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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)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Harbin Electric Company Limited (the “Company”) for the year of 2016 will be held at Conference Room of the Company located at Harbin, Heilongjiang Province, the People’s Republic of China on Friday, 26 May 2017 at 9:00 a.m. for the following purposes:

### **AS ORDINARY BUSINESS**

1. To consider and approve the Report of the Directors for the year ended 31 December 2016;
2. To consider and approve the Report of the Supervisory Committee for the year ended 31 December 2016;
3. To consider and approve the audited accounts and the auditor’s report for the period from 1 January 2016 to 31 December 2016;
4. To declare the 2016 dividend of RMB0.03 per share (appropriate tax included) to be paid on 28 July 2017;
5. To re-appoint BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors of the Company for the 2017 financial statements of the Company and authorize the Board of Directors of the Company to fix their remuneration;
6. To appoint the members of the eighth session of the Board and determine their remuneration based on the prevailing rate of the independent non-executive directors of companies with similar business or scale with the Company, as well as job duties of each members:
  - (1) To appoint Mr. Si Ze-fu as the executive director of the Company, with no remuneration from the Company;
  - (2) To appoint Mr. Wu Wei-zhang as the executive director of the Company, with no director remuneration;

- (3) To appoint Mr. Zhang Ying-jian as the executive director of the Company, with no director remuneration;
  - (4) To appoint Mr. Song Shi-qi as the executive director of the Company, with no director remuneration;
  - (5) To appoint Mr. Liu Deng-qing as the independent non-executive director of the Company, with annual remuneration of RMB100,000;
  - (6) To appoint Mr. Yu Wen-xing as the independent non-executive director of the Company, with annual remuneration of RMB60,000;
  - (7) To appoint Mr. Zhu Hong-jie as the independent non-executive director of the Company, with annual remuneration of RMB60,000;
  - (8) To appoint Mr. Hu Jian-min as the independent non-executive director of the Company, with annual remuneration of RMB60,000.
7. To appoint the supervisors representing shareholders of the eighth session of the Supervisory Committee and determine their remuneration based on the prevailing rate of the supervisors of the companies with similar business or scale with the Company:
- (1) To appoint Mr. Feng Yong-qiang as the supervisors representing shareholders of the Company, with no supervisors remuneration;
  - (2) To appoint Mr. Chen Guang as the supervisors representing shareholders of the Company, with no supervisors remuneration;
  - (3) To appoint Mr. Zhu Peng-tao as the supervisors representing shareholders of the Company, with no supervisors remuneration.

#### **AS SPECIAL BUSINESS**

8. To authorize the Board of Directors of the Company to appoint any person to fill casual vacancy in the Board of Directors or as an additional director, his term of office shall expire at the conclusion of the next general meeting of the Company;

9. To authorize the Board of Directors of the Company, in compliance with applicable laws and regulations and at times they deem appropriate, to allot, on one or more occasions as it deems appropriate, H-shares or domestic shares with an aggregate nominal amount not exceeding twenty percent (20%) of the aggregate nominal amount of the Company's issued shares as at the day of the passing of this resolution. The authorization will be valid for a period of 12 months commencing from the day of the passing of this resolution or remain valid until the conclusion of next following annual general meeting or until its revocation or alteration by a special resolution at a general meeting, whichever is the earliest. Conditional upon the above resolution to allot new shares being passed and implemented, the Board shall be authorized to make necessary amendments to clause 15 and clause 16 of the Articles of Association of the Company, so as to reflect the alterations to the Company's share capital structure and registered capital arising from the allotment of new shares.

By Order of the Board  
**Harbin Electric Company Limited**  
**Ai Li-song**  
*Company Secretary*

Harbin, PRC, 10 April 2017

*As at the date of this notice, the executive directors of the Company are Mr. Si Ze-fu, Mr. Wu Wei-zhang, Mr. Zhang Ying-jian and Mr. Song Shi-qi; and the independent non-executive directors of the Company are Mr. Liu Deng-qing, Mr. Yu Wen-xing, Mr. Zhu Hong-jie and Mr. Hu Jian-min.*

*Registered Address:*

Block 3, Nangang High Technology Production Base  
Harbin, Heilongjiang Province,  
the People's Republic of China

*Correspondence Address:*

1399 Chuangxinyi Road  
Songbei District,  
Harbin, Heilongjiang Province,  
the People's Republic of China

*Notes:*

1. For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 26 April 2017 to Friday, 26 May 2017 (both dates 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 AGM. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the AGM. In order to be qualified for attending the AGM, all duly completed transfers of shares together with the relevant share certificates must be lodged with Hong Kong Registrars Limited, the Company's share registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 25 April 2017.
2. For the purpose of determining Shareholders' entitlement to the 2016 final dividend, the register of members of the Company will be closed from Monday, 5 June 2017 to Friday, 9 June 2017 (both dates inclusive) during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members as at Monday, 5 June 2017 are qualified for the final dividend which will be paid on Friday, 28 July 2017. In order to be qualified for the 2016 final dividend, all duly completed transfers of shares together with the relevant share certificates must be lodged with Hong Kong Registrars Limited, the Company's share registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 2 June 2017.
3. Shareholders intending to attend the AGM shall give written reply to the Company at its correspondence address by 5:00 p.m. on Friday, 5 May 2017.
4. A Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more persons (whether or not a Shareholder) as his proxy to attend and vote on his behalf.
5. 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 deposited at the correspondence address of the Company not less than 48 hours before the time appointed for holding the AGM.
6. Mr. Zhang Wen-ming and Mr. Zhang Jun-quan were elected as the Supervisors representing staff and workers of the eighth session of the Supervisory Committee of the Company by the staffs of the Company.