The numbers of Article 86 and items thereafter in the existing Articles shall be adjusted accordingly.

NOTICE OF EXTRAORDINARY GENERAL MEETING

(iii) Addition of a Chapter "Party Committee":

Chapter 14

Party Committee

Article 111

1. The Party Committee shall be composed of the following members: the Chairman, the Vice Chairman, the Secretary, the Treasurer, the members of the Discipline Committee and the members of the Party Committee.

Article 112

1. The Party Committee shall be composed of the following members: the Chairman, the Vice Chairman, the Secretary, the Treasurer, the members of the Discipline Committee and the members of the Party Committee.

Article 113

1. The Party Committee shall be composed of the following members: the Chairman, the Vice Chairman, the Secretary, the Treasurer, the members of the Discipline Committee and the members of the Party Committee.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- ii. *[Illegible text]*
- iii. *[Illegible text]*
- iv. *[Illegible text]*
- v. *[Illegible text]*

The numbers of “Chapter 14 President” and chapters and items thereafter in the existing Articles shall be adjusted accordingly.

NOTICE OF EXTRAORDINARY GENERAL MEETING

(3) Registered capital and shareholding structure

As of the end of the reporting period, the registered capital of the Company is RMB100,000,000.00, and the shareholding structure is as follows:

As of the end of the reporting period, the registered capital of the Company is RMB100,000,000.00, and the shareholding structure is as follows:

Before amendment:

Article 15

As of the end of the reporting period, the registered capital of the Company is RMB100,000,000.00, and the shareholding structure is as follows:

As of the end of the reporting period, the registered capital of the Company is RMB100,000,000.00, and the shareholding structure is as follows:

As of the end of the reporting period, the registered capital of the Company is RMB100,000,000.00, and the shareholding structure is as follows:

NOTICE OF EXTRAORDINARY GENERAL MEETING

1. The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to call an extraordinary general meeting of the Corporation to be held on the 15th day of November, 2023, at 10:00 a.m. at the offices of the Corporation, located at 1234 Main Street, New York, New York, for the purpose of considering and acting upon the following resolutions:

2. That the Board of Directors be authorized to take any and all actions necessary to carry out the purposes of this meeting.

Article 17

1. The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to call an extraordinary general meeting of the Corporation to be held on the 15th day of November, 2023, at 10:00 a.m. at the offices of the Corporation, located at 1234 Main Street, New York, New York, for the purpose of considering and acting upon the following resolutions:

- ii. That the Board of Directors be authorized to take any and all actions necessary to carry out the purposes of this meeting.
- iii. That the Board of Directors be authorized to take any and all actions necessary to carry out the purposes of this meeting.
- iv. That the Board of Directors be authorized to take any and all actions necessary to carry out the purposes of this meeting.

3. THAT:

The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to call an extraordinary general meeting of the Corporation to be held on the 15th day of November, 2023, at 10:00 a.m. at the offices of the Corporation, located at 1234 Main Street, New York, New York, for the purpose of considering and acting upon the following resolutions:

The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation to call an extraordinary general meeting of the Corporation to be held on the 15th day of November, 2023, at 10:00 a.m. at the offices of the Corporation, located at 1234 Main Street, New York, New York, for the purpose of considering and acting upon the following resolutions:

NOTICE OF EXTRAORDINARY GENERAL MEETING

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Harbin Electric Company Limited
Si Ze-fu
Chairman

“ ”

Notes:

(1) Voting arrangements

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NOTICE OF THE CLASS MEETING



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 THE CLASS MEETING

NOTICE IS HEREBY GIVEN that the **Class Meeting** of the **Company** will be held on **2022/11/18** at **10:00 AM** in **Room 1001, Harbin Electric Corporation Building, No. 100, Zhongyuan Street, Harbin, Heilongjiang, P.R. China** to discuss and vote on the **EGM Circular** in relation to the proposed **Special Resolutions** set out in the **Circular**.

SPECIAL RESOLUTIONS

1. THAT:

the Board of Directors of the Company has resolved to propose the following Special Resolutions to be passed at the Class Meeting:

(1) Type of new Domestic Shares to be issued

The Board of Directors of the Company has resolved to propose the following Special Resolution to be passed at the Class Meeting:

(2) Price of new Domestic Shares to be issued

The Board of Directors of the Company has resolved to propose the following Special Resolution to be passed at the Class Meeting:

The Board of Directors of the Company has resolved to propose the following Special Resolution to be passed at the Class Meeting:

NOTICE OF THE CLASS MEETING

2017年12月27日，本公司召开2017年第二次临时股东大会，审议《关于修改〈公司章程〉的议案》。该议案已经出席会议的股东所持有效表决权的三分之二以上通过，并于2018年1月15日刊登于上海证券交易所网站（www.sse.com.cn）。

(3) Proxy

2018年12月27日，本公司召开2018年第二次临时股东大会，审议《关于修改〈公司章程〉的议案》。该议案已经出席会议的股东所持有效表决权的三分之二以上通过，并于2019年1月15日刊登于上海证券交易所网站（www.sse.com.cn）。

2019年12月27日，本公司召开2019年第二次临时股东大会，审议《关于修改〈公司章程〉的议案》。该议案已经出席会议的股东所持有效表决权的三分之二以上通过，并于2020年1月15日刊登于上海证券交易所网站（www.sse.com.cn）。

2020年12月27日，本公司召开2020年第二次临时股东大会，审议《关于修改〈公司章程〉的议案》。该议案已经出席会议的股东所持有效表决权的三分之二以上通过，并于2021年1月15日刊登于上海证券交易所网站（www.sse.com.cn）。

2021年12月27日，本公司召开2021年第二次临时股东大会，审议《关于修改〈公司章程〉的议案》。该议案已经出席会议的股东所持有效表决权的三分之二以上通过，并于2022年1月15日刊登于上海证券交易所网站（www.sse.com.cn）。

2022年12月27日，本公司召开2022年第二次临时股东大会，审议《关于修改〈公司章程〉的议案》。该议案已经出席会议的股东所持有效表决权的三分之二以上通过，并于2023年1月15日刊登于上海证券交易所网站（www.sse.com.cn）。

(4) Miscellaneous

2023年12月27日，本公司召开2023年第二次临时股东大会，审议《关于修改〈公司章程〉的议案》。该议案已经出席会议的股东所持有效表决权的三分之二以上通过，并于2024年1月15日刊登于上海证券交易所网站（www.sse.com.cn）。

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. Liu Deng-qing, Mr. Yu Wen-xing, Mr. Hu Jian-min and Mr. Zhu Hong-jie.