

1. 项目背景与意义

2. 项目目标与范围

3. 项目组织与分工

Harbin Electric
(哈爾濱電氣集團有限公



哈尔滨电气

ELECTRIC

Harbin Electric Group Co., Ltd.

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The Article, which relates to HEC and was published in the Hong Kong Economic Journal in the Chinese language only, is a document under Rule 12.1 of the Takeovers Code. Due to an inadvertent and unintentional oversight by HEG and HEC, the Article was published without first having sought confirmation from the Executive that it has no further comments thereon. HEG and HEC sincerely apologise that they did not meet the requirement under Rule 12.1 of the Takeovers Code. HEG and HEC would like to clarify that the Article sought to highlight matters disclosed in (i) the Composite Document; (ii) the Announcement; and (iii) the Poll Results Announcement for greater ease of reference by the HEC H Shareholders. The Article is not intended as an advertisement either to promote HEC or the H Share Offer, the Delisting or the Merger. The publication of the Article merely serves to facilitate greater ease of reference for the HEC H Shareholders in light of HEC's broad base of shareholders who may have varied degrees of access to the Internet.

The directors of HEG jointly and severally accept full responsibility for the accuracy of the information contained in the Article (other than that relating to HEC) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Article (other than that expressed by the HEC Board) have been arrived at after due and careful consideration and there are no other facts not contained in the Article, the omission of which would make any statement in the Article misleading.

The directors of HEC jointly and severally accept full responsibility for the accuracy of the information contained in the Article (other than that relating to HEG) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Article (other than that expressed by the HEG Board) have been arrived at after due and careful consideration and there are no other facts not contained in the Article, the omission of which would make any statement in the Article misleading.

WARNING

Shareholders and/or potential investors should note that the Article does not contain all of the information set out in the Composite Document, the Announcement and the Poll Results Announcement, and thus are advised to refer to the full texts of such documents, and to exercise caution in placing reliance on the Article when assessing the merits and demerits of the H Share Offer, the Merger and the Delisting. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

HEG and HEC wish to emphasise that the oversight was entirely unintentional and assure that any matters related to the Takeovers Code will be dealt with in a more cautious manner in future.

In addition, HEG and HEC would also like to make the following clarifications regarding the Poll Results Announcement:

1. Under the second paragraph of the section headed “OUTSTANDING CONDITIONS AND THE CLOSING DATE” on page 9 of the Poll Results Announcement, Conditions (b) (being the Acceptance Condition as defined in the Poll Results Announcement) and (d) to (f) remain outstanding as at the date of the Poll Results Announcement.

In this regard, the second paragraph of the section headed “OUTSTANDING CONDITIONS AND THE CLOSING DATE” on page 9 of the Poll Results Announcement should be amended and replaced as follows:

As at the date of this joint announcement, Conditions (a), (c) and (g) have been fulfilled. Condition (b) (being the Acceptance Condition), together with Conditions (d) to (f) remain outstanding. HEG is not aware of any events that would lead to Conditions (d) to (f) not being fulfilled. HEG also reserves the right to waive Conditions (e) and (f).

2. In light of the amendment stated in paragraph 1 above and due to an inadvertent clerical error, the second paragraph of the section headed “未達成條件及截止日期” on page 9 of the Chinese version of the Poll Results Announcement should be amended and replaced as follows:

於本聯合公告日期，條件(a)、(c)及(g)已獲達成。條件(b) (即接納條件) 連同條件(d)至(f)仍未達成。哈電集團並不知悉任何事件會導致條件(d)至(f)不獲達成。哈電集團亦保留豁免條件(e)及(f)之權利。

Save for the above clarifications, all other information in the Poll Results Announcement remains unchanged and the above clarifications do not affect other information contained in the Poll Results Announcement.

HEG and HEC sincerely apologise for any confusion and the inconvenience caused by the above.

On behalf of the board of
Harbin Electric Corporation Co., Ltd.
(哈爾濱電氣集團有限公司)
Si Ze-fu

On behalf of the board of
Harbin Electric Company Limited
(哈爾濱電氣股份有限公司)
Zhang Ying-jian

Harbin, the PRC, 9 May 2019

致:哈爾濱電氣股份有限公司H股股東

就花旗環球金融亞洲有限公司代表哈爾濱電氣集團有限公司(「哈電集團」)以每股H股4.56港元的H股收購要約價格收購哈爾濱電氣股份有限公司(「哈電股份」)全部已發行H股提出自願有條件收購要約(「H股收購要約」);自願撤銷哈電股份H股的上市地位之建議(「撤銷上市地位」);及由哈電集團吸收合併哈電股份之建議(「合併」)之事宜,哈電股份已於2019年5月7日舉行了股東特別大會及H股類別股東大會,並分別以投票表決方式正式通過批准撤銷上市地位(如適用)及合併之特別決議案。

敬請各獨立股東於H股收購要約的最後限期前(2019年5月20日)接納H股收購要約,並諮詢(如需要)持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問以確認相關情況。

接納收購要約之方式及最後期限:

閣下如接納H股收購要約,謹請閣下根據接納表格上的指示填妥及簽署接納表格。接納收購要約之指引載於哈電集團與哈電股份於2019年3月20日寄發的綜合文件內。為了接納H股收購要約,哈電股份H股股東需於不遲於2019年5月20日(星期一)下午四時正將接納表格送達至過戶登記處香港證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖),信封上面請註明「哈爾濱電氣股份有限公司—H股收購要約」。

接納表格:

要約接納表格及填寫指引已連同綜合文件郵寄。同時,也可以於哈電股份的網頁中下載 (<http://www.hpec.com/admin/images/file/20190320080107.pdf>),或通過以下連結至香港交易所網站取得:http://www3.hkexnews.hk/listedco/listconews/SEHK/2019/0320/LTN20190320074_C.pdf

需要協助:

閣下如對填寫接納表格需要任何協助或對H股收購要約之提呈及交收程序或任何其他類似方面有任何查詢,請致電+852 2862 8647或聯絡過戶登記處,地址為香港灣仔皇后大道東183號合和中心17M樓。

溫馨提示

若彼等獨立股東不接納H股收購要約,彼等於H股收購要約其後在各方面成為無條件,且H股於聯交所撤銷上市地位後、合併完成前的期間內,將持有並無在聯交所上市的證券。合併乃以於各方面達成或(如適用)豁免綜合文件所述的合併條件為條件,由於針對合併的合併條件與針對H股收購要約的條件有別,即使成功完成H股收購要約及撤銷上市地位,亦不能肯定合併將會繼續進行。

Dear HEC H Shareholders,

In relation to the voluntary conditional offer by Citigroup Global Markets Asia Limited on behalf of Harbin Electric Corporation Co., Ltd. (“**HEG**”) to acquire all of the issued H Shares in Harbin Electric Company Limited (“**HEC**”) at the H Share Offer Price of HK\$4.56 per H Share (the “**H Share Offer**”); the proposed voluntary withdrawal of listing of the H Shares of HEC (the “**Delisting**”); and the proposed merger by absorption of HEC by HEG (the “**Merger**”), special resolutions to approve the Delisting (if applicable) and the Merger were duly passed by way of poll at the Extraordinary General Meeting and the H Share Class Meeting of HEC held on 7 May 2019, respectively.

Independent Shareholders are reminded to accept the H Share Offer on or before the Closing Date (20 May 2019), and to consult (if necessary) a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser to confirm for accepting the H Share Offer.

Procedures for Acceptance of the H Share Offer and the Closing Date:

To accept the H Share Offer, you should complete and sign the Form of Acceptance in accordance with the instructions printed thereon. The guidelines to accept the H Share Offer are contained in the Composite Document issued by HEG and HEC dated 20 March 2019. In order to accept the H Share Offer, the HEC H Shareholders are required to submit the duly completed Form of Acceptance to the Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, marked “HEC — H Share Offer” on the envelope, no later than 4:00 p.m. on Monday, 20 May 2019.

Form of Acceptance:

The Form of Acceptance, together with the fill-in instructions, have been mailed together with the Composite Document. They are also available for download via HEC’s website (<http://www.hpec.com/admin/images/file/20190320080107.pdf>), or the Hong Kong Stock Exchange’s website: http://www3.hkexnews.hk/listedco/listconews/SEHK/2019/0320/LTN20190320074_C.pdf

If Any Assistance Is Required:

If you have any questions concerning the completion of the Form of Acceptance or the procedures for acceptance of the H Share Offer or similar queries, please call +852 2862 8647 or contact the Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.

REMINDER

The Independent Shareholders are reminded that if they do not accept the H Share Offer and the H Share Offer subsequently becomes unconditional in all respects and the H Shares are delisted from the Stock Exchange, and before the completion of the Merger, this will result in the Independent Shareholders holding securities that are not listed on the Stock Exchange. The Merger is conditional upon the satisfaction or (where applicable) waiver of the Merger Conditions as described in the Composite Document in all aspects. As the Merger Conditions (in respect of the Merger) are different from the Conditions (in respect of the H Share Offer), even following the successful completion of the H Share Offer and the Delisting, there is no certainty that the Merger will proceed.