

If you have any queries as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you are selling all your shares in Harbin Electric Company Limited (the “Company”), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time;
“associate(s)”	the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Company”	Harbin Electric Company Limited, a company incorporated in the PRC with limited liability, the H-shares of which are listed on the Stock Exchange;
“Director(s)”	director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened at 17th Floor Meeting Room, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People’s Republic of China on Tuesday, 18 November 2014 at 9:00 a.m.;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau and Taiwan;
“Shareholder(s)”	shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisory Committee”	the Supervisory Committee of the Company;
“Supervisor(s) Representing Shareholders”	the supervisors appointed by the Shareholders of the Company.

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Mr. Feng Yong-qiang will be appointed as a Su

III. EGM

The resolution for the approval of the appointment of Supervisor Representing Shareholders and the determination of his remuneration will be proposed to the Shareholders for their consideration at the EGM. The resolution approving the appointment of Supervisor Representing Shareholders of the Supervisory Committee and the determination of his remuneration is required to be approved at the EGM as an ordinary resolution.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no connected person of the Company, Shareholder or their respective associates have a material interest in the resolution to be proposed at the EGM and are required to abstain from voting at the EGM.

A notice convening the EGM is set out on pages 5 to 6 of this circular. The EGM will be held at 17th Floor Meeting Room, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Tuesday, 18 November 2014 at 9:00 a.m. at which a resolution will be proposed to approve the appointment of Supervisor Representing Shareholder and the determination of his remuneration. A form of proxy for use at the EGM has been enclosed and dispatched with this circular.

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The Directors believe that the resolution in respect of the appointment of Supervisor Representing Shareholders and the determination of his remuneration is in the interests of the Company and the Shareholders as a whole, and, accordingly, the Directors recommend that all the Shareholders vote in favour of the relevant resolution at the EGM.

Yours faithfully,

By order of the Board

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Company Secretary

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Notes:

1. For the purpose of ascertaining the list of shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from 18 October 2014 to 18 November 2014 (both dates inclusive). Shareholders whose names appear on the register before such closure shall be entitled to attend and vote at the EGM. Any person purchasing shares of the Company during the closure period shall not be entitled to attend the EGM. In order to qualify to attend the EGM, all transfers documents together with relevant share certificates must be lodged with the Company's Registrar, Hong Kong Registrars Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:00 p.m. on 17 October 2014;
2. Shareholders intending to attend the EGM shall give written notice of the same to the Company, which shall