

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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H... K... E c a e a d C e a... L... e d a d T... e S... c E c a e f H... K... L... e d a e... e, ... b... yB... e c... e... f... c a a... a e... e, e e a... a... a c a a c... B... c... e e e a d e, e... yB... d c a... a yB... a b... yB... a... e e f... a yB... yB... e e a... f... e a c e... e... e... a yB... a... f... e c... e... f... c a a.



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) CONTINUING CONNECTED TRANSACTIONS IN RESPECT OF
THE EPC FRAMEWORK AGREEMENT
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(3) NOTICES OF EXTRAORDINARY GENERAL MEETING
AND THE CLASS MEETINGS**

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



A... e f... yB... a d... e... a e... 29... f... c a a... A... e f... S... e... B... C... a... L... e d c... a... a... a d... c e a d... e d... e d... e I... d... e... B... a d... C... e e a d... e I... d... e... S... a... e... d... e... e... a e... 31... 44... f... c a a... a d... e e f... e I... d... e... B... a d... C... e e... e... a e... 30... f... c a a.

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Notice of the H Shares Class Meeting	HCM-1
Notice of the Domestic Shares Class Meeting	DCM-1

DEFINITIONS

EGM-	The extraordinary general meeting of the Company, as defined in Article 9 A, of the Charter of the Company, as amended, and the meeting of the Board of Directors, as defined in Article 9 B of the Charter of the Company, as amended, and the meeting of the Board of Directors, as defined in Article 9 C of the Charter of the Company, as amended, and the meeting of the Board of Directors, as defined in Article 9 D of the Charter of the Company, as amended.
EPC-	the company, as defined in Article 1.1 of the Charter of the Company, as amended.
EPC F a e A e e e.-	The company, as defined in Article 1.1 of the Charter of the Company, as amended, and the company, as defined in Article 1.1 of the Charter of the Company, as amended, and the company, as defined in Article 1.1 of the Charter of the Company, as amended, and the company, as defined in Article 1.1 of the Charter of the Company, as amended, and the company, as defined in Article 1.1 of the Charter of the Company, as amended.
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G r,-	The Company, as defined in Article 1.1 of the Charter of the Company, as amended.
Ha b E ec c-	哈爾濱電氣集團有限公司 (Harbin Electric Group Co., Ltd.), as defined in Article 1.1 of the Charter of the Company, as amended.
Ha b E ec c I e a a-	哈爾濱電氣國際工程有限責任公司 (Harbin Electric International Engineering Co., Ltd.), as defined in Article 1.1 of the Charter of the Company, as amended.
H S a e (-)	The company, as defined in Article 1.1 of the Charter of the Company, as amended, and the company, as defined in Article 1.1 of the Charter of the Company, as amended, and the company, as defined in Article 1.1 of the Charter of the Company, as amended, and the company, as defined in Article 1.1 of the Charter of the Company, as amended, and the company, as defined in Article 1.1 of the Charter of the Company, as amended.
H S a e C a M e e e -	The company, as defined in Article 1.1 of the Charter of the Company, as amended, and the company, as defined in Article 1.1 of the Charter of the Company, as amended, and the company, as defined in Article 1.1 of the Charter of the Company, as amended, and the company, as defined in Article 1.1 of the Charter of the Company, as amended, and the company, as defined in Article 1.1 of the Charter of the Company, as amended.
H K -	The Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

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I de, e de . T r a d P a (e) -	, a (e) a d e i e i p a e b e e f c a j e a e d , a e de, e de f e G i , a d c e c ed , e f e G i , ;
L a . e . P a c . c a b e D a . e -	17 Feb , a y B , 2020, b e e e a e , a c c a b e d a . e , e e f c a j a f a c e a c e a f p a c a ed e e ;
L R i j e - e R i j e G e e e L f S e a e e S a c E c a e , a a e d a d d f e d f e e e e ;
, e c e . a e a () - e , e c e . a e a () i de R i j e 14.07 f e L R i j e , e a e , f a a d e e y B c a a j a ;
PRC - e P e e ' R e , i b j c f C a b e c i d , f e , i e f c a j a , H K , e M a c a S , e c a j A d e a e R e f e P R C a d T a a ;
P ed A e d e - e , ed a e d e e A c e . a . e e c a j a ;
RMB -	R e b , e a f i a e e B f e P R C ;
SFO -	S e a e a d F i e O d . a c e (C a . e 571 f e L a f H K) , a a e d a d d f e d f e e e e ;

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)

Dear Mr. Zou:
S. Zou
W. Wei
Z. Yan

People's Republic of China
1399 Changchun Road
Shanghai
Harbin
Heilongjiang Province
The PRC

Dear Mr. Zhang:
Z. Zhang
Y. Wei
H. Jiang
T. Ma

People's Republic of China
Room 1601, 16/F
LHT Tower
31 Qianmen Road
Hong Kong

21 Feb, 2020

Dear Mr. Ma:

Dear Mr. Ma,

**(1) CONTINUING CONNECTED TRANSACTIONS IN RESPECT OF
THE EPC FRAMEWORK AGREEMENT
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(3) NOTICES OF EXTRAORDINARY GENERAL MEETING
AND THE CLASS MEETINGS**

INTRODUCTION

Reference is made to the letter received from you dated 14 Feb, 2020, enclosing the proposed amendments to the EPC Framework Agreement. We are pleased to note that you have agreed to the proposed amendments.

LETTER FROM THE BOARD

The following clauses of the Shareholders' Agreement () de.a... f... e EPC Framework Agreement. A... e... a... d... e... a... c... c... e... ,... a... e... d... e... e... ; () de.a... f... e P... e... d... A... e... d... e... ; () a... e... e... f... e... I... d... e... d... e... B... a... d... C... e... e... e... I... d... e... d... e... S... a... e... d... e... e... e... EPC Framework Agreement. A... e... e... a... d... e... a... c... c... e... ,... a... e... d... e... e... d... e... ; () a... e... e... f... e... I... d... e... d... e... F... a... c... a... Ad... e... e... I... d... e... d... e... B... a... d... C... e... e... a... d... e... I... d... e... d... e... S... a... e... d... e... e... e... EPC Framework Agreement. A... e... e... a... d... e... a... c... c... e... ,... a... e... d... e... e... d... e... ; a... d... () ... c... e... f... e... EGM a... d... e... C... a... Mee... .

A. EPC FRAMEWORK AGREEMENT

On 14 February 2020, the Company Board of Directors of EPC Framework Agreement. A... e... e... . Ha... b... E... l... e... c... ,... i... t... a... c... c... e... ,... c... o... u... n... c... i... l... e... C... o... m... p... a... n... y... B... o... a... r... d... a... ,... H... a... b... E... l... e... c... I... e... a... a...) a... e... e... d... e... e... e... EPC Se... c... e... a... U... n... i... t... e... d... H... a... b... E... l... e... c... G... r... o... u... p... e... a... d... ,... e... e... p... a... d... c... o... n... d... i... t... i... o... n... s... e... e... e... EPC Framework Agreement. A... e... e... .

The following clauses of EPC Framework Agreement. A... e... e... a... e... e... . be... :

I. Date

14 February 2020

II. Parties

1. The Company Board
2. Ha... b... E... l... e... c...

III. Term

Subject to the following conditions, the EPC Framework Agreement. A... e... e... . a... a... e... e... r... c... e... c... e... f... e... d... e... d... e... c... o... u... n... c... i... l... e... C... o... m... p... a... n... y... B... o... a... r... d... a... ,... a... f... e... I... d... e... d... e... S... a... e... d... e... a... e... e... e... EGM ... e... e... f... e... a... a... e... EPC Framework Agreement. A... e... e... a... d... e... a... c... c... e... ,... a... e... d... e... e... d... e... a... d... e... d... 31 December 2022, ... c... o... m... p... a... n... y... B... o... a... r... d... a... e... e... e... e... e... e... e... c... o... m... p... a... n... y... B... o... a... r... d... a... ,... c... a... b... e... a... d... e... r... i... a... (... c... i... d... e... L... R... i... e...), ... e... e... f... e... a... a... c... a... (... f... a... ,... c... a... b... e...) a... d... e... e... e... f... a... e... f... a... e... a... e... e... .

LETTER FROM THE BOARD

IV. Subject Matter

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V. Conditions

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VI. Pricing Policy

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LETTER FROM THE BOARD

A c f p e d h B e C p a B e c e f e EPC Se ce , d e d e e a p e . a e b a e d e e e p a e d c o f e EPC , e c a a e , a e a a b e , f . a . I e e a , EPC , a e e e e c e e EPC e c e , d e h B a B f a e d e , c e . H a b E e c c I e a a a e f r i d e a d e , e c f c f e EPC Se ce a b e , d e d e c a e r a a B e . e e d e e e d a e . D f f e e . e c , c a , e , a f d f f e e . e B e d d f f e e e . e d d f f e e . d a d e e f e c e . H a b E e c c I e a a a e d e e p e e e e e e a e d EPC Se ce e d e a p f e e B e f e c e e d a d . f , d i c e c e . B a e d e d e , e r e a d c o c e e e e . f e EPC , e c , H a b E e c c I e a a a e d e e p e e e a a f e a a d e e a c a a e d . I e a c a a B c i d e e , e e f e , B e e f e e e c a a e e . e e e a c a a B c i d e c a , a d d f f e e c a c . f , f d f f e e e c e c a d e a d c o c e e c e a d , f e r , e . S e f a c e a e e c a d , d e f e e a a c i d e e f :

(a) I d e e p e e e a c a , H a b E e c c I e a a a e a B a e e f e e c e e e c a e a c a f a EPC , e c a a c a c f e G , e I d e e d e . T d P a e e e e e e . e a e p a a d c p a a b e e e f c a e , e c f c e e e e h B e , a e a d e e d e f a e a d B e f e e e e a e e e e e e p a e e e e b e a d a f c a e f e . e e e e d a d e e e e e e e e e EPC , e c a d e c e e a f f c f , e c a a e e .

(b) F e e e e a c a c e c e e e e e e d h B d f f e e c a c a , H a b E e c c I e a a a e b a a d a p a e f e e a a f p a a d e e d f f e e . e (c i d e b e d e e d e e a d e e a , c a b e , e e i b d a e f e C p a B) f e a c , d c e e c e e e d e EPC , e c b a e d e e e c f c e e e e f e EPC , a e e a e a a , e p a B e . a a f e e e a c a f e EPC , e c .

(c) U d e a c a a c e a f e a e a a b e e . a a f e , e c c a , H a b E e c c I e a a a e f a e e f e e a a h B a d d e a e a e d , f . a e c e e e e a e e e c a e a e e , f . a a f e e e e e e c e f , e a e e d e h B e G , I d e e d e . T d P a e f e e e a e B e e d a e B e e d e e e e f i c f e e a a f e e EPC , e c . F e f e e c e e e e f . a a a , e p a e B 3.42% 2018 a d 4.65% 2017 .

LETTER FROM THE BOARD

(d) U... be... e.ec.ed a... e EPC... ce, ... de, f... eac, ... d c... e ce e... ed
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... e... e... a... e... U... ed Ha b... E.ec. c G... , ... e... e... a... a... c... , ce a d... e...
... ee... be... e... fa... a... ab... e...

A... c... f... ed... B... e C... , a... B... e de... a... f... e... e... e... a... c... e... e... a... e... a... f... :

(a) ... e b... e... , e a... a d de e... , ... e de, a... e... f... Ha b... E.ec. c I... e. a... a...
... a... e... e... e... a d... e... e... a... e... ce... a... a... a... e... e... de, a... e... f... EPC, ... ec...
... a... a... e... a d... be... a... B... e... , ... b... e... f... , ... ec... a... , ... a... a d... e... , ... ec...
... e... ab... e... e... , ... ec... ac... , e... a... a... a d... e... e... , a d... a... f...
c... d... a... d... d... f... e... de, a... e... ca... B... e... e... a... , ... , ... e... e...
de, a... e... , ... c... a... e... e... e... , ... ec... de, a... e... , ... e... f... a... c... e... e...
de, a... e... , ... c... a... a... e... de, a... e... , ... a... B... a... f... B... de, a... e... a d... e...
... e... a... a... a... e... de, a... e... , ... de, ... fe... a... , ... f... , ... ec...
de e... , ... e... e... b... e... , e a... a d de e... , ... e de, a... e... e... , ec... e... B...

LETTER FROM THE BOARD

() d... EPC, ... e., ... aB e... e a e a e f a, ... a e B80% f ... a c... ac., ce... a B, a B a b e... a... e... acc d... e, ... e... f ... e, ... ec. (e... e, ... e... f... e de... e, ... e... a... f... a... d... a... a... , a d c... c... ... e, ec. e... B); a d

() , a B e... f... e a a B f... i a B f a, ... a e B10% f... e... a c... ac., ce... a B, a B a b e... e... e c... , e... f... e, ... ec. a d... e e, ... B f... e... i a B a a B, e... d.

VIII. Annual Caps

The ... ed Annual Caps are as follows:

	For the period from the date of the EGM to 31 December 2020	For the year from 1 January 2021 to 31 December 2021	For the year from 1 January 2022 to 31 December 2022
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Part of EPC Service ...			
... U... ed Ha b... E... c G... ,	RMB1,000,000,000	RMB1,000,000,000	RMB1,000,000,000

The ... of the EPC Service ... U... ed Ha b... E... c G... , ... de ... EPC Fa... A... e... e... a... a... ac... .. be... d... ed be... e... .. a... e... A... c... .. e... a... e... .. ca... a... ac... .. a... .. The Annual Caps have been determined e... e... ce... .. e... .. a... ed a... .. f... e EPC Service ... a... a B be... .. ded... .. e U... ed Ha b... E... c G... , each ...

A EPC ... ec. f... .. e... .. a... .. e... .. de... .. e... .. e... .. a... .. e... .. a d c... .. c... c... a... a... a... e... .. c... .. ac... .. a... .. d... .. ca... .. a... .. B... .. c... .. e... .. a... .. d... .. ed ... RMB f... .. a... .. e... .. e... .. e... .. e... .. e... .. a... .. e... .. B... .. e... .. A... .. a... .. Ca... .. U... .. c... .. r... .. ca... Ha b... E... c... .. c... .. e... .. ec... .. ed... .. a... .. Ha b... E... c... de... .. e... .. a... .. b... .. e... .. f... .. e... .. a... .. e... e... .. e... .. e... .. e... B... e... .. d... .. a... .. e... .. ad... .. a... .. B... .. e... .. c... e... .. B... .. Ha b... E... c... .. I... .. e... .. a... .. a... .. e... .. d... .. a... .. a... .. e... .. e... .. de... .. ce... .. f... .. e... .. ab... .. e... .. e... .. ed... .. ec... .. a... .. d... .. a... .. B... .. de... .. e... .. EPC Service U... ed Ha b... E... c G... , ... be... .. e... .. ed a... .. e EPC ... ce... .. de... ..

LETTER FROM THE BOARD

(1) Change of the legal address of the Company

Before amendment :

Paragraph 4 of Article 2 The legal address of the Company, as follows:

**Block 3, Nangang High Technology Production Harbin,
Heilongjiang, the People's Republic of China, (Postal
code: 150036, Telephone No.: (0451)82135727)**

After amendment :

Paragraph 4 of Article 2 The legal address of the Company, as follows:

**1399 Changchun Road, Songbei District, Harbin,
Heilongjiang Province, the People's Republic of China,
(Postal code: 150028, Telephone No.: (0451)82135727)**

(2) Change of name of the promoter of the Company

Before amendment :

Paragraph 2 of Article 3 The promoter of the Company, as follows:

Harbin Electric Corporation

After amendment :

Paragraph 2 of Article 3 The promoter of the Company, as follows:

Harbin Electric Corporation Co., Ltd.

LETTER FROM THE BOARD

() *A r e d e . . f , . ced a , e a e e*

Before amendmen :

Paragraph 2 of Article 184

W e . . . e C . . . a y B e e e , a l l , a . e . .
. . e . . e . . a l l . . . a e e e a e e . . ,
a d a b a c e . . e . a d . . . f . . . e B . . a l l
b e , e , a e d . T e C . . . a y B . . a l l . . . f B . .
c e d 10 d a B a d . . a l l **make a p b l i c a n n o n c e m e n a l e a s 3 i m e s** .
. . e . . , a e 30 d a B a f e . . e d a e . f
. . e e e e .

Af er amendmen :

Paragraph 2 of Article 184

W e . . . e C . . . a y B e e e , a l l , a . e . .
. . e . . e . . a l l . . . a e e e a e e . . ,
a d a b a c e . . e . a d . . . f . . . e B . . a l l
b e , e , a e d . T e C . . . a y B . . a l l . . . f B . .
c e d 10 d a B a d . . a l l **make a p b l i c a n n o n c e m e n** . . e . . , a e
30 d a B a f e . . e d a e . f . . e e
e e .

() *A r e d e . . f , . ced a , e a d e . e e*

Before amendmen :

Paragraph 2 of Article 185

W e . . . e C . . . a y B d e . e e , a l l , a . e . .
. . e d e . e e . . a l l . . . a d e . e e a e e . . ,
a d a b a c e . . e . a d . . . f . . . e B . . a l l
b e , e , a e d . T e C . . . a y B . . a l l . . . f B . .
c e d 10 d a B a d **make a p b l i c a n n o n c e m e n a l e a s 3 i m e s** . . e . . , a e . .
. 30 d a B . . f . . e d a e . f . . e e
d e . e e .

LETTER FROM THE BOARD

3. *Amendmen of he shareholding of he shareholders bearing proposal righ s*

() *A_r e d_r e . . f . . e . c , e f d . e . f . . a e . . / d e . . e e a_p e e . . .*

Before amendmen :

Paragraph (13) of Article 49 . . . c . . . d e a_yB e . . . / e d b_yB
 . . . a e . . / d e . . e . . e . . . 5% or more f . . e
 . . . a e . . b e a f . . e C_p , a_yB;

After amendmen :

Paragraph (13) of Article 49 . . . c . . . d e a_yB e . . . / e d b_yB
 . . . a e . . / d e . . e . . e . . . 3% or more f . . e
 . . . a e . . b e a f . . e C_p , a_yB;

() *A_r e d_r e . . f . . e . . a e . . / d . . . f . . e . . a e . . / d e . . b e a a_p . . .*

Before amendmen :

Article 69 W e . . . e C_p , a_yB c . . . e e . . **an annual**
e e a_p e e a e . . / d e d . . . **5% or**
more f . . e . . a_p . . . a e . . c a_yB . . . e
. . . e f . . e C_p , a_yB a e **en i led o propose**
o he Compan in r i n g e_v a . . e
b e c . . . d e d . **The Compan shall incl de**
in he agenda of ha mee ing hose ma ers
con ained in he proposal hich are i hin
he scope of he d i e s of he shareholders
general mee ing.

An ma er no se o in he no ice
con ening an e/ raordinar general mee ing
shall no be decided a ha mee ing.

LETTER FROM THE BOARD

After amendmen :

Article 69

Where the Company, a ~~Public~~ **Private** limited company, shall call a shareholders general meeting, a meeting shall be called 3% or more of the ~~paid up~~ **paid up** share capital of the Company, a ~~Public~~ **Private** limited company, to be proposed by the members of the shareholders general meeting in writing, which shall be called 10 days prior to the convening of the shareholders general meeting. Those matters contained in the proposal which are within the scope of the duties of the shareholders general meeting must be included in the agenda of the meeting. The convening of the shareholders general meeting shall, within 10 days upon receipt of such proposals, issue a supplementary notice for the shareholders general meeting. The content of such proposals shall fall within the scope of the duties of the shareholders general meeting, and has a clear topic for discussion and specific issues for resolution.

- (4) **Change in the percentage of overseas listed foreign shares to total issued share capital of the issue of Domestic Shares in 2017**

Before amendmen :

Paragraph 2 (1) of Article 16

After the Company, a ~~Public~~ **Private** limited company, was first established, the total issued share capital of the Company was 469,151,000 shares, each of a par value of Rs. 100, as per the Memorandum of Association of the Company, dated 12th Dec 2005, and the total issued share capital of the Company was 93,830,000 shares, each of a par value of Rs. 100, as per the Memorandum of Association of the Company, dated 12th Dec 2005; and the total issued share capital of the Company was 562,981,000 shares, representing 44.17% of the total issued share capital of the Company, as per the Memorandum of Association of the Company, dated 12th Dec 2005; and the total issued share capital of the Company was 102,355,000 shares, each of a par value of Rs. 100, as per the Memorandum of Association of the Company, dated 12th Dec 2005; and the total issued share capital of the Company was 675,571,000 shares, representing 49.07% of the total issued share capital of the Company, as per the Memorandum of Association of the Company, dated 12th Dec 2005.

LETTER FROM THE BOARD

After amendmen :

Paragraph 2 (1) of Article 16 After the Company, a public limited company, was incorporated on 12th Dec 2005, the number of shares issued was 469,151,000 shares, of which 46,915,100 shares were held by the public and 422,235,900 shares were held by the promoters. In Dec 2005, the number of shares issued was 93,830,000 shares, of which 9,383,000 shares were held by the public and 84,447,000 shares were held by the promoters. In Mar 2007, the Company, a public limited company, issued 675,571,000 shares, of which 67,557,100 shares were held by the public and 608,013,900 shares were held by the promoters. **After the issue of domestic shares in 2017, the total quantity of overseas listed foreign shares reached 675,571,000 shares, accounting for 39.59% of the total quantity of shares of the Company.**

(5) Change of the notification period of the shareholders general meetings and class meetings

1. *Amendment of the record date prior to the holding of shareholders general meetings*

Before amendmen :

Paragraph 1 of Article 45 **No change of registration shall be made on the register of shareholders by reason of a transfer of shares within the 30 days prior to the holding of a shareholders general meeting or 5 days prior to the record date for the determination of dividend distribution by the Company.**

LETTER FROM THE BOARD

After amendmen :

Paragraph 1 of Article 45

Where PRC laws and regulations, the Rules Governing the Listing of Securities on the Exchange, the relevant provisions of the securities regulations and the provisions of the place where the shares of the Company are listed stipulate the period of closure of the register of shareholders prior to the holding of a shareholders general meeting or the record date for the determination of dividend distribution by the Company, such provisions shall prevail.

2. *Amendment of the notification period of the shareholders general meetings*

Before amendmen :

Article 52

Where the Company, as a public company, is a listed company, the notice period for the shareholders general meeting shall be not less than 45 days, and the notice period for the shareholders general meeting shall be not less than 20 days for the shareholders general meeting. A shareholder proposing to attend the shareholders meeting shall deposit with the Company a written reply confirming his attendance 20 days prior to the holding of the meeting.

LETTER FROM THE BOARD

The Company shall, according to the replies received 20 days prior to the holding of a shareholders general meeting, calculate the number of shares carrying the right to be represented by the shareholders proposing to attend the meeting. If the number of shares carrying the right to be represented by the shareholders proposing to attend the meeting reaches half of the total number of shares of the Company carrying the right to vote, then the Company may hold the shareholders general meeting; if the number is not reached, the Company shall within 5 days notify the shareholders again of the matters proposed to be considered at the meeting, the date and place of the meeting by a public announcement, and after such public announcement, the Company may hold the shareholders general meeting.

After amendments :

Article 52

Where the Company, as a ^v B.C.C. Co., Ltd. an annual general meeting, shall be held at least 20 clear business days, and the date of the meeting; when the Company convenes an extraordinary general meeting, it shall give written notice at least 10 clear business days or 15 days (whichever is the longer period) prior to the date of the meeting, and a full list of the resolutions to be considered at the meeting, and the date and time of the meeting.

Business days – means an day on which the Hong Kong Stock Exchange is open for business of dealing in securities.

LETTER FROM THE BOARD

3. *Amendment of the notification period for holders of Domestic Shares*

Before amendment :

Paragraph 2 of Article 54

1. The Board of Directors may, at any time, call a general meeting of the shareholders to consider and pass resolutions on any business which may be brought before the meeting. The Board of Directors may, at any time, call a general meeting of the shareholders to consider and pass resolutions on any business which may be brought before the meeting. If the Board of Directors is unable to call a general meeting of the shareholders, the Board of Directors may, at any time, call a general meeting of the shareholders to consider and pass resolutions on any business which may be brought before the meeting. **on an one day within the period of 45 to 50 days prior to the convening of the meeting** of the shareholders, the Board of Directors may, at any time, call a general meeting of the shareholders to consider and pass resolutions on any business which may be brought before the meeting. The Board of Directors may, at any time, call a general meeting of the shareholders to consider and pass resolutions on any business which may be brought before the meeting. The Board of Directors may, at any time, call a general meeting of the shareholders to consider and pass resolutions on any business which may be brought before the meeting.

After amendment :

Paragraph 2 of Article 54

1. The Board of Directors may, at any time, call a general meeting of the shareholders to consider and pass resolutions on any business which may be brought before the meeting. The Board of Directors may, at any time, call a general meeting of the shareholders to consider and pass resolutions on any business which may be brought before the meeting. If the Board of Directors is unable to call a general meeting of the shareholders, the Board of Directors may, at any time, call a general meeting of the shareholders to consider and pass resolutions on any business which may be brought before the meeting. **in accordance with the notification period requirements in the holding of shareholders general meetings as stipulated in Article 52 of these Articles** of the shareholders, the Board of Directors may, at any time, call a general meeting of the shareholders to consider and pass resolutions on any business which may be brought before the meeting. The Board of Directors may, at any time, call a general meeting of the shareholders to consider and pass resolutions on any business which may be brought before the meeting. The Board of Directors may, at any time, call a general meeting of the shareholders to consider and pass resolutions on any business which may be brought before the meeting.

LETTER FROM THE BOARD

(6) Addition of means for corporate communication for overseas listed foreign shareholders

Before amendmen :

Article 202

Save as otherwise provided for in the Articles, the Company shall be deemed to be a public company for the purposes of the Companies Act, 1956, if the aggregate of the paid-up equity share capital of the Company in Hong Kong, as determined in accordance with the provisions of the Companies Act, 1956, exceeds the aggregate of the paid-up equity share capital of the Company in Hong Kong, as determined in accordance with the provisions of the Companies Act, 1956, in any of the following circumstances:—

Notwithstanding to the Companies Act, 1956, the Company shall be deemed to be a public company for the purposes of the Companies Act, 1956, if the aggregate of the paid-up equity share capital of the Company in Hong Kong, as determined in accordance with the provisions of the Companies Act, 1956, exceeds the aggregate of the paid-up equity share capital of the Company in Hong Kong, as determined in accordance with the provisions of the Companies Act, 1956, in any of the following circumstances:—

After amendmen :

Article 202

Save as otherwise provided for in the Articles, the Company shall be deemed to be a public company for the purposes of the Companies Act, 1956, if the aggregate of the paid-up equity share capital of the Company in Hong Kong, as determined in accordance with the provisions of the Companies Act, 1956, exceeds the aggregate of the paid-up equity share capital of the Company in Hong Kong, as determined in accordance with the provisions of the Companies Act, 1956, in any of the following circumstances:—

LETTER FROM THE BOARD

No ihs anding he req iremen s nder paragraph 1 of his Article and Articles 54, 161 and 183 of these Articles or an o her provisions (if rela ed) i h respec o he form of iss ance or no ifica ion of an doc men s, no ices or o her comm nica ions, s bjec o compliance i h all applicable la s and reg la ions, rele an provisions of he sec ri ies reg la or a hori of he place here he shares of he Compan are lis ed and these Articles, he Compan ma elec o iss e corpora e comm nica ions in he form of no ifica ion b pos ing on he ebsi e of he Compan and he ebsi es designa ed b he sec ri ies reg la or a hori of he place here he shares of he Compan are lis ed, as a s bs i e for he deli er of a ri en doc men b hand or b prepaid mail o each holder of o erseas lis ed foreign shares.

Corpora e comm nica ions– means an doc men s iss ed or o be iss ed b he Compan for he informa ion or ac ion of he shareholders, incl ding b no limi ed o ann al repor s (incl ding ann al financial repor s), in erim repor s (incl ding in erim financial repor s), direc ors’ repor s (oge her i h balance shee s and profi and loss s a emen s or income s a emen s), no ices of mee ings, lis ing doc men s, circ lars, pro forms and o her comm nica ion doc men s.

N . ce . . be e . b . e C . , a . B . . . de . . f d . e . c . . a e . . a . . be . . b . . ed . . . e . . . e . . b . . ca ec f ed b . B . . e PRC . eq . . e . e . . a . . Ba . . . B . O . ce . . b . . ed . . a de . . f d . e . c . . a e . . a . . be de . . ed . . a e . . ce . . ed . . i c . . . ce . **The Compan ma also ser e** s ch no ices o s ch holders of domes ic shares b pos or b personal deli er .

LETTER FROM THE BOARD

D. p. e. c S. a. e. , e. e. e. . . a. , . . . a. e. B60.41% f. e. . a. f. e. S. a. e. , d. e. .
T. e. e. () e. a. e. e. . . a. a. e. e. . . i. d. e. a. d. e. e. e. d. . . h. B
. . . b. d. . i. , . . H. a. b. E. e. c. c. a. d. . a. . c. a. e. ; a. d. () b. j. a. e. . . e. . . f. H. a. b.
E. j. e. c. c. a. d. . a. . c. a. e. a. a. . e. L. a. e. . P. a. c. c. a. b. e. D. a. e. , e. e. h. B. . . e. B. , a. e. . . a. B. , a. e.
. e. , . . a. B. , e. , a. e. B. , a. e. d. c. e. . . e. e. e. c. e. f. e. e. , e. c. f. e.
S. a. e. . a. . d. , a. B. e. . e. e. e. a. B. a. c. a. e. h. B. c. a. e. b. a. . .

S. a. e. a. d. c. j. e. d. a. b. e. , . . . e. f. e. S. a. e. , d. e. a. e. e. i. e. d. . a. b. a. f. a. . . e. EGM
a. d/ . . . e. C. a. Mee.

T. e. . . . c. e. d. a. e. d. 21 F. e. b. r. a. y. B2020 c. . . e. e. EGM, . . . e. H. S. a. e. C. a. Mee. . . . a. d. . e.
D. p. e. c S. a. e. C. a. Mee. . . . e. , e. c. e. y. B. . . b. e. d. a. . . e. c. f. e. e. c. e. f. e. C. p. , a. y. B
p. c. a. e. d. a. 1399 C. i. a. . . . y. B R. a. d. S. . . b. e. D. . . c. , H. a. b. , H. e. a. . . P. c. e. , . . e. PRC
. . . T. r. i. d. a. B. 9 A. , . . 2020 a. 9:00 a. T. r. i. d. a. B. 9 A. , . . 2020 a. 9:30 a. . . (. e. d. a. e. y. B
a. f. e. . . e. c. c. i. a. d. i. e. . . f. e. EGM), a. d. . . T. r. i. d. a. B. 9 A. , . . 2020 a. 10:00 a. . . (.
e. d. a. e. y. B a. f. e. . . e. c. c. i. a. d. i. e. . . f. e. H. S. a. e. C. a. Mee. . . .) e. , e. c. e. y. B. a. e.
. . e. , a. e. EGM-1, HCM-1 a. d. DCM-1 f. c. a. W. e. e. y. B. . . . e. d. . a. e. d.
. . . e. EGM, . . . e. H. S. a. e. C. a. Mee. . . . a. d/ . . . e. D. p. e. c S. a. e. C. a. Mee. . . . y. B. i. a. e. e. . . d. e.
. . . c. . . , e. e. . e. , . . . y. B f. . . () e. c. j. e. d. c. a. , . . . a. c. c. d. a. c. e. e. c.
. . . e. d. . . e. e. . a. d. e. e. a. e. . . . e. C. p. , a. y. B. . . . a. e. e. . . a. . . H. . . K. . . , H. . . K. . .
R. e. . . a. L. . . e. d. a. 17M F. . . . , H. , e. e. . . C. e. . e. , 183 Q. e. e. ' R. a. d. E. a. . , W. a. C. a. , H. . . K. . .
(f. . . e. . . d. e. . . f. e. H. S. a. e. . . . y. B) . . . e. C. p. , a. y. B. . . . c. a. , . . . a. c. e. f. b. . . e. . . . e. PRC a.
1399 C. i. a. . . . y. B R. a. d. S. . . b. e. D. . . c. , H. a. b. , H. e. a. . . P. c. e. , . . e. PRC (f. . . e. . . d. e.
. . . f. e. D. p. e. c S. a. e. . . . y. B) a. a. b. e. b. . . . a. y. B e. e. . . . e. . . . a. 24 b. e. f. e. . . e.
. . . e. f. e. d. f. . . . d. . . . e. EGM, . . . e. H. S. a. e. C. a. Mee. . . . a. d/ . . . e. D. p. e. c S. a. e. C. a. Mee. . . . a. d/
Mee. a. a. y. B a. d. i. e. e. e. f. C. p. , e. a. d. d. e. y. B f. . . e. a. d. , . . . y. B f.
. . . e. e. y. B. i. f. . . a. e. d. . . , a. d. , e. a. e. EGM, . . . e. H. S. a. e. C. a. Mee. . . . a. d/
. . . e. D. p. e. c S. a. e. C. a. Mee. a. y. B a. d. i. e. e. e. f. f. y. B. i. T. e. e. y. B. i. . . .
f. . . e. EGM a. d. . e. C. a. Mee. a. e. a. . . e. c. j. e. d. Y. i. a. e. e. . . d. e. . . c. . . , e. e. a. d. . . . e.
e. y. B. i. , () (f. y. B. i. a. e. e. . . . e. d. . a. e. d. . e. EGM, . . . e. H. S. a. e. C. a. Mee. . . . a. d/ . . . e. D. p. e. c
S. a. e. C. a. Mee. . . .) a. d. e. e. . . . e. d. . . , () . . . a. c. c. d. a. c. e. e. c. , . . . e. d.
. . . e.

LETTER FROM THE BOARD

G. RECOMMENDATIONS

Yi a.e. . . . d a . . . e e e f . . . e I de, e de . B a d C . . . e e e . . . , a e 30
f . . . c a . T e I de, e de . B a d C . . . e e , a . . . a e . . . a c c i . . . e a d c e f . . . e
I de, e de . F a c a A d . . . e . . . f . . . c . . . e . . . , a e 31 . . . 44 f . . . c a ,
c . . . d e . . . a . . . e . . . f . . . e E P C F a . . . e . . . A e e . . . e . . . a . . . a c . . . c . . . e . . . , a e d . . . e a d e
a d . . . e A . . . a C a , a e f a d e a . . . a b e , . . . a . . . c . . . e . . . c a . . . e . . . a d . . . e d a , B a d
i . . . a c . . . e f b . . . e . . . f . . . e G . . . , a d . . . e . . . e . . . f . . . e C . . . , a , B a d . . . e S a e . . . d e . . . a a
 . . . e . . . A c c . . . d . . . B . . . e I de, e de . B a d C . . . e e e c . . . e d . . . e I de, e de . S a e . . . d e . . .
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S a e e . . . f a . . . r . . . f . . . e e . . . p b e , . . . e d a . . . e E G M , . . . e H S a e . . . C a . . . M e e . . .
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H. ADDITIONAL INFORMATION

Yi a.e. . . . a . . . d a . . . e a d d . . . a . . . f . . . a . . . e . . . e e a , e d . . . e . . . c a . . .

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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)

21 February 2020

To the Independent Shareholders

Dear Shareholders,

(1) CONTINUING CONNECTED TRANSACTIONS IN RESPECT OF THE EPC FRAMEWORK AGREEMENT

(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND

(3) NOTICES OF EXTRAORDINARY GENERAL MEETING AND THE CLASS MEETINGS

We refer to the circular issued by Harbin Electric Company Limited on 21 February 2020 (the "Circular") concerning the proposed amendments to the Articles of Association and the proposed amendments to the Articles of Association and the proposed amendments to the Articles of Association.

We have been advised by the Board of Directors of Harbin Electric Company Limited that the proposed amendments to the Articles of Association and the proposed amendments to the Articles of Association and the proposed amendments to the Articles of Association have been approved by the Independent Shareholders.

We would also like to advise the Independent Shareholders of Harbin Electric Company Limited that the proposed amendments to the Articles of Association and the proposed amendments to the Articles of Association and the proposed amendments to the Articles of Association have been approved by the Independent Shareholders. The proposed amendments to the Articles of Association and the proposed amendments to the Articles of Association and the proposed amendments to the Articles of Association have been approved by the Independent Shareholders. The proposed amendments to the Articles of Association and the proposed amendments to the Articles of Association and the proposed amendments to the Articles of Association have been approved by the Independent Shareholders.

Yi Hong-jie, Yi Wen-jing, H Jian-min, Tian Min
Independent Non-executive Directors
Zh Hong-jie, Yi Wen-jing, H Jian-min, Tian Min
Independent Non-executive Directors

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following independent financial adviser, Somerley Capital Limited, is the Independent Board Committee member of the Independent Shareholders, who have been appointed to advise on the proposed acquisition.



SOMERLEY CAPITAL LIMITED

20/F, Citibank Building
29 Queen's Road Central
Hong Kong

21 February 2020

The Independent Board Committee of the Independent Shareholders

Dear Sirs,

CONTINUING CONNECTED TRANSACTIONS IN RESPECT OF THE EPC FRAMEWORK AGREEMENT

INTRODUCTION

We refer to the announcement of the Independent Board Committee of the Independent Shareholders of the Company in relation to the EPC Framework Agreement. As per the announcement, the Company (collectively with its subsidiaries) has entered into the EPC Framework Agreement with the Acquisition Company, as set out in the circular of the Company dated 21 February 2020 (the "Circular"), for the acquisition of the United Kingdom defined, capped and limited liability shares of the Acquisition Company defined in the Circular.

On 14 February 2020, the Company entered into the EPC Framework Agreement with the Acquisition Company. The Acquisition Company is a subsidiary of the Company (collectively with its subsidiaries) ("Acquisition Company") of the EPC Securities of the United Kingdom Government, until 31 December 2022.

The Acquisition Company is a subsidiary of the Company, as defined in the Circular (as defined in the Circular). The Acquisition Company is a subsidiary of the Company (collectively with its subsidiaries) ("Acquisition Company") of the EPC Securities of the United Kingdom Government, until 31 December 2022. The Acquisition Company is a subsidiary of the Company, as defined in the Circular (as defined in the Circular). The Acquisition Company is a subsidiary of the Company (collectively with its subsidiaries) ("Acquisition Company") of the EPC Securities of the United Kingdom Government, until 31 December 2022. The Acquisition Company is a subsidiary of the Company, as defined in the Circular (as defined in the Circular). The Acquisition Company is a subsidiary of the Company (collectively with its subsidiaries) ("Acquisition Company") of the EPC Securities of the United Kingdom Government, until 31 December 2022.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee has received the application of the proposed Director, Mr. BM. Z. H. ... M. Y. We ... M. H. Ja ... and M. T. A. M. ... a been established and the Independent Shareholders' Committee of EPCFA ... A and of the We, S Ca, a L ed, have been asked by the Independent Financial Adviser and the Independent Shareholders' Committee

As the Local Purchase Date, S Ca, a L ed de a e a y B e a e e Ca, a y B, a c i d e a ... ab y B b e e a d e a a ... d a c e de, e d e c e f S Ca, a L ed a d e f e d i d e R i e 13.84 f L R i e a c a de, e d e f a c a a d e de I d e, e d e . B a d C e e a d d e I d e, e d e . S a e de e, e c . f E P C F a e A e e e, e a a c c e, .. a e d de a d d e A a Ca, .. I e, a y B e a e c e, f de, e d e f a c a a d e e a e e e a a de de y B c d a f f e a c t i e a f e d H S a e f e C a y B d e a f c e e e e c e d o e B e d h B e C a y B a d H a b E e c . c d a e d 20 M a c . 2019, e e a b e e de e a e e . b e e e G a d S e Ca, a L ed. W e d c de de, a e e a e e a d e, e d e f a c a a d e e e e a y B c f c f S e Ca, a L ed . a c a de, e d e f a c a a d e e, e c . f E P C F a e A e e e, e a a c c e, .. a e d de a d d e A a Ca, .. A a f a f e a f e e , a d e, e c . f a e a e e a B a b e i c e c e a e a de, e d e . f a c a a d e e, e c . f E P C F a e A e e e, e a a c c e, .. a e d de a d d e A a Ca, .. a a e e e e h B e e e e a y B f e e b e f . f e C a y B

If a i a d c e, e a e e e d de f a a d f a c i , e d , a d d e e e, e e d , h B e D e c a d d e a a e e . f e G i , (t h e M a n a g e m e n t) , a d d a e a e d a y B a e i e, a c o a e a d c e e a a e a a , e c . a e e e B e e e a d d e a i , de e f e E G M . W e a e a i a d e c e e d c f a f de D e c a a a e a e a e e a f a a b e e , e d a d d a a e a f a c a e a b e e e d e d f e f a , e d a d e , e e d W e a e e e a d i b e a c o a c y B f e f a , e d e d a b e e e a a y B a e a f a a b e e e d e d . W e a e e e d c f a a d c de a e f a e a e e c e e d i f f c e f e a c i a d e c e d a a e e e H e e , e a e c d c e d a y B d e, e d e e a e b e a d a f f a f e G i , a d H a b E e c . c a e e c a e d a y B d e, e d e . e f c a f e f a , e d .

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

2. Principal terms of the EPC Framework Agreement

See also be [] a [] a [] B f de a [] f [] de EPC Fa [] e [] A [] ee [] e [] F [] de a [] f [] de EPC Fa [] e [] A [] ee [] e [] a [] e [] e [] de Le [] e [] f [] de B a d - c [] a [] e [] de C [] a [] a []

Date: 14 February 2020

Party: The Company, a Bahamian Entity

Subject matter: The Company, a Bahamian Entity (the "Company") is the provider of EPC Services to the United Bahamian Entity. The Company is a fully owned subsidiary of the United Bahamian Entity, a wholly owned subsidiary of the United Bahamian Entity, a wholly owned subsidiary of the United Bahamian Entity.

The United Bahamian Entity is a wholly owned subsidiary of the United Bahamian Entity, a wholly owned subsidiary of the United Bahamian Entity, a wholly owned subsidiary of the United Bahamian Entity.

Term: From the date of execution of the Independent Statement of Work, the EPC Framework Agreement shall remain in full force and effect until the end of the term, 31 December 2022.

Conditions: The EPC Framework Agreement shall be subject to the terms and conditions of the EPC Framework Agreement. The EPC Framework Agreement shall be subject to the terms and conditions of the EPC Framework Agreement.

Parties: The independent financial adviser, as defined in the EPC Framework Agreement. The independent financial adviser shall be a fully qualified and licensed professional services firm.

Further, the independent financial adviser, as defined in the EPC Framework Agreement, shall be a fully qualified and licensed professional services firm. The independent financial adviser shall be a fully qualified and licensed professional services firm.

Parties: The independent financial adviser, as defined in the EPC Framework Agreement, shall be a fully qualified and licensed professional services firm. The independent financial adviser shall be a fully qualified and licensed professional services firm.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Assessment of the terms of the EPC Framework Agreement

As the independent financial adviser to the EPC Framework Agreement, I have reviewed the...
acceptance of the Framework Agreement by the EPC Service Provider...
We have also reviewed the...
The... of the... of the EPC Service Provider...

As a result, I have concluded that the... of the... of the EPC Service Provider...
and the... of the... of the EPC Service Provider...
The... of the... of the EPC Service Provider...
and the... of the... of the EPC Service Provider...

In addition, I have also reviewed the... of the... of the EPC Service Provider...
and the... of the... of the EPC Service Provider...
The... of the... of the EPC Service Provider...
and the... of the... of the EPC Service Provider...

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

() The Company, a BVI limited liability company, is a subsidiary of the Company, a BVI limited liability company, and is a subsidiary of the Company, a BVI limited liability company. The Company, a BVI limited liability company, is a subsidiary of the Company, a BVI limited liability company. The Company, a BVI limited liability company, is a subsidiary of the Company, a BVI limited liability company.

Further, the Company, a BVI limited liability company, is a subsidiary of the Company, a BVI limited liability company. The Company, a BVI limited liability company, is a subsidiary of the Company, a BVI limited liability company.

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(b) The Company, a BVI limited liability company, is a subsidiary of the Company, a BVI limited liability company. The Company, a BVI limited liability company, is a subsidiary of the Company, a BVI limited liability company. The Company, a BVI limited liability company, is a subsidiary of the Company, a BVI limited liability company.

(c) The Company, a BVI limited liability company, is a subsidiary of the Company, a BVI limited liability company. The Company, a BVI limited liability company, is a subsidiary of the Company, a BVI limited liability company. The Company, a BVI limited liability company, is a subsidiary of the Company, a BVI limited liability company.

(d) The Company, a BVI limited liability company, is a subsidiary of the Company, a BVI limited liability company. The Company, a BVI limited liability company, is a subsidiary of the Company, a BVI limited liability company. The Company, a BVI limited liability company, is a subsidiary of the Company, a BVI limited liability company.

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We have based our opinion on the information provided to us by the Company, a BVI limited liability company, and its subsidiaries. We have not conducted an independent investigation of the Company, a BVI limited liability company, or its subsidiaries. We have not audited the financial statements of the Company, a BVI limited liability company, or its subsidiaries. We have not verified the accuracy of the information provided to us by the Company, a BVI limited liability company, or its subsidiaries.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

5. Relevance and conditions of the transactions contemplated under the EPC Framework Agreement

In compliance with the Letter Relevance and conditions of the transactions contemplated under the EPC Framework Agreement, the following conditions shall be fulfilled:

() The Approval Committee shall be established under the EPC Framework Agreement. All the relevant conditions shall be complied;

() The relevant documents shall be duly executed in accordance with the Letter Relevance and conditions of the transactions contemplated under the EPC Framework Agreement. All the relevant conditions shall be complied. (a) The relevant documents shall be duly executed in accordance with the Letter Relevance and conditions of the transactions contemplated under the EPC Framework Agreement. All the relevant conditions shall be complied. (b) The relevant documents shall be duly executed in accordance with the Letter Relevance and conditions of the transactions contemplated under the EPC Framework Agreement. All the relevant conditions shall be complied. (c) The relevant documents shall be duly executed in accordance with the Letter Relevance and conditions of the transactions contemplated under the EPC Framework Agreement. All the relevant conditions shall be complied.

() The relevant documents shall be duly executed in accordance with the Letter Relevance and conditions of the transactions contemplated under the EPC Framework Agreement. All the relevant conditions shall be complied. (a) The relevant documents shall be duly executed in accordance with the Letter Relevance and conditions of the transactions contemplated under the EPC Framework Agreement. All the relevant conditions shall be complied. (b) The relevant documents shall be duly executed in accordance with the Letter Relevance and conditions of the transactions contemplated under the EPC Framework Agreement. All the relevant conditions shall be complied. (c) The relevant documents shall be duly executed in accordance with the Letter Relevance and conditions of the transactions contemplated under the EPC Framework Agreement. All the relevant conditions shall be complied.

(a) The relevant documents shall be duly executed in accordance with the Letter Relevance and conditions of the transactions contemplated under the EPC Framework Agreement. All the relevant conditions shall be complied.

(b) The relevant documents shall be duly executed in accordance with the Letter Relevance and conditions of the transactions contemplated under the EPC Framework Agreement. All the relevant conditions shall be complied.

(c) The relevant documents shall be duly executed in accordance with the Letter Relevance and conditions of the transactions contemplated under the EPC Framework Agreement. All the relevant conditions shall be complied.

(d) The relevant documents shall be duly executed in accordance with the Letter Relevance and conditions of the transactions contemplated under the EPC Framework Agreement. All the relevant conditions shall be complied.

() The relevant documents shall be duly executed in accordance with the Letter Relevance and conditions of the transactions contemplated under the EPC Framework Agreement. All the relevant conditions shall be complied.

6. COMPETING BUSINESS

A a. La.e. . P ac. cab|e Da.e, a fa a D ec. a e a a e, f D ec.
 f C , a yB e, ec. ec ca.e ad a yB e b
 c e e yB c e, e d ec. yB d ec. yB e b f G

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

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 a a e c a f ca e a e b f G ; a d
- (b) fa a D ec. a e a a e, f D ec. f C , a yB, ad
 a yB d ec. d ec. e a yB a e c ad bee ac ed d ed f bB .
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 G , ce 31 Dece be 2018, be d a e c e i b ed a d ed
 c da ed f a c a a e f G , e e a d e

8. MATERIAL LITIGATION

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9. EXPERT

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 c a ed c a a :

Name	Q alifica ion
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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 (the EGM) of Harbin Electric Company Limited (the Company) will be held at the conference room of the Company, No. 1399 Chongqing Road, Shibei District, Harbin, Heilongjiang Province, the PRC, on Tuesday, 9 April 2020 at 9:00 a.m. in accordance with the articles of association of the Company, as amended and effective as at the date of this notice. The agenda of the EGM is set out in the circular letter of the Company dated 21 February 2020 (the Circular) and is available on the website of the Company at www.hrbel.com.cn.

ORDINARY RESOLUTION

1. THAT:

- (a) the EPC Framework Agreement and the associated contracts, as amended, be adopted and approved by the Board, and, as amended, be adopted;
- (b) the Annual General Meeting be held on 10 April 2020;
- (c) the Board, and/or the Board delegate, be authorized, as a Board, to do all such things as may be necessary or expedient to give effect to the EPC Framework Agreement and the associated contracts, as amended, and to do all such things as may be necessary or expedient to give effect to the EPC Framework Agreement and the associated contracts, as amended, and to do all such things as may be necessary or expedient to give effect to the EPC Framework Agreement and the associated contracts, as amended.

SPECIAL RESOLUTION

2. THAT:

- (a) the Proposed Amendment (dealing with the Company) be adopted and approved by the Board, and, as amended, be adopted;



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 (the HCM) of Harbin Electric Company Limited (the Company) will be held at the conference room of the Company, 1399 Chongqing Road, Songbei District, Harbin, Heilongjiang Province, the PRC, on Tuesday, 9 February 2020 at 9:30 a.m. (commencing at 9:30 a.m. and ending at 12:00 p.m. local time of the place where the meeting is held) to consider and, if necessary, approve the following resolutions. The agenda of the meeting is defined in the circular dated 21 February 2020 issued by the Company (the Circular) and is available at the website of the Company.

SPECIAL RESOLUTION

1. THAT:

- (a) ...
(b) ...

Secretary
Harbin Electric Company Limited
Si Ze-feng
Chairman

Harbin, the PRC, 21 February 2020

NOTICE OF DOMESTIC SHARES 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 DOMESTIC SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that the Domestic Shareholders' Meeting (the "DCM") of Harbin Electric Company Limited (the "Company") will be held at the conference room of the Company, located at 1399 Changyang Road, Songbei District, Harbin, Heilongjiang Province, PRC, on Tuesday, 9 February 2020 at 10:00 a.m. (in the afternoon of the day immediately preceding the day of the meeting) to consider and, if necessary, approve the following matters. The agenda is defined as set out in the circular dated 21 February 2020 issued by the Company (the "Circular") and a separate explanatory circular is issued to the shareholders of the Company.

SPECIAL RESOLUTION

1. THAT:

- (a) the proposed amendments to the Articles of Association (the "Articles") of the Company be adopted;
- (b) the Board of Directors of the Company be authorized to execute and apply the necessary measures to give effect to the amendments to the Articles of Association of the Company and to take all such steps as may be necessary to give effect to the amendments to the Articles of Association of the Company, including the filing of the amendments to the Articles of Association of the Company with the relevant authorities and the registration of the amendments to the Articles of Association of the Company with the relevant authorities.

By Order of the Board

Harbin Electric Company Limited

Si Ze-feng

Chairman

Harbin, PRC, 21 February 2020

