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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 company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1133)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
LIST OF DIRECTORS AND THEIR ROLE AND FUNCTION**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board of Directors (the “Board”) of Harbin Electric Company Limited (the “Company”) announced that, in accordance with relevant requirements of state cadre management, Mr. Sun Chang-ji (“Mr. Sun”) and Mr. Jia Cheng-bing (“Mr. Jia”), the independent non-executive directors of the Company, have tendered to the Company their resignation. Mr. Sun tendered his resignation from the position of independent non-executive director, chairperson of remuneration committee and member of strategy development committee of the Company. Mr. Jia tendered his resignation from the position of independent non-executive director and chairperson of nomination committee. The Company has approved resignation of Mr. Sun and Mr. Jia, their resignation will come into effect at the date of this announcement.

Mr. Sun and Mr. Jia confirmed that they have no disagreement with the Board and the Supervisory Committee, and there is no other matter in relation to their resignations which has to be brought to the attention of the shareholders of the Company.

The Company would like to express our sincere gratitude to Mr. Sun and Mr. Jia for their valuable contribution to the Company during their tenure.

NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTOR

According to Rule 3.10(1) and Rule 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Board of a listed issuer must include at least three independent non-executive directors and the independent non-executive directors must represent at least one-third of the Board. Due to the resignation of Mr. Sun and Mr. Jia, the board of directors now comprises eight members, including four executive directors, two non-executive directors and two independent non-executive directors. As a result, the number of independent non-executive directors of the Company has fallen below the requirement under Rule 3.10(1) and Rule 3.10A of the Listing Rules.

In order to re-comply with Rule 3.10(1) and Rule 3.10A of the Listing Rules, during the three months commencing from the effective date of the resignation of Mr. Sun and Mr. Jia, the Company will identify suitable candidates with the best efforts to fill up the vacancies of independent non-executive directors of the Company as soon as practicable in accordance with requirement under Rule 3.11 of the Listing Rules, and will make further announcement(s) as and when appropriate.

Upon the resignation of Mr. Sun and Mr. Jia, members of the Board of the Company are as follow:

Non-executive directors:

Mr. Gong Jing-kun (*Chairman*)

Mr. Zou Lei (*Vice Chairman*)

Executive directors:

Mr. Wu Wei-zhang

Mr. Zhang Ying-jian

Mr. Song Shi-qi

Mr. Shang Zhong-fu

Independent non-executive directors:

Mr. Yu Bo

Mr. Liu Deng-qing

The Board established four committees, the following table sets out the roles of each member of the Board within its committees upon resignation of Mr. Sun and Mr. Jia:

Committees Directors	Strategy Development Committee	Audit Committee	Remuneration Committee	Nomination Committee
Gong Jing-kun				Chairperson
Zou Lei	Chairperson			
Wu Wei-zhang	Member			
Zhang Ying-jian		Member		
Song Shi-qi			Member	
Shang Zhong-fu	Member			Member
Yu Bo		Member	Chairperson	
Liu Deng-qing		Chairperson	Member	Member

By Order of the Board
Harbin Electric Company Limited
Gao Xu-guang
Company Secretary

Harbin, PRC
 29 September 2014

As at the date of this announcement, the executive Directors of the Company are Mr. Wu Wei-zhang, Mr. Zhang Ying-jian, Mr. Song Shi-qi and Mr. Shang Zhong-fu; the non-executive directors of the Company are Mr. Gong Jing-kun and Mr. Zou Lei; and the independent non-executive directors are Mr. Yu Bo and Mr. Liu Deng-qing.