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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)

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 located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Thursday, 9 April 2020 at 9:00 a.m. to consider and, if thought fit, pass the following resolutions. Capitalised terms defined in the circular dated 21 February 2020 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified:

ORDINARY RESOLUTION

1. THAT:

- (a) the EPC Framework Agreement and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the Annual Caps be and are hereby approved; and
- (c) the Board, and/or unless the Board determines otherwise, any two Directors be and are hereby authorised to take all such actions and execute all such documents or deeds as they may consider necessary or desirable for the purpose of giving effect to the EPC Framework Agreement and the transactions contemplated thereunder, with such amendments, alterations or additions thereto as they may in their absolute discretion think fit, whose signature thereto shall be conclusive evidence of their approval to such amendments, alterations or additions.

SPECIAL RESOLUTION

2. THAT:

- (a) the Proposed Amendments (details of which are set out in the Circular) be and are hereby approved; and
- (b) the Board, and/or unless the Board determines otherwise, any two Directors be and are hereby authorised to take all such actions and execute all such documents or deeds as they may consider necessary or desirable for the purpose of giving effect to the Proposed Amendments, including but not limited to making such adjustments or other amendments to the Articles as they consider necessary or otherwise appropriate in connection with the Proposed Amendments or as may be required by the relevant regulatory authorities, and dealing with on behalf of the Company the relevant filing, amendments and registration (where necessary) procedures and other related issues arising from the Proposed Amendments.

By Order of the Board
Harbin Electric Company Limited
Si Ze-fu
Chairman

Harbin, the PRC, 21 February 2020

Notes:

- 1. For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 10 March 2020 to Thursday, 9 April 2020 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register before book closure shall be entitled to attend and vote at the EGM. Persons buying Shares during book closure shall not be entitled to attend and vote at the EGM. In order to be qualified for attending the EGM, all duly completed transfer documents together with the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares), or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares), not later than 4:30 p.m. on Monday, 9 March 2020.
- 2. Shareholders intending to attend the EGM shall return the reply slip to the Company on or before Friday, 20 March 2020. Please refer to the reply slip and the instruction thereon for details.
- 3. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more persons (whether a Shareholder or not) as his/her proxy to attend and vote on his/her behalf.

4. To be valid, the form of proxy, together with a notarially certified power of attorney or other document of authority, if any, under which the form is signed, must be lodged with the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares) not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof.

As at the date of this notice, the executive Directors are Mr. Si Ze-fu, Mr. Wu Wei-zhang and Mr. Zhang Ying-jian; and the independent non-executive Directors are Mr. Zhu Hong-jie, Mr. Yu Wen-xing, Mr. Hu Jian-min and Mr. Tian Min.