

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what you should do, you should consult your stockbroker or other registered securities dealer, bank manager, solicitor, accountant, or other professional adviser.

If you have sold or transferred your shares, you should inform the person to whom you sold or transferred the shares of the above information. If you are a shareholder, you should also inform the person to whom you sold or transferred the shares of the above information.

H K E c a e a d C e a L e d a d T e S c E c a e f H K L e d a e e b f e c e f c c a a e e e a a a c c o a c c e e e a d e e d c a a a b a e e f a e e a f e a c e, e e a a f e c e f c c a .



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) CONTINUING CONNECTED TRANSACTIONS IN RESPECT OF THE EPC FRAMEWORK AGREEMENT
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
(3) NOTICES OF EXTRAORDINARY GENERAL MEETING AND THE CLASS MEETINGS**

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders



A e e f e B a d e , a e l 29 f c c a . A e e f S e e C a a L e d c a a d c e a d e c e e d a e I d e e d e B a d C e e a d e I d e e d e S a e d e e , a e 31 44 f c c a a d a e e f e I d e e d e B a d C e e e , a e 30 f c c a .

T e c e d a e d 21 Feb , a 2020 c e e E G M , e H S a e C a M e e a d e D e c S a e C a M e e e e c e b e d a e c f e e c e f e C a c a e d a 1399 C , a R a d , S b e D c , H a b , H e a P c e , e P R C T , d a , 9 A 2020 a 9:00 a . , T , d a , 9 A 2020 a 9:30 a . (e d a e a f e e c c , a d , e f e E G M) , a d T , d a , 9 A 2020 a 10:00 a . (e d a e a f e e c c , a d , e f e H S a e C a M e e) e e c e , a e e , a e E G M - I , H C M - I a d D C M - I f c c a .

W e e , e d a e d e E G M , e H S a e C a M e e a d / e D e c S a e C a M e e , , a e e d e d c e e e f () e c e d c c a , a c c d a c e e , c e d e e a d e , e e e C a ' a e e a H K , H K R e a L e d a 17 M F , H e e C e e , 183 Q e e ' R a d E a , W a C a , H K (f e d e f e H S a e) e C a ' c a a c e f b , e e P R C a 1399 C , a R a d , S b e D c , H a b , H e a P c e , e P R C (f e d e f e D e c S a e) a a b e b , a e e e a 24 , b e f e e e f e d f d e E G M , e H S a e C a M e e a d / e D e c S a e C a M e e a a d , e e e f . C e a d d e e f e a d f () e e , f a e d , a d e a , e E G M , e H S a e C a M e e a d / e D e c S a e C a M e e a a d , e e e f f , .

T e e f e E G M , e H S a e C a M e e a d e D e c S a e C a M e e e e c e a e a e c e d . Y , a e e d e d c e e a d e e () (f , a e e e d a e d e E G M , e H S a e C a M e e a d / e D e c S a e C a M e e) a d e , e e d () a c c d a c e e , c e d e e .

CONTENTS

Definitions	
Letter from the Board	1
Letter from the Independent Board Committee	30
Letter from the Independent Financial Adviser	31
Appendix I – General Information	45
Notice of Extraordinary General Meeting	EGM-1
Notice of the H Shares Class Meeting	HCM-1
Notice of the Domestic Shares Class Meeting	DCM-1

DEFINITIONS

U e e c e e r e e e e, ca a ed e, r ed c c a a a e e, ea a f e:

A r a Ca () e a a a a a a r f e a ac c e a ed, de e EPC Fa e A e e be a ac ed f eac f e e e ea e d 31 Dece, be 2022;

A ce l e a ce fa ca f e C a a e ed f e e e;

a ca e () a e, ea a c bed, de e L R, e;

B a d e b a d f D ec ;

Ca Mee l e D e c S a e Ca Mee a d e H S a e Ca Mee ;

C a l 哈爾濱電氣股份有限公司 (Ha b E ec c C a L ed*), a c c a c a ed e PRC ed ab, e H S a e f c a e ed e Ma B a d f e S c E c a e;

c e c ed e () a e, ea a c bed, de e L R, e;

c a e de () a e, ea a c bed, de e L R, e;

D ec l ed ec () f e C a ;

D e c S a e l e d a, ed d e c a e () a a a a, e f RMB1.00 eac e, ed a e ca a f e C a ;

D e c S a e Ca Mee l e ca ee f e de f e D e c S a e be ed T, da, 9 A 2020 a 10:00 a. (ed a e a f e ec c r ad, e f e H S a e Ca Mee) c de a d, f, f, a e, e, e, e ed a e d e a a a l a d 2 f A ce 80 a e, c c a;

DEFINITIONS

I de e de B a d C e e a de e de c e e f e B a d e a b e d f e , e f e e e E P C F a e A e e a d e a a c c e a e d e e d e ;

I de e de F a c a A d e S e e C a a L e d , a c a c e e d c a , T e l (d e a e c e) a d T e 6 (a d c a e f a c e) e , a e d a c e , d e e S F O a d e d e d e f a c a a d e a e d a d e e I d e e d e B a d C e e a d e I d e e d e S a e d e e a d e E P C F a e A e e a d e a a c c e a e d e e d e ;

I de e de S a e d e () e S a e d e () e a H a b E e c c a d a c a e ;

I de e de T d P a (e) a (e) a d e , a e b e e f c a e a e d a e d e d e f e G , a d c e c e d e f e G , ;

L a e P a c a b e D a e 17 F e b , a , 2020, b e a e a c a b e d a e e f c c a f a c e a c e a f a c a e d e e ;

L R e e R e G e e L f S e c e e S c E c a e , a a e d e d a d f e d f e e e ;

e c e a e a () e e c e a e a () , d e R e 14.07 f e L R e , e a e f a a d e e , c a a a ;

PRC e P e e ' R e , b c f C a b e c , d , f e , e f c c a , H K , e M a c a S e c a A d a e R e f e P R C a d T a a ;

P e d A e d e e e e d a e d e e A c e a e , c c a ;

RMB R e b , e a f c e c f e P R C ;

SFO S e c e a d F , e O d a c e (C a e 571 f e L a f H K) , a a e d e d a d f e d f e e e ;

DEFINITIONS

S a e () e D e c S a e () a d e H S a e () ;

S a e d e () e d e () f e S a e ;

S c E c a e T e S c E c a e f H K L ed;

, b a a a e d e () a e a a c b e d , d e e L R e ;

U ed H a b E e c c G , H a b E e c c a d , b d a e (e a e G ,) ;

% e c e .

* F d e f c a , e

LETTER FROM THE BOARD



哈尔滨电气股份有限公司
HARBIN ELECTRIC COMPANY LIMITED

(a c c a c a e d e P e e ' R e b c C a e d a b)
(Stock Code: 1133)

E e c e D e c :
S Z e - f
W, W e - a
Z a Y - a

P c a P a c e f B, e e P R C:
1399 C, a R a d
S b e D c
H a b
H e a P c e
T e P R C

I d e e d e N - e e c e D e c :
Z, H - e
Y, W e -
H J a
T a M

P c a P a c e f B, e H K :
R, 1601, 16 F
L H T T e
31 Q, e e ' R a d C e a
H K

21 Feb, a 2020

T e S a e d e

Dea S M a d a,

**(1) CONTINUING CONNECTED TRANSACTIONS IN RESPECT OF
THE EPC FRAMEWORK AGREEMENT
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(3) NOTICES OF EXTRAORDINARY GENERAL MEETING
AND THE CLASS MEETINGS**

INTRODUCTION

Refe e c e a d e e a, c e e f e C, a d a e d 14 Feb, a 2020 e e c e e a
, e a a, () e E P C F a e A e e e a d e a a c c e a e d e e, d e ; a d () e
P e d A, e d e .

LETTER FROM THE BOARD

T e , e f c c , a de e S a e de ☒ () de a f e EPC F a , e ☒
A e e a d e a a c c e a e d e e , de ; () de a f e P e d A , e d e ; ()
a e e f , e I d e e de B a d C , e e e I d e e de S a e de e EPC F a , e ☒
A e e a d e a a c c e a e d e e , de ; () a e e f , e I d e e de F a c a
A d e e I d e e de B a d C , e e a d e I d e e de S a e de e EPC F a , e ☒
A e e a d e a a c c e a e d e e , de ; a d () c e f e EGM a d e C a
Mee .

A. EPC FRAMEWORK AGREEMENT

O 14 Feb , a 2020, e C , a e e e d e EPC F a , e ☒ A e e , e ☒ H a b
E e c c , , a ☒ c e C , a (, ☒ - ☒ e d , b d a , H a b E e c c
I e a a) a e e d de e EPC S e c e e U e d H a b E e c c G , , b e c
a d , e e , a d c d e , e EPC F a , e ☒ A e e , e .

T e c a e , a d c d f e EPC F a , e ☒ A e e , e a e e , b e ☒:

I. Date

14 Feb , a 2020

II. Parties

1. T e C , a ; a d
2. H a b E e c c

III. Term

S , b e c e f f , e f e c d e , b e ☒ , e EPC F a , e ☒ A e e , e
a a e a e , c , e c f , e d a e ☒ c e C , a b a e d a a
f e I d e e de S a e de a e EGM e e c f , e a a , e EPC F a , e ☒
A e e a d e a a c c e a e d e e , de a d e d 31 D e c e , b e 2022,
☒ c , a b e e e d a f e e , b e c e c , a c e ☒ a a c a b e a ☒ a d
e , a (c , d e L R e) , e e f e ☒ a , a c a (f a c a b e) a d
e e e f a e ☒ f a , e ☒ a e e .

LETTER FROM THE BOARD

IV. Subject Matter

Pr, r a e EPC Fa, e A ee, e, e C, a (, - ed
, b d a , Ha b Eec c I e a a) a eed de e EPC Se ce, c c
f e c ac a d e f e a e d e ce f e e ce ce a a e
f ee ee c , c ec, c, d b, ed e de, c, e e,
c, c a d a e a, e U ed Ha b Eec c G, f, e e
acc d e eed a f, e d a c, e f b, e a fa a d ea abe
a e ce a d a c, e ca e.

T e U ed Ha b Eec c G, a e e a e e EPC e ce de f
e c ce acc d e b, e eed a d b ed e a e e G, f e
f e EPC Se ce. A e a e e, e G, b ed acce de
f, e U ed Ha b Eec c G, f e f e EPC Se ce.

V. Conditions

T e EPC Fa, e A ee, e c d a, e a e ee a d,
e ec ed e EPC Fa, e A ee, e a d e C, a a ba ed a a f e
I de e de S a e de a e EGM e ec f e EPC Fa, e A ee, e a d e
a ac c e, a ed e e de.

VI. Pricing Policy

Pr, r a e EPC Fa, e A ee, e, e ce a d a e e, f e
a ac c e, a ed, de e EPC Fa, e A ee, e a be fa a d ea abe
a d de e, ed e fe e ce e, a e ce a d e.

F e, e f a ce a e, a e ce a d e, e G, a e fe e ce
e, a e ce a d c a ba a cab e e EPC Se ce f e a e a
e ded b e G, I de e de T d Pa e a c, e ca e, a d
a e acc, a c, a abe a ac f e a e a e ded b
e G, I de e de T d Pa e e, a e a ce e d f e.

LETTER FROM THE BOARD

A c f ed b e C a , e ce f e EPC Se ce ded e c e
a e ba ed e e a ed c f e EPC ec a a e , a ea abe f
a . I e e a , EPC c a e e ec e EPC e ce de b a f a
e de ce . Ha b Eec c I e a a f , de a d e ec f c f e EPC
Se ce be ded, c a e , a e , e e de e , e d c e . D ffe e
ec , c a e a f d ffe e e e d ffe e e , e
d ffe e d a de e f e ce . Ha b Eec c I e a a e de e e e
e a ed EPC Se ce ed de a f e e f e ce ed a d
f d , c e ce . Ba ed e de , e a d c , c e , e e
f e EPC ec , Ha b Eec c I e a a de e e a , f e a
a d e e a c a caed. I e a c a c , de e e e f e e e f e
ec a a e , e e e a c a c , de c a d d ffe e c ac
f f d ffe e e ce , c a de a d c , c e ce a d
f e , e . Se f a ce a e ec a d d fee , a c , de e
f :

(a) I de e e e a c , Ha b Eec c I e a a a a e
efe e ce e ca e a c fa EPC ec a ac f e G ,
I de e de T d Pa e e e ce ea c a e a a d
c a abe e f ca e , ec f c e , e e b e c , a e a d
e , ed e f a e a d c ce f ec e ec , de e a e e be
a d , a f ca f e e e ed e a d e e be e e EPC
ec a d e ce e aff c f ec a a e e .

(b) F e e e a c , ce , c e ce be ded b d ffe e c ac ,
Ha b Eec c I e a a ba a d a e fee , a f a , d
ee d ffe e , e (c , d b de e de , e a d e e a cab e ,
e , b d a e f e C a) f eac d c e ce e , ed e EPC
ec ba ed e ec f c e , e e f e EPC c a e a e a a
e a e a f e e e a c f e EPC ec .

(c) U de a c c a ce , a f e a ea abe e a f e ec c , Ha b
Eec c I e a a f a e fee , a b add a e a ed f
a c e a e ca a e a e f a f e ee
e ce f e a ded b e G , I de e de T d Pa e f
e ea ed a e e ced e f , c fee , a f e EPC
ec . F efe e ce , e f a a a e 3.42% 2018 a d
4.65% 2017.

LETTER FROM THE BOARD

(d) U be e ec ed a e EPC e ce de , f eac d c e ce e , ed e EPC ec , Ha b E ec c I e a a e e a e a , d ee , e a e ed ab e c be ee e e , e e f e EPC c a e a d e fee , a e e e a ea ab e a e ce a c a e e de ced e . D e e de ce , Ha b E ec c I e a a c d a e e a c e e e e a , a e a , a ec f e , b ed e de , a d e e , a e ec e be , e a d e eb f a e e e e a c f e EPC ec . H e e , e ab e e ed b a f fee , a a d ca , f e de ced e f de e e e a c a e de e de e ec f c e , e e f e EPC Se ce be ded a e , e ed b e EPC c a e , a d e ced e be f , e ed , a d ffe f ca e ca e acc d .

P r a e EPC F a e A e e , e C a a e e a e a c ec a e c f a ac f e a e a e e a e , de e , e e fa e a d ea ab e e f e ce f e a ac e e ed , a e EPC F a e A e e f e e , a d a e ac , a ce a d e f e a ac be ee e G , a d e U ed Ha b E ec c G , be e fa , ab e e C a a e ded I de e de T d Pa e f a ac f e a e a e . I e e e a , c ce a d e f e a ac be ee e G , a d e U ed Ha b E ec c G , a e e fa , ab e e C a a e ded I de e de T d Pa e , e C a e a e e U ed Ha b E ec c G , e , e a , c ce a d e be e fa , ab e .

A c f ed b e C a , e de a f e e a c ec a a e a f :

(a) e b e e a a d de e e de a e f Ha b E ec c I e a a e e e ad a d e e a e ce a a a e e de a e f EPC ec a a e e a d be a e be f ec a a a d e e , ec e ab e , ec ac , e a a d e ec . , a d a f c d a d ffe e de a e ca , e e a , e e de a e , c a e e e ec de a e , e f a c a e e de a e , c a a e e de a e , a afe de a e a d e e a a a e e de a e , de fe a , f ec de e e e b e e a a d de e e de a e e ec e ;

LETTER FROM THE BOARD

(b) e f a c e a d e e e a d e a e f H a b E e c c I e a a
 c d a e b a f e e , a f e e a d e d e , e a d e a e
 e e c c a d e e e ;

(c) e e a d e a e f H a b E e c c I e a a a e e a d
 e c a e f e E P C e c ;

(d) e d e a e e a d b e e c a e f e e e a e b e f e a c
 d e a e ;

(e) e e e c f a a e e f E P C e c , e e c c a d e a e d
 f a a e , b e c e a a f e a a e e f H a b E e c c
 I e a a , c a c e c e d e c f e e a a e e ;

(f) e a a e e f H a b E e c c I e a a e e a d a e e
 f a b f e f e e , a d e d e c e c e d a f e C a
 a d a f a e c e a , d e e , e a e c e a d e f
 e a a c a e f a a d e a a b e f a a e I d e e d e S a e d e a e
 c c e d a d a c e c a e ; a d

() e C a a d e e e a c c , c a a d e d f
 a c e c e d a a c f e G , e e e e a a c
 c a e d , d e e E P C F a e A e e e e , e a e e f e
 E P C a a c b e e e d a e f a a d e a a b e a d e e e f e
 C a a d e S a e d e a a e .

F r e , a c f e d b e C a , e C a a d e f e a
 c e a , e e , e a e e d A , a C a b e e c e e d :

(a) e G , c e e a a c c e a e d , d e e E P C
 F a e A e e e e , e a e a e c d c e d a c c d a c e e e
 f e E P C F a e A e e e a d a e f a a d e a a b e a d e e e f
 e C a a d e S a e d e a a e ;

(b) e G , a e a a c a , , d e e E P C F a e
 A e e e f e e e a e e a e a , a a a c a ,
 e c e e d e A , a C a ;

LETTER FROM THE BOARD

(c) The Board shall have the authority to (including, but not limited to, the power to issue EPC orders, as well as to issue orders) for the purpose of carrying out the EPC. The Board shall have the authority to issue orders for the purpose of carrying out the EPC.

(d) The Board shall have the authority to issue orders for the purpose of carrying out the EPC. The Board shall have the authority to issue orders for the purpose of carrying out the EPC.

(e) The Board shall have the authority to issue orders for the purpose of carrying out the EPC. The Board shall have the authority to issue orders for the purpose of carrying out the EPC.

VII. Payment Terms

The Board shall have the authority to issue orders for the purpose of carrying out the EPC. The Board shall have the authority to issue orders for the purpose of carrying out the EPC.

The Board shall have the authority to issue orders for the purpose of carrying out the EPC. The Board shall have the authority to issue orders for the purpose of carrying out the EPC.

() The Board shall have the authority to issue orders for the purpose of carrying out the EPC. The Board shall have the authority to issue orders for the purpose of carrying out the EPC.

LETTER FROM THE BOARD

() d e EPC ec , e a e e a e a e f a a e 80% f e a c ac ce , a a a be a e acc d e e f e ec (.e. e e f e de , e , e a , fac , a d a a , a d c , c e ec e); a d

() a e f e a a f , a f a a e 10% f e a c ac ce , a a a be , e c e f e ec a d e e f e , a a e d.

VIII. Annual Caps

The ed A , a Ca a e a f :

	For the period from the date of the EGM to 31 December 2020	For the year from 1 January 2021 to 31 December 2021	For the year from 1 January 2022 to 31 December 2022
P f EPC Se ce b e G ,			
e U ed Ha b E ec c G ,	RMB1,000,000,000	RMB1,000,000,000	RMB1,000,000,000

The f e EPC Se ce b e G , e U ed Ha b E ec c G , , de e EPC F a e A e e a a ac be c d c ed be e e a e . A , c , e e a e ca a ac a , . T e A , a Ca a e bee de e ed e fe e ce e e a ed a , f e EPC Se ce a a be ded e U ed Ha b E ec c G , eac ea .

A EPC ec f e a e de , e , e c e e a d c , c , c a , a a e c ac a d ca , , a c e e a , d ed RMB f a e ec , e f e e , e a e e A , a Ca . U c , ca Ha b E ec c , e ec ed a Ha b E ec c de e a be f e a ec , e e e e d a e ad a e c ee ea . Ha b E ec c I e a a e d a e a e e de ce f e ab e ed ec a d a de e EPC Se ce e U ed Ha b E ec c G , , be e ec ed a e EPC e ce de .

LETTER FROM THE BOARD

(1) **Change of the legal address of the Company**

Before amendment:

Paragraph 4 of Article 2 T e e a a d d e f e C a :

Block 3, Nangang High Technology Production Harbin, Heilongjiang, the People's Republic of China, (Postal code: 150036, T e e e N .: (0451)82135727)

After amendment:

Paragraph 4 of Article 2 T e e a a d d e f e C a :

1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the People's Republic of China, (Postal code: 150028, T e e e N .: (0451)82135727)

(2) **Change of name of the promoter of the Company**

Before amendment:

Paragraph 2 of Article 3 T e e e f e C a :

Harbin Electric Corporation

After amendment:

Paragraph 2 of Article 3 T e e e f e C a :

Harbin Electric Corporation Co., Ltd.

LETTER FROM THE BOARD

(3) Certain amendments made to the Company Law of the PRC

1. Removal of investment limits and relevant approval requirements

Before amendment:

Article 8

The Company may be authorized to aggregate investments of more than 50% of its net assets in other limited liability companies and joint stock limited companies. The Company having obtained approval from the companies supervisory department authorized by the State Council, may make aggregate investments of more than 50% of its net assets in other limited liability companies and joint stock limited companies.

After amendment:

Article 8

The Company may be authorized to aggregate investments of more than 50% of its net assets in other limited liability companies and joint stock limited companies.

LETTER FROM THE BOARD

2. Amendments of procedural provisions in relation to the reduction of capital, merger, demerger and liquidation

() *A, e, d, e f ced a e a e ed c f ca a*

Before amendment:

Paragraph 2 of Article 19

The C a a f ced
10 da f e da e f e e ,
ed ce e e ed ca a , a d a **make a
public announcement** e a e **at least
3 times** 30 da e e f. T e c ed
a a e e , 30 da f e ce
f e ce **within 90 days of the date of
the first public announcement** f e ce
a bee ece ed, e , e e C a
a , deb de c e d
ec f e a e f e deb .

After amendment:

Paragraph 2 of Article 19

The C a a f ced
10 da f e da e f e e ,
ed ce e e ed ca a , a d a **make a
public announcement** e a e
30 da e e f. T e c ed a a e e
, 30 da f e ce f e ce
**within 45 days of the date of the public
announcement** f e ce a bee
ece ed, e , e e C a a ,
deb de c e d ec f
e a e f e deb .

LETTER FROM THE BOARD

() ~~A~~ ~~e~~ ~~d~~ ~~e~~ f ced, a ea ~~e~~ ~~e~~

Before amendment:

Paragraph 2 of Article 184

W e e C, a e e , a a e
e e e a a e e a e e ,
a d a b a a c e e e a d f e a
b e e a e d. T e C, a a f
c e d 10 da a d a **make a
public announcement at least 3 times**
e a e 30 da a f e e d a e f
e e , e e.

After amendment:

Paragraph 2 of Article 184

W e e C, a e e , a a e
e e e a a e e a e e ,
a d a b a a c e e e a d f e a
b e e a e d. T e C, a a f
c e d 10 da a d a **make a
public announcement** e a e
30 da a f e e d a e f e e ,
e e.

() ~~A~~ ~~e~~ ~~d~~ ~~e~~ f ced, a ea ~~d~~ ~~e~~ ~~e~~

Before amendment:

Paragraph 2 of Article 185

W e e C, a d e e e , a a e
e d e e e a a d e e e a e e ,
a d a b a a c e e e a d f e a
b e e a e d. T e C, a a f
c e d 10 da a d **make a public
announcement at least 3 times** e a e
30 da f e d a e f e e ,
d e e e.

LETTER FROM THE BOARD

After amendment:

Paragraph 2 of Article 185

When the Commission is notified, it shall
immediately advise the applicant, and
advise the applicant of the
requirements. The Commission shall
within 10 days **make a public
announcement** of the
findings of the

() *Advised* of the findings of the

Before amendment:

Article 191

The Commission shall advise the
applicant of the **within the day of
its establishment** and 60 days
of **at least 3 public announcements**
of the findings. The Commission shall
advise the applicant of the findings
of the

After amendment:

Article 191

The Commission shall advise the
applicant of the **within 10 days
following its establishment** and 60
days of **a public announcement**
of the findings. The Commission shall
advise the applicant of the findings
of the

LETTER FROM THE BOARD

3. Amendment of the shareholding of the shareholders bearing proposal rights

() *A, e, d, e f e c e f d e f a e de e e a, ee*

Before amendment:

Paragraph (13) of Article 49 c de a e , ed b
ae de e ee **5% or more** f e
ae bea f e C, a ;

After amendment:

Paragraph (13) of Article 49 c de a e , ed b
ae de e ee **3% or more** f e
ae bea f e C, a ;

() *A, e, d, e f e a e d f e a e de bea a*

Before amendment:

Article 69 We e C, a c ee **an annual**
e e a, ee , ae de d **5% or**
more f e a ae ca e
e f e C, a ae **entitled to propose**
to the Company in writing e, ae
be c de ed. **The Company shall include**
in the agenda of that meeting those matters
contained in the proposal which are within
the scope of the duties of the shareholders
general meeting.

Any matter not set out in the notice
convening an extraordinary general meeting
shall not be decided at that meeting.

LETTER FROM THE BOARD

After amendment:

Article 69

Where a shareholder **is entitled to propose to the convener of the shareholders general meeting in writing and be considered 10 days prior to the convening of the shareholders general meeting. Those matters contained in the proposal which are within the scope of the duties of the shareholders general meeting must be included in the agenda of that meeting. The convener of the shareholders general meeting shall, within two days upon receipt of such proposals, issue a supplemental notice for the shareholders general meeting. The content of such proposals shall fall within the scope of the duties of the shareholders general meeting, and has a clear topic for discussion and specific issues for resolution.**

- (4) **Change in the percentage of overseas listed foreign shares to total issued share capital due to the issue of Domestic Shares in 2017**

Before amendment:

Paragraph 2 (1) of Article 16

As at the end of the year, the total issued share capital of the Company was 469,151,000 shares. In December 2005, the Company issued 93,830,000 shares, and the total issued share capital increased to 562,981,000 shares, accounting for 44.17% of the Company's share capital; in May 2007, the Company issued 102,355,000 shares, and the total issued share capital increased to 675,571,000 shares, accounting for 49.07% of the Company's share capital.

LETTER FROM THE BOARD

After amendment:

Paragraph 2 (1) of Article 16 After the Company was incorporated, the total number of shares issued was 469,151,000 shares. In December 2005, the Company issued 93,830,000 shares, and the total number of shares issued was 562,981,000 shares, accounting for 44.17% of the Company's shares; In March 2007, the Company issued 102,355,000 shares, and the total number of shares issued was 665,336,000 shares, accounting for 49.07% of the Company's shares; **after the issue of domestic shares in 2017, the total quantity of overseas listed foreign shares reached 675,571,000 shares, accounting for 39.59% of the total quantity of shares of the Company.**

(5) Change of the notification period of the shareholders general meetings and class meetings

1. Amendment of the record date prior to the holding of shareholders general meetings

Before amendment:

Paragraph 1 of Article 45 **No change of registration shall be made on the register of shareholders by reason of a transfer of shares within the 30 days prior to the holding of a shareholders general meeting or 5 days prior to the record date for the determination of dividend distribution by the Company.**

LETTER FROM THE BOARD

After amendment:

Paragraph 1 of Article 45

Where PRC laws and regulations, the Rules Governing the Listing of Securities on the Exchange, the relevant provisions of the securities regulatory authorities of the place where the shares of the Company are listed stipulate the period of closure of the register of shareholders prior to the holding of a shareholders general meeting or the record date for the determination of dividend distribution by the Company, such provisions shall prevail.

2. *Amendment of the notification period of the shareholders general meetings*

Before amendment:

Article 52

Where the Company has a class of shares, the Company shall, at least 45 days before the date of the meeting, (but not more than 60 days) advise the shareholders of the meeting by written notice. A shareholder proposing to attend the shareholders meeting shall deposit at the Company a written reply confirming his attendance 20 days prior to the holding of the meeting.

LETTER FROM THE BOARD

The Company shall, according to the written replies received 20 days prior to the holding of a shareholders general meeting, calculate the number of shares carrying the right to vote represented by the shareholders proposing to attend the meeting. If the number of shares carrying the right to vote represented by the shareholders proposing to attend the meeting reaches half of the total number of shares of the Company carrying the right to vote, then the Company may hold the shareholders general meeting; if that number is not reached, the Company shall within 5 days notify the shareholders again of the matters proposed to be considered at the meeting, the date and place of the meeting by way of public announcement, and after such public announcement, the Company may hold the shareholders general meeting.

After amendment:

Article 52

W e e C a c e e an annual e e a
e e , a e e e ce at least 20 clear
business days e d a e f e e ; when
the Company convenes an extraordinary general
meeting, it shall give written notice at least 10
clear business days or 15 days (whichever is the
longer period) prior to the date of the meeting,
a d a f a e e e d a e d e f e
a e e d b e c d e d a e e a d
e d a e a d e , e f e e .

“Business day” means any day on which the Hong Kong Stock Exchange is open for the business of dealing in securities.

LETTER FROM THE BOARD

3. Amendment of the notification period for holders of Domestic Shares

Before amendment:

Paragraph 2 of Article 54

I n e e c f d e f d e c a e , c e
f a e d e e e a e e a b e e
a c c d a c e e f e b a
f , b c a , c e e . I f e , b c a , c e e
e d , e d , a b e , b e d **on any one
day within the period of 45 to 50 days prior
to the convening of the meeting** e e
e , b c a e c f e d b e P R C S a e C , c
e c , e e , a a . O c e e c e
e , b e d , a d e f d e c a e a
b e d e e d a e e c e e d c e f e e e a
a e d e e e a e e .

After amendment:

Paragraph 2 of Article 54

I n e e c f d e f d e c a e , c e
f a e d e e e a e e a b e e
a c c d a c e e f e b a
f , b c a , c e e . I f e , b c a , c e e
e d , e d , a b e , b e d **in accordance
with the notification period requirements with
respect to the holding of shareholders general
meetings as stipulated in Article 52 of these
Articles** e e , b c a e c f e d b e
P R C S a e C , c e c , e e , a a .
O c e e c e e , b e d , a d e f d e c
a e a b e d e e d a e e c e e d c e f e
e e a a e d e e e a e e .

LETTER FROM THE BOARD

4. Amendment of the notification period of the class meetings

Before amendment:

**Paragraphs 1, 2 of
Article 80**

W e e C a c e e a c a e e ,
a e e ce **45 days prior to the date
of the meeting** a d a f a e e e e d
c a a e d e f e a e e d b e
c d e e d a e e a d e d a e a d a c e
f e e . **Shareholders proposing to attend
the class meeting shall deposit at the Company a
written reply confirming his attendance 20 days
prior to the meeting.**

**If the number of shares carrying the right to
vote represented by the shareholders proposing
to attend that meeting reaches half of the total
number of shares of the Company carrying the
right to vote, then the Company may hold the
class meeting; if the number is not reached,
the Company shall within 5 days notify the
shareholders again of the matters proposed to be
considered at the meeting, the date and place of
the meeting by way of public announcement, and
after such public announcement, the Company
may hold the class meeting.**

After amendment:

**Paragraphs 1, 2 of
Article 80**

W e e C a c e e a c a e e ,
a e e ce **in accordance with the
notification period requirements with respect to
the holding of extraordinary general meetings as
stipulated in Article 52 of these Articles** a d a
f a e e e e d c a a e d e f e
a e e d b e c d e e d a e e a d
e d a e a d a c e f e e .

LETTER FROM THE BOARD

Notwithstanding the requirements under paragraph 1 of this Article and Articles 54, 161 and 183 of these Articles or any other provisions (if related) with respect to the form of issuance or notification of any documents, notices or other communications, subject to compliance with all applicable laws and regulations, relevant provisions of the securities regulatory authority of the place where the shares of the Company are listed and these Articles, the Company may elect to issue corporate communications in the form of notification by posting on the website of the Company and the websites designated by the securities regulatory authority of the place where the shares of the Company are listed, as a substitute for the delivery of a written document by hand or by prepaid mail to each holder of overseas listed foreign shares.

“Corporate communications” means any documents issued or to be issued by the Company for the information or action of the shareholders, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), directors’ reports (together with balance sheets and profit and loss statements or income statements), notices of meetings, listing documents, circulars, proxy forms and other communication documents.

Notwithstanding the requirements under paragraph 1 of this Article and Articles 54, 161 and 183 of these Articles or any other provisions (if related) with respect to the form of issuance or notification of any documents, notices or other communications, subject to compliance with all applicable laws and regulations, relevant provisions of the securities regulatory authority of the place where the shares of the Company are listed and these Articles, the Company may elect to issue corporate communications in the form of notification by posting on the website of the Company and the websites designated by the securities regulatory authority of the place where the shares of the Company are listed, as a substitute for the delivery of a written document by hand or by prepaid mail to each holder of overseas listed foreign shares. **The Company may also serve such notices to such holders of domestic shares by post or by personal delivery.**

LETTER FROM THE BOARD

(7) Change of dividends payment period

Before amendment:

Article 151 Subject to the amendments made by Article 143, 144 and 146, dividends shall be paid annually and shall be paid within 6 months after the end of each financial year.

After amendment:

Article 151 Subject to the amendments made by Article 143, 144 and 146, dividends shall be paid proportionately and shall be paid annually.

Shareholders of the Company, including the Company, shall be entitled to receive dividends in accordance with the provisions of the Articles of Association. The Board of Directors shall have the authority to pay dividends to shareholders of the Company in accordance with the provisions of the Articles of Association.

F. EGM AND THE CLASS MEETINGS

The EGM, shall be held at such date, time, place, and on such day as may be determined by the Board of Directors of the Company. The Board of Directors shall have the authority to call and conduct the EGM of the Company. The Board of Directors shall have the authority to call and conduct the EGM of the Company. The Board of Directors shall have the authority to call and conduct the EGM of the Company.

In addition, the Class Meeting shall be held at such date, time, place, and on such day as may be determined by the Board of Directors of the Company. The Board of Directors shall have the authority to call and conduct the Class Meeting of the Company. The Board of Directors shall have the authority to call and conduct the Class Meeting of the Company.

The EPC shall be held at such date, time, place, and on such day as may be determined by the Board of Directors of the Company. The Board of Directors shall have the authority to call and conduct the EPC of the Company. The Board of Directors shall have the authority to call and conduct the EPC of the Company.

LETTER FROM THE BOARD

D. e c S a e , e e e a a e 60.41% f e a f e S a e d e .
T e e () , e a e e e a a e e , d e a d e e e d b
b d , H a b E e c c a d a c a e ; a d () b a e e e f H a b
E e c c a d a c a e a a e L a e P a c c a b e D a e , e e b e a e a a e
e a e a e a e d c e e e e c e f e e e c f e
S a e a d a , e e e e a a c a e - b - c a e b a .

S a e a d c e d a b e , e f e S a e d e a e e , e d a b a f a e E G M
a d / e C a M e e .

T e c e d a e d 21 F e b , a 2020 c e e E G M , e H S a e C a M e e a d e
D. e c S a e C a M e e e e c e b e d a e c f e e c e f e C a
c a e d a 1399 C , a R a d , S b e D c , H a b , H e a P c e , e P R C
T , d a , 9 A 2020 a 9:00 a . , T , d a , 9 A 2020 a 9:30 a . (e d a e
a f e e c c , a d , e f e E G M) , a d T , d a , 9 A 2020 a 10:00 a . (
e d a e a f e e c c , a d , e f e H S a e C a M e e) e e c e , a e
e , a e E G M - 1 , H C M - 1 a d D C M - 1 f c c a . W e e , e d a e d
e E G M , e H S a e C a M e e a d / e D. e c S a e C a M e e , a e e d e d
c e e e f () e c e d c c a , a c c d a c e e , c
e d e e a d e , e a e e C a ' a e e a H K , H K
R e a L e d a 17 M F , H e e C e e , 183 Q e e ' R a d E a , W a C a , H K
(f e d e f e H S a e) e C a ' c a a c e f b e e P R C a
1399 C , a R a d , S b e D c , H a b , H e a P c e , e P R C (f e d e
f e D. e c S a e) a a b e b a e e e a 24 , b e f e e
e f e d f d e E G M , e H S a e C a M e e a d / e D. e c S a e C a
M e e a a a d , e e e f . C e a d d e e f e a d f e
e e , f a e d , a d e a , e E G M , e H S a e C a M e e a d /
e D. e c S a e C a M e e a a d , e e e f f , . T e e
f e E G M a d e C a M e e a e a e c e d . Y , a e e d e d c e e a d e
e () (f , a e e e d a e d e E G M , e H S a e C a M e e a d / e D. e c
S a e C a M e e) a d e , e e d () a c c d a c e e , c e d
e e .

LETTER FROM THE BOARD

G. RECOMMENDATIONS

Y, a e d a [] e e e f, e I de e de B a d C [] e e e, a e 30
f c c a. T e I de e de B a d C [] ee, a a e acc, e ad ce f e
I de e de F a c a Ad e, e e f [] c e, a e 31 44 f c c a,
c de a e e, f e EPC F a, e [] A e e e, e a ac c e, a ed e e, de
a d e A, a Ca a e fa a d ea a be, a c [] e ca e, a d e d a a d
, r a c, e f b, e f e G, a d e e e f e C, a a d e S a e de a a
[] e. Acc d, e I de e de B a d C [] ee ec [] e d e I de e de S a e de
e fa, f e e, be e da e EGM a e e EPC F a, e []
A e e e, e a ac c e, a ed e e, de a d e A, a Ca.

T e D ec (c, d e de e de -e ec, e D ec) c de a e P ed
A, e d, e a e e be e e f e C, a a d e S a e de a a [] e. Acc d, e
e B a d ec [] e d a S a e de, de f e H S a e a d de f e D, e c
S a e e fa, f e e, be e da e EGM, e H S a e Ca Mee
a d e D, e c S a e Ca Mee e ec e a e e P ed A, e d, e.

H. ADDITIONAL INFORMATION

Y, a e a d a [] e add a f, a e, e a e d c c a.

B O de f e B a d
Harbin Electric Company Limited
Si Ze-fu
C a, a

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

PRINCIPAL FACTORS AND REASONS CONSIDERED

I am a financial adviser, and I have acted as an independent financial adviser to the Company in connection with the proposed acquisition of the Target Company.

1. Background to and reasons for the EPC Framework Agreement

As a result of the 2019 financial review, the Company has decided to reduce its capital expenditure and to focus on its core business. The Company has also decided to reduce its debt and to improve its liquidity position.

We have reviewed the 2019 financial review and the Management's Discussion and Analysis, and we have also reviewed the Company's financial statements for the year ended 30 June 2019. The Company's financial performance for the year ended 30 June 2019 was satisfactory, with a profit before tax of 21.76% of the 2019 average. The Company's financial performance for the year ended 30 June 2019 was satisfactory, with a profit before tax of 21.76% of the 2019 average. The Company's financial performance for the year ended 30 June 2019 was satisfactory, with a profit before tax of 21.76% of the 2019 average. The Company's financial performance for the year ended 30 June 2019 was satisfactory, with a profit before tax of 21.76% of the 2019 average.

We have also reviewed the Management's Discussion and Analysis, and we have also reviewed the Company's financial statements for the year ended 30 June 2019. The Company's financial performance for the year ended 30 June 2019 was satisfactory, with a profit before tax of 21.76% of the 2019 average. The Company's financial performance for the year ended 30 June 2019 was satisfactory, with a profit before tax of 21.76% of the 2019 average. The Company's financial performance for the year ended 30 June 2019 was satisfactory, with a profit before tax of 21.76% of the 2019 average. The Company's financial performance for the year ended 30 June 2019 was satisfactory, with a profit before tax of 21.76% of the 2019 average.

In the event of a change of control of the Company, the EPC Framework Agreement will be terminated. The Company has also decided to reduce its debt and to improve its liquidity position. The Company's financial performance for the year ended 30 June 2019 was satisfactory, with a profit before tax of 21.76% of the 2019 average. The Company's financial performance for the year ended 30 June 2019 was satisfactory, with a profit before tax of 21.76% of the 2019 average.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

2. Principal terms of the EPC Framework Agreement

Se, în baza prezentei scrisori, se confirmă faptul că EPC Framework Agreement este de fapt un EPC Framework Agreement în conformitate cu Legea privind Băncile și Creditul.

Data: 14 Februarie 2020

Partea: Te Comandant Hab Eec c

Subiect: Te Comandant (, - red, b da , Hab Eec c I e a a) de e EPC Se ce e U ed Hab Eec c G , a fa a d ea ab e a e ce a d a c e c a e .

Te U ed Hab Eec c G , a e e a e e EPC e ce de a d e G , b ed acce de f e U ed Hab Eec c G , f e f e EPC Se ce .

Termen: F e da e c e I de e de S a e de a ed e EPC F a e A e e a d e a ac c e a ed e e de , 31 Decembrie 2022

Conținut: Te EPC F a e A e e c d a , a e , e a a f EPC F a e A e e a d e a ac c e a ed e e de b e I de e de S a e de a e EGM.

Principale: Te ce f e a ac c e a ed , de e EPC F a e A e e a b e fa a d ea ab e a d de e ed e fe e ce e a e ce a d e .

F e , e f a ce a e a e ce, e G , a e fe e ce e a e ce a d c a b a a cab e e EPC Se ce f e a e a e ded b e G , I de e de T d Pa e a c e c a e , a d e a e acc , a c a ab e a ac f e a e a e ded b e G , I de e de T d Pa e e a e a ece e d f e .

Partea: Te a e e b e ec fed e a e e b e e ed b e e e a a e a d de ed acc da ce , a a e ac ce a d a ec e a .

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Assessment of the terms of the EPC Framework Agreement

As the Independent Financial Adviser, I have reviewed the EPC Framework Agreement (the "EPC Framework Agreement") between the Issuer and the Guarantors (collectively, the "Guarantors") and the EPC Security Agreement (the "EPC Security Agreement") between the Issuer and the Guarantors (collectively, the "Guarantors").

The EPC Framework Agreement and the EPC Security Agreement are intended to provide for the financing of the Issuer's operations. The EPC Framework Agreement provides for the Issuer to issue EPC Framework Agreements to the Guarantors. The EPC Security Agreement provides for the Issuer to grant a security interest in the EPC Framework Agreements to the Guarantors. The EPC Framework Agreement and the EPC Security Agreement are subject to the terms and conditions set forth in the EPC Framework Agreement and the EPC Security Agreement, respectively.

In addition, the Issuer has entered into a number of other agreements with the Guarantors, including the EPC Framework Agreement, the EPC Security Agreement, and the EPC Framework Agreement. The Issuer has also entered into a number of other agreements with the Guarantors, including the EPC Framework Agreement, the EPC Security Agreement, and the EPC Framework Agreement. The Issuer has also entered into a number of other agreements with the Guarantors, including the EPC Framework Agreement, the EPC Security Agreement, and the EPC Framework Agreement.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

F e e e a c (c , , a e , a a f e a e c c a a d e d b e M a a e e) , c e e e c e b e d e d b d f f e e c a c , H a b E e c c I e a a b a a d , a e f e e , a f , a , d e e d f f e e , e (c , d b d e e d e , e a d e e a c a b e , e , b d a e f e C a) f e a c d , c e c e e , e d e E P C e c b a e d e e c f c e , e e f e E P C c , a e a e a a e a e a f e e e a c f e E P C e c . W e a e e e d e e e a d c e f H a b E e c c I e a a e a d c f e e d e c e a d e e c f , e a d e d a e e d e c e e e a c e e b e a b e e e d c e d e a d , c d c e a e e a e d b a a e e f H a b E e c c I e a a . U b e e e c e d a e E P C e c e d e , f e a c d , c e c e e , e d e E P C e c , H a b E e c c I e a a e e e a e a , d e e , e a e e d a b e c b e e e e , e e f e E P C c , a e a d e f e e , a e e e a e a a b e , a e c e a c a e e d e c e d e . D e e e d e c e , H a b E e c c I e a a c d a e e a c e e e e a , a e a , a e c f e , b e d e d e , a d e e , a e e c e b e , e a d e e b f a e e e e a c f e E P C e c . H e e , e a b e e e d b a f f e e , a a d c a , f e d e c e d e f d e e e e a c a e d e e d e e e c f c e , e e f e E P C S e c e b e d e d a e , e e d b e E P C c , a e , a d e c e d e b e f , e e d a d f f e f c a e c a e a c c d . W e , d e a d f e M a a e e a e e d e c e , b e c e e , a f e B d d L a f e P R C (中 華 人 民 共 和 國 招 標 投 標 法) c e , e e , e e b d d c e c , d , e , e e e b d d d c e , b d d a c a a d e a , a f b d . W e a e e e d e B d d L a f e P R C a d , d e a d a , , a e B d d L a f e P R C , e e a , a c e a f e a c e d e b e e , e e d e d c e a d a e a a e c e e b e e , e a , a e e b d e c e e d b a e d e e a , a c e a a e , e e d e d c e e .

U d e a c c a c e , a f e a e a a b e e a f e e c c (c , d e e a c a d e e e a c) , H a b E e c c I e a a f a e f e e , a b a d d a e a e d f a c e a e c a a e a e f a f e e e c e f e a d e d b e G , I d e e d e T d P a e f e e a e d a e e c e d e f , c f e e , a f e E P C P e c . F e f e c e , e f a f , c e c e a a a e 3.42% 2018 a d 4.65% 2017 . W e a e e e d e b e 2018 a d 2017 a , a e f e C a a d e d a e f a f e e e c e f e a e e e a e a e e d a b e . G e a e f a b e c a e d f e E P C e c d e d e U e d H a b E e c c G , b e e a e c a a e a e f a f e e e c e f e a d e d b e G , I d e e d e T d P a e , e c d e e b a f d e e , c f a b e e a a b e .

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Ma a e ad ed, a e a e ce de e, a ced e a e ad ed b Ha b Eec c I e a a f a EPC ec (e e e U ed Ha b Eec c G , I de e de T d Pa e) a d Ha b Eec c I e a a e , e a e f a c a ed e U ed Ha b Eec c G , f a d be e a e f a f a ec . We a e b a ed a d e e ed f e Ma a e e e e a a e f a e a a e e c ad ed b Ha b Eec c I e a a e ad EPC ec , a d ed a e c ce f EPC ec a ad ed b Ha b Eec c I e a a e e a c e e c ce a e ed ab e. G e a (a) e a e c c ad ed f a EPC ec (e e e U ed Ha b Eec c G , I de e de T d Pa e); (b) e a a f e ec c e a e e e a c c a e de e ed , e de ce ; (c) e e de ce be e ed b e B dd La f e PRC; a d (d) e f a be c a ed f e EPC ec ded e U ed Ha b Eec c G , be e a e ca a e a e f a f e ee e ce f e a ded b e G , I de e de T d Pa e , e c de e ce f e EPC ec , de e EPC F a e A e e be de e ed a e e fa , ab e a e ffe ed b e G , I de e de T d Pa e .

A e ad e a e e , e e f e L e f e B ad c a ed e C c a a d, de a d f e Ma a e e a a e , a d ded ee a , a e () e a e a a e 10% f e a c ac ce a ab e a f e e e e c , f e d d a a e e ; () e a e a a e a e f a a e 80% f e a c ac ce a ab e a e acc d e e f e ec (.e. e e f e de , e , e a , fac , a d a a , a d c , c e ec e); a d () a e f e a a f , a a a e 10% f e a c ac ce a ab e , e c e f e ec a d ee f e , a a a e d. We, de a d f e Ma a e e a e a f e a d a e c ed, e a e b c ac e U ed Ha b Eec c G , a e a I de e de T d Pa e , a d a e e a a ab e e U ed Ha b Eec c G , be e fa , ab e a e a a ab e e I de e de T d Pa e .

I e f e ab e, e a e f e e a e e f e EPC F a e A e e a e a c e c a e , a d a e fa a d ea ab e fa a e C a a d e I de e de S a e de a e c ce ed.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

3. Internal control measures regarding the transactions contemplated under the EPC Framework Agreement

A e , e Le e f e B a d i c a e d e C c r a , e G , e e e e e e e e a c e a , e e e e e c a , f e a a c c e a e d , d e e EPC F a e A e e e , d e a a e a f :

(a) e b e e a a d d e e e d e a e f H a b E e c c I e a a e e e e a d e e a e e e a a e e d e a e f EPC e c a a e e a d b e a e b e f e c a a a d e e , e c e a b e , e c a c , e a a d e e c , a d a f c d a d f f e e d e a e c a , e e a , e e d e a e , c a e e e e e c d e a e , e f a c a e e d e a e , c a a e e d e a e , a a f e d e a e a d e e a a a e e d e a e , d e f e a , f e c d e e e e b e e a a d d e e e d e a e e e c e ;

(b) e f a c e a d e e e a d e a e f H a b E e c c I e a a c d a e b a f e e , a f e e a d e d e , e a d e a e e e c c a d e e e ;

(c) e e a d e a e f H a b E e c c I e a a e e e a d c e c a e f e EPC e c ;

(d) e d e a e e a d b e e c a e f e e e a e b e f e a c d e a e ;

(e) e e e c f a a e e f EPC e c , e e c c a d e a e d f a a e , b e c e a a f e a a e e f H a b E e c c I e a a , c a c e c e d e c f e e a a e e ;

(f) e a a e e f H a b E e c c I e a a e e a d a e e f a b f e f e e , a d e d e c e c e d a f e C a a d a f a e c e a , d e e , e a e c e a d e f e a a c a e f a d e a a b e f a a e I d e e d e S a e d e a e c c e e d a d a c e c a e ; a d

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

() eC, a ad ee e ac c, c a ad ed f a c eced a ac f eG, , e e e e a ac c e, a ed, de e EPC Fa, e A ee, e e, e a e e, f e EPC a ac be e ed a e fa a d ea abe a d e ee f eC, a a d eS a e de a a e.

F, e, eC, a ad ef e e ac ea, e e, e a e ed A, a Ca be e ceeded:

(a) e G, c e e a ac c e, a ed, de e EPC Fa, e A ee, e e, e a e a e c d c ed acc da ce e e, f e EPC Fa, e A ee, e a d a e fa a d ea abe a d e ee f eC, a a d eS a e de a a e;

(b) e G, a e a ac a, , de e EPC Fa, e A ee, e f e e e a e, e a e a, a a ac a, e ceed e A, a Ca ;

(c) e a a e e ac a d e c d f, a (c, d b, ed e c e, a e a a e e a d a c, a a ac a, , de e ac f e EPC a ee, e be e ed) f e a ac c e, a ed, de e EPC Fa, e A ee, e a, a e ba a d e e e e a f, a e B a d a d e a d c ee f eC, a a e a e;

(d) e a a e e a e a d e e e, a f e EPC a ac a a e cc, ed e B a d be f e e e e fa e EPC a ee, e, de e EPC Fa, e A ee, e ; a d

(e) Ha b E ec c I e a a e a a e a e a e 80% f e A, a Ca a eC, a c, d e a e e ce a ea, e (c, d b, ed e e a e f a, e a ee, e a d e e A, a Ca c, r, ca Ha b E ec c de a, c, EPC ec) c, e e, e e, de C a e 14 A f e L R, e e e e a e a, a a ac a, e a ac e ceed e A, a Ca .

We a e b a e d a d e ed e e a c c a d ed b eC, a e a c eced a ac, a d ed e ab e e a c ea, e a e bee ad ed b eC, a f a c eced a ac . I e f e ab e e a c ea, e be e ed b eG, , a c, a, e a f e, a d, ea, e ba e a ed c, de e a f f a e e a d a a b a a e, e a d, ea, e e a ac a, , de e EPC Fa, e A ee, e e, e e A, a Ca be e ceeded, e c de a eG, be ab e e ca, f e a ac c e, a ed, de e EPC Fa, e A ee, e ec e e e f e I de e de S a e de .

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

F eac f eC eced T a ac P ec , eG , a e aed e ec ce ba ed
, () ec e ad a e; () a e e e ce ec ac a e
f d ffe e ec , c a e a e a f ec c a ad ed b eU ed
Ha b Eec cG , a d f a , b ed b e ed c a e e ad EPC ec ;
a d () a ed e e a , f e ec f eU ed Ha b Eec cG , . S ce
e ce f eEPC Se ce be e ed a e acc d e ec e , e
Ma a e e a a d c ed eU ed Ha b Eec cG , e e a ed f
c e e e f eac f eC eced T a ac P ec . Ba ed ed c e
U ed Ha b Eec cG , a d e e e f Ha b Eec cI e a a e Ha b Eec c
I e a a a bee d EPC Se ce d ffe e c e , eG , e a ed e
a , a d f e e a e f eC eced T a ac P ec . I add ,
e a e ad ed b eMa a e e a EPC ec ed ffe e a e , c a e
de a e, c , c a e a d e , e a a a e, a d e ac, a e a b e f eac
ec be , b ec , ce a e . F e a e, e ec , d b e de a e e
e , ed f a ee , e ec de , c , c e f eac a f e ec,
de e f e , a a a d e f e . T e f c c e ce f e
e a e a e ef ed ffe f e c e a . T eMa a e e a a a e
acc , c , ce a e ec e a b e a d, ba ed e a e e e ce f e e a
f EPC ec b Ha b Eec cI e a a , e a ed e ac f b e c a e f
e a b e e f e e a e .

We a e e e f a b eMa a e e e a de a f ec e
2019, c, d e be f ec , e ec ca ac a d a , ed, de a
a eG , c e a a ce a EPC ec . I e f e fac a e d
EPC Se ce , eG , a ed e a a e f eEPC ec e e ac, a
c , c a, fac, be ca ed , e c ac , c de ed a
eG , a b e a e, f e ec eU ed Ha b Eec cG , a d c
a . We a e a d c ed eMa a e e a d, de a d a eMa a e e a
a e ed e d c a f eU ed Ha b Eec cG , e f e e ce e e e
f Ha b Eec cI e a a a d de e ed e , b e a , a d f eC eced
T a ac P ec .

T eMa a e e a ad ed, a d e d c eU ed Ha b Eec c
G , , e , de a d a e e f eU ed Ha b Eec cG , ce a f e
a ed ec be , b ec f e d c e b, e a e . Acc d ,
b e a e e ec a a c , ec , c eced a ac f eG , .
Bea d, a d c de e b e f, c, a e ce f eEPC ec ,
eMa a e e a a c de ed a b, ffe f ab , 10% e de e ed A , a
Ca f eac f e ea e d 31 Dece, be 2020 a d 2021. O e ba e , ab e, e
G , a de ed e A , a Ca f eac f e ea e d 31 Dece, be 2020 a d 2021
be RMB1 b .

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Ge e a e a , , e e e f e G , f e e d A , a Ca
be a acc da e G , a be. P ded a (a) e e, f e a ac
c e a ed, de e EPC Fa e A e e , c, d e c e , a e fa a d
ea abe a d a e c d c f, c a ac , bec e e a c ea, e
a e ed e e ab e a d a , a e e b de e de -e ec, e D ec a d
a d f e C a (a d c, ed be) a e, ed, de e L R e ; (b) be
c ea e a ac U ed Ha b Eec c G , , bec f e d c , a d e
ab a de e ef Ha b Eec c I e a a a e, add a EPC ec ; a d (c) e
be ce f, c, a f e EPC ec a acc, e e a e c a e d ce
ce de f d a d c (工業生產者出廠價格指數) e PRC ece ea (a
c ea e fa a e 3.5% a d 6.3% e ec e f 2018 a d 2017), e c de ea ab e
f e G , c, de e b ffe , e a f e b c d c b, e e .

F e e a e d 31 Dece, be 2022, e Ma a e e a ad ed a a ac e a
e ed ab e de e e e a ed a ac a , f EPC Se ce be ded
e U ed Ha b Eec c G , e fe e ce e C ec ed T a ac P ec de f ed.
I add , e Ma a e e , de d f e U ed Ha b Eec c G , a e a e
a a a , f e e e a ec 2022. Acc d , e
Ma a e e a de e ed e ed A , a Ca f e ea e d 31 Dece, be 2022 be
RMB1 b .

We a e b a ed f a d d c, ed e Ma a e e a d c, a e e , e
de a f e EPC ec a d c a c, a f e ed A , a Ca f e ac f e ea
e d 31 Dece, be 2020, 2021 a d 2022, c c a de a f, a e , e
a ed ec , e e a ed a ac a , f e ac ec a d e e a ed
f ec f e a ac a , a d ed a e de a a ec e e ba
f de e A , a Ca a e ed ab e. We a e a e ed e a , ce e
, b ed b ce a ed c, a e e a d EPC ec f e e e a e f e
e e a a , e e ded b e Ma a e e de f ed , e ac e eb e
f e S c E c a e a d e S e e S c E c a e, a d c de ed e e a ed ce f
e EPC Se ce ad ed b e Ma a e e de e A , a Ca be ea ab e.

Ta acc , e ab e fac , e a e f e e a e ba e a d a ed
e e A , a Ca a e ea ab e.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

5. Review and conditions of the transactions contemplated under the EPC Framework Agreement

I c, a ce eL Re, e a ac a e, bec a, be f c d c
c, de, a e :

() e A, a Ca f e a ac c e a ed, de e EPC F a, e A e e f
eac f e e d be e ceeded;

() e de e de -e ec, e D ec, acc da ce eL Re, e e a, a e a ac c e a ed, de e EPC F a, e A e e a d
c f e C a ' a, a e e e e a ac c e a ed, de e
EPC F a, e A e e a e bee e e ed (a) e d a a d, r a c, e f
b, e f e G, ; (b) a c e ca e, be e ; a d (c) acc d e
a e e e e e a e fa a d ea a be a d e e e f e
S a e de a a e;

() e a d f e C a, acc da ce eL Re, e e a, a e
a ac c e a ed, de e EPC F a, e A e e a d e, c f
a e e e B a d (a c f c e e be ded e S c E c a e a ea
e b, e da e b, f e a, a e f e C a) e e
a a c e e a e a ca e e be e e a e a ac :

(a) a e bee a ed b e B a d;

(b) e e, a a e a e ec, acc da ce e c c e f e G,
f e a ac e e f d e ce b e G, ;

(c) e e e e ed, a a e a e ec, acc da ce e e e a
a e e () e e a ac c e a ed, de e EPC F a, e
A e e ; a d

(d) a e e ceeded e A, a Ca e ec e a ac c e a ed, de
e EPC F a, e A e e ;

() e C a, f e S c E c a e a d, b a a, ce e f
e de e de -e ec, e D ec a d/ e a d ca c f e a e a
e, ed;

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

() e C a , a , a d e , e a H a b E e c c a , e a d f e C a , f f c e a c c e e e c d f e c , c e c e d a a c f e , e f e a d ' e e a a c c e a e d , d e e E P C F a e A e e . T e B a d , a e e a , a e e e e a d f e C a a e c f e d e a e e , R e 14A.56 f e L R e ; a d

() e C a , c e a c a b e f e L R e e c , c e c e d a a c e e e a e a , f e a a c c e a e d , d e e E P C F a e A e e e e c e e e a A , a C a () , a e e a a e a e d e e e f e E P C F a e A e e .

I f e c d e d e c , c e c e d a a c , a c a , (1) e f e a , e f e a a c b a f e A , a C a ; (2) e - e b e d e d e - e e c , e D e c a d a d f e C a e a d e e f e a a c c e a e d , d e e E P C F a e A e e ; a d (3) e - e b e a d f e C a c f e e e a e d A , a C a () b e e c e e d , e a e f e e a a e e a , e b e a c e e e c d , c f e a a c c e a e d , d e e E P C F a e A e e a d a f e , a d e e e f e I d e e d e S a e d e .

OPINION AND RECOMMENDATION

H a a e a c c , e a b e c a f a c , e c d e a () e e f e E P C F a e A e e e a e f a a d e a a b e a d a c e c a e f a a e I d e e d e S a e d e a e c c e e d ; () e a a c c e a e d , d e e E P C F a e A e e e a e e d a a d , a c , e f b e f e G , ; () e e e f e E P C F a e A e e e e e e f e C a a d e S a e d e a a e ; a d () e A , a C a a e f a a d e a a b e f a a e I d e e d e S a e d e a e c c e e d .

A c c d , e a d e e I d e e d e B a d C e e e c e d , a d e , e e e c e d , e I d e e d e S a e d e e f a , f e e e a d a e , () b e e d a e E G M a e e E P C F a e A e e (c , d e A , a C a) .

Y , f a f ,
f a d b e a f f
SOMERLEY CAPITAL LIMITED
Clifford Cheng
D e c

M . C f f d C e a c e e d e e e e d e S e c , e a d F , e C a a d a e b e f f c e f S e e C a a L e d , c c e e d , d e e S F O c a , T e l (d e a e c , e) a d T e 6 (a d c a e f a c e) e , a e d a c e . H e a e e e a f e e e c e e c a e f a c e d .

1. RESPONSIBILITY STATEMENT

T c c a , f c e D e c c e c e a d d d a a c c e f i e b f e f a c a e d e e , c , d e a c a e c a c e L R e f e , e f f a e a e G , . T e D e c , a a d e a e a a b e e , e , c f a e b e f e e d e a d b e e f e f a c a e d c c a a c c a e a d c e e a a e a e e c a d e a d d e c e e , a d e e a e e a e e f c , d a e a a e e e e c c a e a d .

2. DIRECTORS AND CHIEF EXECUTIVES' INTERESTS

A a e L a e P a c c a b e D a e , e f e D e c c e f e e c r e f e C a a d a e e e S a e , , d e a e d e b e , e f e C a a f a c a e d c a (e e a f P a X V f e S F O) , c e e e , e d b e f e d e C a a d e S c E c a e , , a D 7 a d 8 f P a X V f e S F O (c , d e e c e a a e d e e , e d a e , d e , c f e S F O) , c e e e , e d , , a e c 3 5 2 f e S F O , b e e e d e e e e f e d e e , c e e e , e d b e f e d e C a a d e S c E c a e , , a e M d e C d e f S e c e T a a c b D e c f L e d C a e .

A a e L a e P a c c a b e D a e , a e f M . S Z e - f a d M . W , W e - a , a e d e c f H a b E e c c , e f e D e c a a d e c e e e f a c a c a d a e e e S a e a d , d e a e f e C a c , d f a b e d c e d e C a , d e e f D 2 a d 3 f P a X V f e S F O .

3. SUBSTANTIAL SHAREHOLDERS' INTERESTS

As of December 31, 2018, the following persons held beneficial ownership of 1% or more of the outstanding shares of the Company, based on the Company's consolidated balance sheet as of December 31, 2018, as reflected in the accompanying financial statements. The following table sets forth the names and addresses of the persons who held beneficial ownership of 1% or more of the outstanding shares of the Company as of December 31, 2018:

Long Positions:

Type of shareholding	Name of Shareholder	Capacity and nature of interest	Number of Shares held	Percentage of such shareholding in the same type of issued share capital	Percentage of total issued share capital
Direct	Habib Saeed	Beneficial owner	1,030,952,000	100%	60.41%

The following table sets forth the names and addresses of the persons who held beneficial ownership of 1% or more of the outstanding shares of the Company as of December 31, 2018, based on the Company's consolidated balance sheet as of December 31, 2018, as reflected in the accompanying financial statements.

4. SERVICE CONTRACTS

As of December 31, 2018, the following persons were employed by the Company under service contracts:

5. MATERIAL ADVERSE CHANGE

The Director of the Company has advised that there has been no material adverse change in the financial condition of the Company since December 31, 2018, based on the Company's consolidated balance sheet as of December 31, 2018, as reflected in the accompanying financial statements.

6. COMPETING BUSINESS

A a e La e P ac cab e Da e, a fa a e D ec a e a a e, e f e D ec , e f e C a e e ec ec ea cae ada ee e b e , c c e e c e e, e e d ec d ec , e b e f e G , .

7. DIRECTORS' AND SUPERVISORS' INTERESTS IN ASSETS OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP

A a e La e P ac cab e Da e:

- (a) e f e D ec , e f e C a a a e a ee ed a c ac a a e , c a f ca ea e b e f e G , ; a d
- (b) fa a e D ec a e a a e, e f e D ec , e f e C a ad a d ec d ec ee a a e c ad bee ac , ed d ed fb ea ed , e e ed be ac , ed d ed fb ea ed , a e be f e G , ce 31 Dece be 2018, be e da e c e a e , b ed a d ed c da ed f a ca a e f e G , e e ade , .

8. MATERIAL LITIGATION

A a e La e P ac cab e Da e, e b e f e G , a e a ed a a ca f a e a a ce a d a ca f a e a a ce a e D ec be e d ea e ed b a a a e b e f e G , .

9. EXPERT

T e f e , e , a f ca f e e e a e ad ce a c a ed c c a :

Name	Qualification
S e e Ca a L ed	a c a ce ed ca , T e l (dea ec e) a d T e 6 (ad c a e f a ce) e , a ed ac e , de e SFO

NOTICE OF EXTRAORDINARY GENERAL MEETING

(b) The Board of Directors of Harbin Electric Company Limited (the "Company") hereby convenes an extraordinary general meeting of the Company (the "Meeting") to be held on the 21st day of February, 2020, at 4:30 p.m. in the Conference Room of the Harbin Electric Company Limited, No. 1716, 17th Floor, Heilongjiang Building, 183 Qian'ran Road East, Wacang, Harbin, Heilongjiang Province, P.R.C. (the "Meeting Place") to discuss and decide on the following matters:

Board of Directors
Harbin Electric Company Limited
Si Ze-fu
Chairman

Harbin, P.R.C., 21 February 2020

Notes:

1. For the purpose of convening the Meeting, the Company has issued a notice of convening the Meeting on the 10th day of March, 2020 (the "Notice of Convening the Meeting"), and the Company has also issued a notice of convening the Meeting on the 9th day of April, 2020 (the "Notice of Convening the Meeting"). The Company has also issued a notice of convening the Meeting on the 17th day of February, 2020 (the "Notice of Convening the Meeting"). The Meeting will be held at the Meeting Place on the 21st day of February, 2020, at 4:30 p.m. The Meeting will be held in Chinese. The Meeting will be held in the Conference Room of the Harbin Electric Company Limited, No. 1716, 17th Floor, Heilongjiang Building, 183 Qian'ran Road East, Wacang, Harbin, Heilongjiang Province, P.R.C. (the "Meeting Place"). The Meeting will be held at 4:30 p.m. on the 21st day of February, 2020.
2. The notice of convening the Meeting is hereby published on the 20th day of March, 2020. Please refer to the notice of convening the Meeting for details.
3. The notice of convening the Meeting is hereby published on the 17th day of February, 2020. Please refer to the notice of convening the Meeting for details.
4. The notice of convening the Meeting is hereby published on the 17th day of February, 2020. Please refer to the notice of convening the Meeting for details.

Approved and signed by the Board of Directors of Harbin Electric Company Limited: Si Ze-fu, Chairman; Wang Weidong, Chairman; Zhang Yuhua; and the Director of the Board of Directors of Harbin Electric Company Limited: Zhang Hui, Director; Ma Yuhua, Director; Jiang Aimin, Director.



哈尔滨电气股份有限公司 HARBIN ELECTRIC COMPANY LIMITED

(a c c a c a P R b c C a ab)
(Stock Code: 1133)

NOTICE OF DOMESTIC SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN a e d e c a e c a e e (e DCM) f Ha b E e c c C a L e d (e Company) b e e d a e c f e e c e f e C a c a e d a 1399 C , a R a d , S b e D c , Ha b , He a P c e , e P R C T , d a , 9 A 2020 a 10:00 a . (e d a e a f e e c c , a d , e f e H a e c a e e) c d e a d , f , f , a e f e , . C a a e d e d e f e d e c c a d a e d 21 Feb , a 2020 , e d b e C a (e Circular) a a e e a e e a e , e d e e , e e e e c f e d :

SPECIAL RESOLUTION

1. THAT:

- (a) e e d a e d e a a a 1 a d 2 f A c e 80 (d e a f c a e e , e C c a) b e a d a e e e b a e d ; a d
- (b) e B a d , a d / , e e B a d d e e e e e a D e c b e a d a e e e b a r e d a e a , c a c a d e e c e a , c d c e d e e d a e a c d e e c e a d e a b e f e , e f e f f e c e e d a e d e , c , d b , e d a , c a d , e e a e d e e A c e a e c d e e c e a e e a a e c e c e e d a e d e a a b e e , e d b e e e a e r a a e , a d d e a b e a f f e C a e e e a f a e d e a d e a (e e e c e a) c e d e a d e e a e d e a f e e d a e d e .

B O d e f e B a d
Harbin Electric Company Limited
Si Ze-fu
C a a

Ha b , e P R C , 21 Feb , a 2020

Ne:

1. F e , e f d e e e e a e d a d e a e D C M , e e e f e b e f e C a b e c e d f , T e d a , 10 M a c 2020 T , d a , 9 A 2020 (b d a c , e) , d c e d a f e f S a e b e e e e d . H d e f e D e c S a e (e **Domestic Shareholders**) e e a e a e e e b e f e b c , e a b e e e d a e d a d e a e D C M . P e b r S a e d b c , e a b e e e d a e d a d e a e D C M . I d e b e , a f e d f a e d e D C M , a d c e e d a f e d c e e e e e e e a a e c e f c a e , b e d e d e C a , c a a c e f b e e P R C a 1399 C , a R a d , S b e D c , H a b , H e a P c e , e P R C (f e d e f e D e c S a e) , a e a 4:30 . M d a , 9 M a c 2020 .
2. D e c S a e d e e d a e d e D C M a e , e e e C a b e f e F d a , 20 M a c 2020 . P e a e e f e e e a d e , c e e f d e a .
3. A D e c S a e d e e e d a e d a d e a e D C M e e d a e e e (e e a S a e d e) a / e a e d a d e / e b e a f .
4. T b e a d , e f f , e e a a a c e f e d e f a e e d c e f a , f a , , d e c e f e d , b e d e d e C a , c a a c e f b e e P R C a 1399 C , a R a d , S b e D c , H a b , H e a P c e , e P R C (f e d e f e D e c S a e) e a 24 , b e f e e e f e d f d e D C M a a d , e e e f .

A a e d a e f c e , e e e c e D e c a e M . S Z e - f , M . W , W e - a a d M . Z a Y - a ; a d e d e e d e - e e c e D e c a e M . Z , H - e , M . Y , W e - , M . H J a a d M . T a M .