



哈电集团  
HARBIN ELECTRIC CORPORATION

# 哈尔滨电气股份有限公司

HARBIN ELECTRIC COMPANY LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1133)

## FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

Number of shares relevant to this form: <sup>(Note 1)</sup> \_\_\_\_\_ domestic shares/H Shares\*

I/We <sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

holding the Company's domestic shares/H shares\* \_\_\_\_\_ and being the shareholder of

Harbin Electric Company Limited (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup> the chairperson of the meeting/ \_\_\_\_\_ as my/our proxy to attend for me/us at the extraordinary general Meeting (the "EGM") (or at any adjournment thereof) of the Company to be held at 17th Floor Meeting Room, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Saturday, 5 January 2013 to vote at the EGM in respect of the resolutions set out in the notice convening the EGM as hereinafter indicated, and, if no such indication is given as my/our proxy thinks fit.

RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
ORDINARY RESOLUTIONS			
1.	Appoint Mr. Gong Jing-kun as non-executive director of the seventh Board of Directors of the Company and he will not receive any remuneration from the Company;		
2.	Appoint Mr. Zou Lei as non-executive director of the seventh Board of Directors of the Company and he will not receive any remuneration from the Company;		
3.	Appoint Mr. Zhang Ying-jian as non-executive director of the seventh Board of Directors of the Company and he will not receive any remuneration from the Company;		
4.	Appoint Mr. Song Shi-qi as non-executive director of the seventh Board of Directors of the Company and he will not receive any remuneration from the Company;		
5.	Appoint Mr. Wu Wei-zhang as executive director of the seventh Board of Directors of the Company and he will not receive any director remuneration;		
6.	Appoint Mr. Shang Zhong-fu as executive director of the seventh Board of Directors of the Company and he will not receive any director remuneration;		
7.	Appoint Mr. Sun Chang-ji as independent non-executive director of the seventh Board of Directors of the Company with annual remuneration of RMB100,000 to RMB150,000;		
8.	Appoint Mr. Jia Cheng-bing as independent non-executive director of the seventh Board of Directors of the Company with annual remuneration of RMB100,000 to RMB150,000;		
9.	Appoint Mr. Yu Bo as independent non-executive director of the seventh Board of Directors of the Company with annual remuneration of RMB100,000 to RMB150,000;		
10.	Appoint Mr. Liu Deng-qing as independent non-executive director of the seventh Board of Directors of the Company with annual remuneration of RMB100,000 to RMB150,000;		
11.	Appoint Mr. Bai Shao-tong as Supervisor Representing Shareholders of the seventh Supervisory Committee of the Company and he will not receive any remuneration from the Company;		
12.	Appoint Mr. Chen Guang as Supervisor Representing Shareholders of the seventh Supervisory Committee of the Company and he will not receive any supervisor remuneration;		
13.	Appoint Mr. Xu Er-ming as independent supervisor of the seventh Supervisory Committee of the Company with annual remuneration of RMB100,000 to RMB150,000.		

\* Delete the inappropriate

Date: \_\_\_\_\_ 2012

Signature <sup>(Note 5)</sup>: \_\_\_\_\_

### Notes:

- Please insert the number of shares registered in your name(s) to which this form of proxy is related. If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your name(s).
- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- If you wish to appoint a proxy other than the chairperson of the meeting, you must delete the words "the chairperson of the meeting" and insert the name(s) and address(es) of the one or more proxies desired in the space provided. If it is left blank, the chairperson of the meeting shall be deemed to have been appointed as your proxy. A member is entitled to appoint one or more proxies to attend and vote on the meeting. The proxy or proxies appointed by you need not be a member of the Company. Any alteration made to this form of proxy must be initiated by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE INDICATE WITH A "X" IN THE BOX MARKED "AGAINST". FAILURE TO INDICATE WHICH WAY YOU WISH YOUR VOTE TO BE CAST WILL ENTITLE YOUR PROXY TO CAST YOUR VOTE AT HIS DISCRETION.** Your proxy or proxies will be entitled to vote at his or her discretion on any resolution properly put to the EGM or any adjournment thereof other than those referred to in the notice convening such meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer or attorney duly authorized in writing.
- A proxy shall be appointed by a written instrument signed by the appointor or its attorney. If this form of proxy is signed by the attorney of the appointor, the power of the attorney or other authorization document(s) of such attorney should be notarized. In order to be valid, this form of proxy, together with the duly notarized power of attorney or other document of authority under which it is signed must be lodged at the office address or the registered office of the Company, no later than 24 hours before the time appointed for holding the EGM or no later than 24 hours before the time appointed for taking the poll.
- Where there are joint holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto provided that if more than one of such joint holders are present at the meeting personally or by proxy, the person whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- Completion and return of the form of proxy will not preclude a member from attending and voting in person at the EGM or at any adjournment thereof if he so wishes. In the event that he attends the Meeting, his form of proxy will be deemed to have been revoked.