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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Harbin Electric Company Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) PROPOSED DISTRIBUTION OF SPECIAL DIVIDEND;  
(2) AUTHORIZATION TO APPOINT A DIRECTOR  
TO FILL CASUAL VACANCY;  
(3) PROPOSED GRANTING OF GENERAL MANDATE  
TO REPURCHASE H SHARES;  
AND  
(4) NOTICES OF ANNUAL GENERAL MEETING, H SHARES CLASS  
MEETING AND DOMESTIC SHARES CLASS MEETING**
- 

A letter from the Board is set out on pages 1 to 5 of this circular.

The AGM, the H Shares Class Meeting and Domestic Shares Class Meeting will be held at the conference room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Wednesday, 26 May 2021 at 9:00 a.m., on Wednesday, 26 May 2021 at 9:30 a.m. (or immediately after the conclusion or adjournment of the AGM), and on Wednesday, 26 May 2021 at 10:00 a.m. (or immediately after the conclusion or adjournment of the H Shares Class Meeting) respectively. The notices convening the AGM, the H Share Class Meeting and the Domestic Shares Class Meeting are set out on pages 9 to 11, 12 to 13 and 14 to 15 of this circular, respectively.

Whether or not you intend to attend the AGM, the H Shares Class Meeting and/or the Domestic Shares Class Meeting, you are required to complete the proxy form(s) enclosed herein in accordance with the instructions printed thereon and return the same to 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 only) 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 only) as soon as possible but in any event not less than 24 hours before the time fixed for holding the AGM, the H Shares Class Meeting and/or the Domestic Shares Class Meeting or any adjournment thereof. Completion and delivery of the said proxy form(s) will not preclude you from attending and voting in person at the meetings or any adjournment thereof if you so wish.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

|                                 |                                                                                                                                                                                                                                                                                                                                             |
|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “AGM”                           | the annual general meeting of the Company to be held at the conference room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Wednesday, 26 May 2021 at 9:00 a.m.;                                                                                                               |
| “Articles”                      | the articles of association of the Company;                                                                                                                                                                                                                                                                                                 |
| “associate(s)”                  | has the meaning ascribed to it under the Listing Rules;                                                                                                                                                                                                                                                                                     |
| “Auditor”                       | the auditor of the Company;                                                                                                                                                                                                                                                                                                                 |
| “Board”                         | the board of Directors of the Company;                                                                                                                                                                                                                                                                                                      |
| “Company”                       | 哈爾濱電氣股份有限公司(Harbin Electric Company Limited), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange;                                                                                                                                               |
| “connected person(s)”           | has the meaning ascribed to it under the Listing Rules;                                                                                                                                                                                                                                                                                     |
| “core connected person(s)”      | has the meaning ascribed to it under the Listing Rules;                                                                                                                                                                                                                                                                                     |
| “Director(s)”                   | director(s) of the Company;                                                                                                                                                                                                                                                                                                                 |
| “Domestic Share(s)”             | the ordinary unlisted domestic share(s) with a nominal value of RMB1.00 each in the issued share capital of the Company;                                                                                                                                                                                                                    |
| “Domestic Shares Class Meeting” | the Domestic Shares class meeting of the Company to be convened by the Company at the conference room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Wednesday, 26 May 2021 at 10:00 a.m. (or immediately after the conclusion or adjournment of the H Shares Class Meeting); |
| “Domestic Shareholders”         | the holders of the Domestic Shares;                                                                                                                                                                                                                                                                                                         |
| “H Share(s)”                    | the ordinary share(s) with a nominal value of RMB1.00 each in the issued share capital of the Company which are listed on the Main Board of the Stock Exchange;                                                                                                                                                                             |

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## DEFINITIONS

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|                           |                                                                                                                                                                                                                                                                                                                  |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “H Shareholders”          | the holders of H Shares;                                                                                                                                                                                                                                                                                         |
| “H Shares Class Meeting”  | the H Shares class meeting of the Company to be convened by the Company at the conference room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Wednesday, 26 May 2021 at 9:30 a.m. (or immediately after the conclusion or adjournment of the AGM); |
| “Harbin Electric”         | 哈爾濱電氣集團有限公司(Harbin Electric Corporation Co., Ltd.*), a wholly state-owned enterprise incorporated in the PRC under the PRC laws;                                                                                                                                                                                 |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the PRC;                                                                                                                                                                                                                                                          |
| “Latest Practicable Date” | Wednesday, 7 April 2021;                                                                                                                                                                                                                                                                                         |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange, as amended and modified from time to time;                                                                                                                                                                                                  |
| “PRC”                     | the People’s Republic of China but excluding, for the purposes of this circular, Hong Kong, Macau and Taiwan;                                                                                                                                                                                                    |
| “Repurchase Mandate”      | the mandate proposed to be granted to the Board by special resolutions at the AGM, H Shares Class Meeting and the Domestic Shares Class Meeting, to repurchase H Shares of not more than 10% of the total issued H Shares of the Company as at the date of passing the relevant resolution;                      |
| “Shareholder(s)”          | shareholder(s) of the Company;                                                                                                                                                                                                                                                                                   |
| “Special Dividend”        | the special dividend of RMB0.011 per share proposed by the Company to be distributed on Friday, 2 July 2021;                                                                                                                                                                                                     |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited;                                                                                                                                                                                                                                                                         |
| “Takeovers Code”          | The Codes on Takeovers and Mergers and Share Buybacks issued by the Securities and Futures Commission of Hong Kong, as amended and modified from time to time;                                                                                                                                                   |

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Si Ze-fu  
Mr. Wu Wei-zhang  
Mr. Sun Zhi-yong

*Registered Office and headquarters:*

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

*Independent Non-Executive Directors:*

Mr. He Yu  
Mr. Hu Jian-min  
Mr. Chen Guo-qing  
Mr. Tang Zhi-hong

*Principal Place of Business in Hong Kong:*

Room 1601, 16th Floor  
LHT Tower  
31 Queen's Road Central  
Hong Kong

13 April 2021

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED DISTRIBUTION OF SPECIAL DIVIDEND;**
- (2) AUTHORIZATION TO APPOINT A DIRECTOR  
TO FILL CASUAL VACANCY;**
- (3) PROPOSED GRANTING OF GENERAL MANDATE  
TO REPURCHASE H SHARES; AND**
- (4) NOTICES OF ANNUAL GENERAL MEETING, H SHARES CLASS MEETING  
AND DOMESTIC SHARES CLASS MEETING**

### I. INTRODUCTION

The purpose of this circular is to provide you the notice of the 2020 AGM of the Company at which certain resolutions will be proposed for Shareholders to consider and, if thought fit, approve, among other things, relevant information in relation to the following resolutions: (i) proposed distribution of special dividend; (ii) authorization to the Board to appoint a Director to fill casual vacancy; and (iii) granting of the general mandate to the Board to repurchase the H Shares, and provide you with the information on the resolution to be proposed at the H Shares Class Meeting and the Domestic Shares Class Meeting, i.e. the special resolution on granting of the general mandate to the Board to repurchase the H Shares.

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## LETTER FROM THE BOARD

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### II. PROPOSED DISTRIBUTION OF SPECIAL DIVIDEND

Without prejudice to the healthy and sustained development of the Company, in order to offer a better return for investors, the Board proposed the recommendation of the distribution of special dividend.

At the AGM, the Company will propose an ordinary resolution for Shareholders to consider the distribution of special dividend of the Company of RMB0.011 per share (tax inclusive). The total amount of dividend payment is RMB18.7718 million. The dividend for H Shareholders shall be paid in Hong Kong dollars and the exchange rate will be the market rate of RMB to Hong Kong dollars as announced by the People's Bank of China five days prior to 24 March 2021 (RMB1 = HK\$1.1941). H Shareholders are entitled to a dividend of HK\$0.0131 per share.

The Board proposed to distribute a special dividend of the Company of RMB0.011 per share (tax inclusive) based on the total share capital of the Company of 1,706,523,000 shares, representing 10.58% of the total earnings of RMB0.104 per share of the Company in 2018 and 2019.

The register of members of the Company will be closed from Friday, 18 June 2021 to Thursday, 24 June 2021 (both dates inclusive), during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company as at Friday, 18 June 2021 are qualified for the special dividend. In order to be qualified for the special 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 (for the holders of the H Shares only) 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 only) not later than 4:30 p.m. on Thursday, 17 June 2021.

Reference is made to the announcement of the Company dated 24 March 2021, pursuant to which the Company would distribute the special dividend on Thursday, 24 June 2021 as originally scheduled. Since the Company needs more time to handle the calculation and arrangement of the special dividend, the time to distribute special dividend is expected to be changed to Friday, 2 July 2021.

### III. AUTHORIZATION TO APPOINT A DIRECTOR TO FILL CASUAL VACANCY

At the AGM, the Company will propose a special resolution for Shareholders to consider and, if thought fit, grant authority to the Board, i.e. authorize the Board to appoint any person either to fill a casual vacancy of the Board or as an additional Director, whose term of office shall expire at the conclusion of the next general meeting of the Company. Such person shall be eligible for re-election.

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## LETTER FROM THE BOARD

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### IV. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE H SHARES

The Company will propose a special resolution to Shareholders at the AGM, H Shares Class Meeting and Domestic Shares Class Meeting, to consider and, if thought fit, grant the general mandate to the Board, i.e. authorize the Board to repurchase, on one or more occasions, as it deems appropriate, H Shares of not more than 10% of the total issued H Shares of the Company as at the date of passing this resolution through the Stock Exchange. The authorization will be valid from the date of passing the resolution (i) for a period of 12 months, or (ii) until the conclusion of the first annual general meeting, or (iii) until the revocation or alteration of the resolution through a special resolution by the Shareholders at a general meeting, or by the H Shareholders or the Domestic Shareholders at their respective class meetings, whichever is the earliest. In addition, if the resolution is approved and implemented, the Board shall be authorized to amend the relevant articles of the Articles, so as to reflect the alterations of the Company's share capital structure and registered capital arising from the repurchase.

An explanatory statement as required by the Listing Rules to be despatched to the Shareholders in relation to the special resolution to be proposed at the AGM, H Shares Class Meeting and Domestic Shares Class Meeting for approval of the general mandate to repurchase H Shares is set out in Appendix to this circular.

### V. AGM, H SHARES CLASS MEETING AND DOMESTIC SHARES CLASS MEETING

The AGM, the H Shares Class Meeting and Domestic Shares Class Meeting will be held at the conference room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Wednesday, 26 May 2021 at 9:00 a.m., on Wednesday, 26 May 2021 at 9:30 a.m. (or immediately after the conclusion or adjournment of the AGM), and on Wednesday, 26 May 2021 at 10:00 a.m. (or immediately after the conclusion or adjournment of the H Shares Class Meeting) respectively. The notices of the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting are set out on pages 9 to 11, 12 to 13 and 14 to 15 of this circular, respectively.

At the AGM, certain resolutions will be proposed for the Shareholders to consider and, if thought fit, approve, among other things: (i) proposed distribution of special dividend; (ii) authorization to the Board to appoint a Director to fill casual vacancy; and (iii) granting of the general mandate to the Board to repurchase the H Shares.

The Company will propose a special resolution to the H Shareholders and the Domestic Shareholders at the H Shares Class Meeting and Domestic Shares Class Meeting, i.e. the special resolution in relation to granting of general mandate to the Board to repurchase the H shares of the Company. In addition, if the resolution is approved and implemented, the Board shall be authorized to amend the relevant articles of the Articles.

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## LETTER FROM THE BOARD

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To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the connected persons of the Company, the Shareholders or their respective close associates has a material interest in the resolutions to be proposed at the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting and shall abstain from voting at the meetings.

Whether or not you intend to attend the AGM, the H Shares Class Meeting and/or the Domestic Shares Class Meeting, you are required to complete the proxy form(s) enclosed herein in accordance with the instructions printed thereon and return the same to 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 only) 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 only) as soon as possible but in any event not less than 24 hours before the time fixed for holding the AGM, the H Shares Class Meeting and/or the Domestic Shares Class Meeting or any adjournment thereof. Completion and delivery of the said proxy form(s) will not preclude you from attending and voting in person at the meetings or any adjournment thereof if you so wish.

For the purpose of determining the Shareholders' entitlement to attend and vote at the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting, the register of members of the Company will be closed from Friday, 21 May 2021 to Wednesday, 26 May 2021 (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, the H Shares Class Meeting and Domestic Shares Class Meeting. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting. In order to be qualified for attending the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting, all duly completed transfer documents 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 (for the holders of the H Shares only) 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 only) not later than 4:30 p.m. on Thursday, 20 May 2021.

### **VI. RECOMMENDATION**

The Board is of the view that the resolutions of the AGM, H Shares Class Meeting and Domestic Shares Class Meeting are in the best interests of the Company and Shareholders as a whole. The Board is also of the view that the authorization to the Board to fill casual vacancy and the proposed granting of general mandate to repurchase H Shares are in the interests of the Company and Shareholders. As such, the Board recommends you to vote in favour of all resolutions at the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting.

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## LETTER FROM THE BOARD

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### VII. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,  
By Order of the Board  
**Harbin Electric Company Limited**  
**Si Ze-fu**  
*Chairman*

Harbin, the PRC

This explanatory statement contains all the information required under Rule 10.06(1) (b) of the Listing Rules.

### **EXERCISE OF THE REPURCHASE MANDATE**

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company. It is proposed that up to 10% of the total number of H Shares in issue on the date of the passing of the special resolution to approve the Repurchase Mandate (subject to adjustment in the case of any subdivision and consolidation of the Shares after the relevant general meeting) may be repurchased. As at the Latest Practicable Date, 675,571,000 H Shares were issued by the Company. On the basis of such figure, the Board would be granted the mandate to repurchase up to 67,557,100 H Shares from the date of the passing of the resolution (i) for a period of 12 months, or (ii) until the conclusion of the first annual general meeting, or (iii) until the revocation or alteration of the resolution through a special resolution by the Shareholders at a general meeting, or by the H Shareholders or the Domestic Shareholders at their respective class meetings, whichever is the earliest.

### **REASONS FOR H SHARE REPURCHASE**

The Board is of the view that the current stock price of the Company obviously deviates from the fair value of the Company. Repurchase of the H Shares is in the interests of the Shareholders as a whole. At the same time, it can stabilize the market expectation and regain investors' confidence.

### **FUNDING OF H SHARE REPURCHASE**

Repurchase of the H Shares pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital. Any repurchase of the H Shares will be made out of funds of the Company legally permitted to be utilised for such purpose in accordance with the Articles and the laws of the PRC, including profits otherwise available for distribution.

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts for the year ended 31 December 2020) in the event that the Repurchase Mandate is exercised in full.

However, the Board will not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the Company's working capital or gearing position, which in the opinion of the Directors are from time to time appropriate for the Company.

**DISCLOSURE OF INTERESTS**

None of the Directors, and to the best of their knowledge, having made all reasonable enquires, none of their close associates, currently intend to sell any H Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they (i) currently intend to sell H Shares to the Company or (ii) have undertaken not to sell the H Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the PRC.

**H SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of the H Share have been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the date of this circular.

**EFFECT OF TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of H Share repurchase by the Company, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, the Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of its or their shareholdings, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the controlling shareholder of the Company is Harbin Electric, holding 1,030,952,000 Domestic Shares, representing 60.41% of the total number of issued Shares of the Company, which exceeds 50%. If the Repurchase Mandate is exercised in full, the total number of H Shares will be reduced to 608,013,900 shares and the total share capital will become 1,638,965,900 shares. Harbin Electric will be interested in 62.90% of the total number of issued Shares of the Company. Therefore, exercise of the Repurchase Mandate will not result in a mandatory offer obligation upon the Harbin Electric under Rule 26 of the Takeovers Code.

**PRICES OF H SHARES**

The highest and lowest prices at which the H Shares of the Company have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

|             | Share prices      |                  |
|-------------|-------------------|------------------|
|             | Highest<br>(HK\$) | Lowest<br>(HK\$) |
| <b>2020</b> |                   |                  |
| April       | 2.37              | 1.74             |
| May         | 2.28              | 1.97             |
| June        | 3.27              | 2.02             |
| July        | 3.40              | 2.64             |
| August      | 2.94              | 2.36             |
| September   | 2.52              | 2.11             |
| October     | 2.65              | 2.17             |
| November    | 2.72              | 2.18             |
| December    | 2.52              | 2.09             |
| <b>2021</b> |                   |                  |
| January     | 2.47              | 2.16             |
| February    | 2.37              | 2.09             |
| March       | 2.24              | 1.99             |
| April       | 2.14              | 2.07             |

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## NOTICE OF AGM

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Harbin Electric Company Limited (the “**Company**”) for the year 2020 will be held at the conference room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Wednesday, 26 May 2021 at 9:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2020;
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2020;
3. To consider and approve the audited accounts and the auditor’s report of the Company for the period from 1 January 2020 to 31 December 2020;
4. To declare the distribution of the special dividend of RMB0.011 per share (tax inclusive) to be distributed on Friday, 2 July 2021;
5. To appoint Da Hua Certified Public Accountants (Special General Partnership) as Auditor of the Company for the 2021 financial statements of the Company and authorize the Board of the Company to fix its remuneration;

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## NOTICE OF AGM

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### SPECIAL RESOLUTIONS

6. To grant the Board of the Company the authority to appoint any person either to fill a casual vacancy of the Board or as an additional Director, whose term of office shall expire at the conclusion of the next general meeting of the Company;
7. To authorize the Board of the Company to repurchase, on one or more occasions, as it deems appropriate and through The Stock Exchange of Hong Kong Limited, H shares (“**H Shares**”) of a total number not exceeding 10% of the total number of the Company’s issued H shares as at the date of the passing of this resolution. The authorization will be valid from the date of the passing of this resolution (i) for a period of 12 months, or (ii) until the conclusion of the first annual general meeting after the passing of the resolution, or (iii) until the revocation or alteration of this resolution through a special resolution by the Shareholders at a general meeting, or by the H Shareholders or the Domestic Shareholders at their respective class meetings, whichever is the earliest;
8. If the above resolution in relation to repurchase of H Shares is passed and implemented, the Board of the Company shall be authorized to make necessary amendments to article 16 and article 17 of the Articles of Association of the Company, so as to reflect the alterations of the Company’s share capital structure and registered capital arising from the repurchase.

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

Harbin, the PRC  
13 April 2021

*As at the date of this announcement, the executive directors of the Company are Mr. Si Ze-fu, Mr. Wu Wei-zhang and Mr. Sun Zhi-yong; and the independent non-executive directors of the Company are Mr. He Yu, Mr. Hu Jian-min, Mr. Chen Guo-qing and Mr. Tang Zhi-hong.*

Registered address and correspondence address of the Company:  
1399 Chuangxinyi Road  
Songbei District  
Harbin, Heilongjiang Province  
the PRC

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## NOTICE OF AGM

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*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 Friday, 21 May 2021 to Wednesday, 26 May 2021 (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 transfer documents 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 (for the holders of the H Shares only) 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 only) not later than 4:30 p.m. on Thursday, 20 May 2021.
2. The special dividend will be distributed on Friday, 2 July 2021, and the register of members of the Company will be closed from Friday, 18 June 2021 to Thursday, 24 June 2021 (both dates inclusive), during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company as at Friday, 18 June 2021 are qualified for the special dividend. In order to be qualified for the special 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 (for the holders of the H Shares only) 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 only) not later than 4:30 p.m. on Thursday, 17 June 2021.
3. Any Shareholder entitled to attend and vote at the AGM 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 AGM or any adjournment thereof.

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## NOTICE OF H SHARES CLASS MEETING

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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 H SHARES CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the H Shares Class Meeting 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 Wednesday, 26 May 2021 at 9:30 a.m. (or immediately after the conclusion or adjournment of the annual general meeting), to consider the following matters:

### SPECIAL RESOLUTIONS

1. To authorize the board of directors (the “**Board**”) of the Company to repurchase, on one or more occasions, as it deems appropriate and through The Stock Exchange of Hong Kong Limited, H shares (the “**H Shares**”) of a total number not exceeding 10% of the total number of the Company’s issued H shares as at the date of the passing of this resolution. The authorization will be valid from the date of the passing of this resolution (i) for a period of 12 months, or (ii) until the conclusion of the first annual general meeting after the passing of this resolution, or (iii) until the revocation or alteration of this resolution through a special resolution by the Shareholders at a general meeting, or by the H Shareholders or the Domestic Shareholders at their respective class meetings, whichever is the earliest;

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## NOTICE OF H SHARES CLASS MEETING

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2. If the above resolution in relation to repurchase of H Shares is passed and implemented, the Board of the Company shall be authorized to make necessary amendments to article 16 and article 17 of the Articles of Association of the Company, so as to reflect the alterations of the Company's share capital structure and registered capital arising from the repurchase.

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

Harbin, the PRC  
13 April 2021

*As at the date of this announcement, the executive directors of the Company are Mr. Si Ze-fu, Mr. Wu Wei-zhang and Mr. Sun Zhi-yong; and the independent non-executive directors of the Company are Mr. He Yu, Mr. Hu Jian-min, Mr. Chen Guo-qing and Mr. Tang Zhi-hong.*

Registered address and correspondence address of the Company:  
1399 Chuangxinyi Road  
Songbei District  
Harbin, Heilongjiang Province  
the PRC

*Notes:*

1. For the purpose of determining Shareholders' entitlement to attend and vote at the H Shares Class Meeting, the register of members of the Company will be closed from Friday, 21 May 2021 to Wednesday, 26 May 2021 (both dates inclusive) during which period no transfer of shares will be registered. Holders of the H Shares (the "**H Shareholders**") whose names appear on the register before book closure shall be entitled to attend and vote at the H Shares Class Meeting. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the H Shares Class Meeting. In order to be qualified for attending the H Shares Class Meeting, all duly completed transfer documents 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 Thursday, 20 May 2021.
2. Any H Shareholder entitled to attend and vote at the H Shares Class Meeting 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.
3. 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 not less than 24 hours before the time fixed for holding the H Shares Class Meeting or any adjournment thereof.

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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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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 DOMESTIC SHARES CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the Domestic Shares Class Meeting 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 Wednesday, 26 May 2021 at 10:00 a.m. (or immediately after the conclusion or adjournment of the H Shares Class Meeting), to consider the following matters:

### SPECIAL RESOLUTIONS

1. To authorize the board of directors (the “**Board**”) of the Company to repurchase, on one or more occasions, as it deems appropriate and through The Stock Exchange of Hong Kong Limited, H shares (the “**H Shares**”) of a total number not exceeding 10% of the total number of the Company’s issued H shares as at the date of the passing of this resolution. The authorization will be valid from the date of the passing of this resolution (i) for a period of 12 months, or (ii) until the conclusion of the first annual general meeting after the passing of this resolution, or (iii) until the revocation or alteration of this resolution through a special resolution by the Shareholders at a general meeting, or by the H Shareholders or the Domestic Shareholders at their respective class meetings, whichever is the earliest;

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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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2. If the above resolution in relation to repurchase of H Shares is passed and implemented, the Board of the Company shall be authorized to make necessary amendments to article 16 and article 17 of the Articles of Association of the Company, so as to reflect the alterations of the Company's share capital structure and registered capital arising from the repurchase.

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

Harbin, the PRC  
13 April 2021

*As at the date of this announcement, the executive directors of the Company are Mr. Si Ze-fu, Mr. Wu Wei-zhang and Mr. Sun Zhi-yong; and the independent non-executive directors of the Company are Mr. He Yu, Mr. Hu Jian-min, Mr. Chen Guo-qing and Mr. Tang Zhi-hong.*

Registered address and correspondence address of the Company:  
1399 Chuangxinyi Road  
Songbei District  
Harbin, Heilongjiang Province  
the PRC

*Notes:*

1. For the purpose of determining Shareholders' entitlement to attend and vote at the Domestic Shares Class Meeting, the register of members of the Company will be closed from Friday, 21 May 2021 to Wednesday, 26 May 2021 (both dates inclusive) during which period no transfer of shares will be registered. Holders of the Domestic Shares (the "**Domestic Shareholders**") whose names appear on the register before book closure shall be entitled to attend and vote at the Domestic Shares Class Meeting. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the Domestic Shares Class Meeting. In order to be qualified for attending the Domestic Shares Class Meeting, all duly completed transfer documents together with the relevant share certificates must be lodged with the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC not later than 4:30 p.m. on Thursday, 20 May 2021.
2. Any Domestic Shareholder entitled to attend and vote at the Domestic Shares Class Meeting 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.
3. 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 principal place of business in the PRC (address: 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC) not less than 24 hours before the time fixed for holding the Domestic Shares Class Meeting or any adjournment thereof.