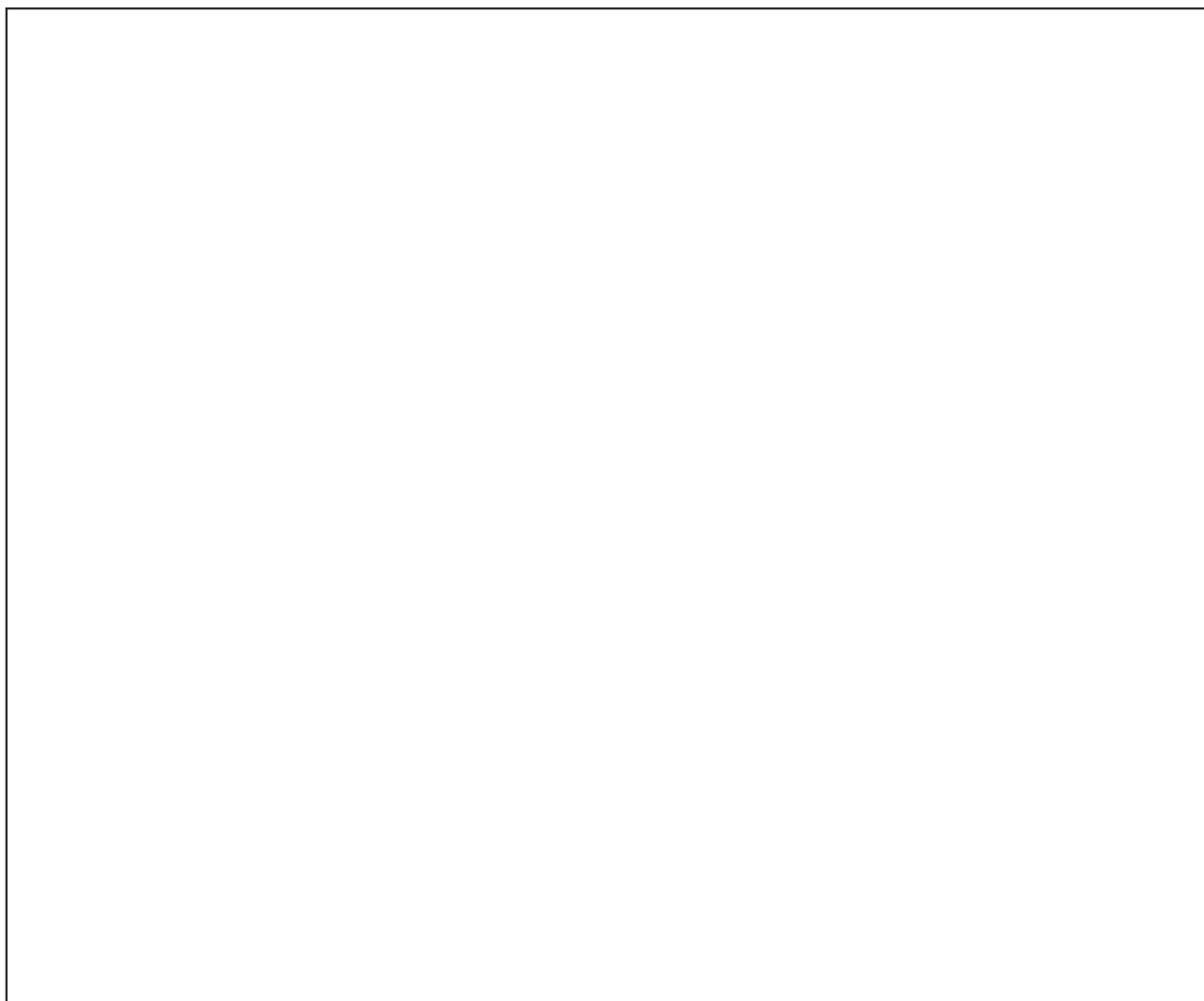


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



As it is expected that each of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the annual service charges and fees payable for the Settlement Services and the Other Financial Services will not exceed 0.1%, such transactions are exempt from the reporting, announcement and Independent Shareholders'

Pursuant to the Financial Services Framework Agreement, the Finance Company agreed to provide the Financial Services to the Group. The Finance Company undertakes under the Financial Services Framework Agreement that the terms of any Financial Services to be provided by the Finance Company to the Group will be (to the extent not contrary to the relevant laws and regulations) no less favourable than those offered by independent third parties to the Group for the same type of Financial Services. The Group is not under any obligation to obtain any or all of the Financial Services from the Finance Company and may obtain such Financial Services based on its business needs.

#### *Depository Services*

The Group may from time to time deposit money with the Finance Company pursuant to the Financial Services Framework Agreement. RMB deposit from the Group will be at an interest rate equivalent to the highest interest rate promulgated by PBOC for the relevant type of deposits. Deposits in foreign currencies will be at an interest rate not less than that as may be offered by any independent third party to the Group for the same type of foreign currency deposits.

Moneys deposited by the Company and its subsidiaries with the Finance Company may be deployed only for the use of the Company and its subsidiaries, and any remaining amounts may only be deployed for services or products provided by PBOC or one or more other commercial banks in the ordinary course of their business.

### *Loan Services*

The Group may from time to time request the Finance Company to provide Loan Services to them pursuant to the

### *Other Financial Services*

The Group may from time to time request the Finance Company to provide Other Financial Services to them pursuant to the Financial Services Framework Agreement. Other Financial Services including credit verification, provision of loan commitment letter, economic advisory, financing consultancy and agency services will be provided by the Finance Company to the Group free of charge. The fees charged by the Finance Company for the provision of such Other Financial Services will not be higher than rate charged any independent third party on any member of the Group for the same type of services nor higher than those as may be charged by the Finance Company on third parties with the same credit rating for the same type of services.

The Group is entitled, to the extent permitted under the laws, to set-off any amount owing by the Group to the Finance Company against the deposit (including the accrued interest) placed by the Group with the Finance Company. On the other hand, the Finance Company does not have the right to set-off any amount owing by the Group to it against any deposit (including the accrued interest) placed by the Group with the Finance Company.

The table below sets out the maximum cap for the value of Depository Services to be received by the Group (in respect of which Independent Shareholders' approval is proposed to be sought at the EGM) from the Finance Company for the years 2012, 2013 and 2014:

	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Receipt of Depository Services — Daily maximum outstanding balance of deposit	6,000,000	6,000,000	6,000,000

As disclosed in the Company's announcement dated 14 December 2010, the Company entered into a financial services framework agreement with the Finance Company, pursuant to which the annual caps for the daily maximum outstanding balance of deposit (including accrued interest and handling fees) for each of the years ending 31 December 2012 is RMB760 million. Such agreement will be terminated upon the Financial Services Framework Agreement becoming effective. As at 31 December 2011, the Group had cash deposits in the Finance Company in the amount of RMB730.8 million.

As at 31 December 2009, 31 December 2010 and 31 December 2011, the Group had cash deposits in independent commercial banks in the amount of approximately RMB14.7 billion, RMB12.1 billion and RMB7.9 billion, including unpledged cash deposits of approximately RMB14.2 billion, RMB11.8 billion and RMB7.8 billion. The annual caps for 2012, 2013 and 2014 have been set by reference to approximately 53% of the average unpledged cash of the Group over the last three years ended 31 December 2011 and approximately 70.4% of

the unpledged cash of the Group as at 31 December 2011. Given that the Group may not be able to enjoy the benefits of utilizing the Financial Services provided by the Finance Company if the annual caps are set too low and that it may not be in the interests of the Company and its Shareholders as a whole if the annual caps are set too high, the executive Directors (excluding the independent non-executive Directors whose views are to be included in the Shareholders' circular to be issued by the Company as mentioned in this announcement) are of the view that determining the annual caps in between the range of 50% to 100% of the Groups' average unpledged cash deposits over the last three years ending 31 December 2011 is fair and reasonable and is in the interests of the Company and its Shareholders as a whole.

Set out below is a summary of the Group's consolidated unpledged bank deposits, cash and cash equivalents, borrowings as extracted from the relevant annual reports and interim reports of the Company:

	<i>RMB'000</i> <i>(Audited)</i>	<i>RMB'000</i> <i>(Audited)</i> <i>(Restated)</i>	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i> <i>(Restated)</i>
Unpledged Bank deposits	247,404	1,090,860	420,000	1,090,860
Cash and cash equivalents	8,271,875	11,459,319	8,247,219	11,459,319
Borrowings	1,895,867	2,209,964	1,996,686	3,747,230

In arriving at the above proposed annual caps set out in the above table, in addition to the above reasons, the following factors have also been considered:

- (i) the amount of unpledged deposit the Group has placed with independent commercial banks as at 31 December 2009, 31 December 2010 and 31 December 2011;
- (ii) the utilization of the Depository Services when considered in the context of the Loan Services and the Settlement Services that are available to the Group can greatly facilitate deployment of surplus funds within the Group which can have a material impact as the business of the Group grows and its cash resources increase; and
- (iii) the possible favourable interest rate to be obtained by the Group from the Finance Company compared with interest rate that could otherwise be obtained by placing deposits with independent commercial banks.

As the Group is not under any obligation to place deposits in the Finance Company, the Directors are of the view that, through the Financial Services Framework Agreement, the Group can benefit from the flexibility in the allocation of its unrestricted cash should the terms be attractive to the Company, and the annual caps are fair and reasonable.

In order to safeguard the interests of the Shareholders, the Financial Services Framework Agreement provides for the following risk management measures:

- (i) to prevent Harbin Electric's possession of the funds of the Group and ensure the independence of the management of the respective deposits placed by the Group and Harbin Electric Group (other than the Group), the Finance Company will establish two separate cash pools for the Group and Harbin Electric Group (other than the Group), each of which is isolated from one another. The Group may monitor the management of the cash pools;
- (ii) to ensure security of the deposits made by the Group in the Finance Company, the Finance Company is required to make sure the safe operation of the deposit management information systems which have passed all safety tests in relation to online bank interfaces of commercial banks, used direct dedicated line when connecting to commercial banks and reached safety standards of the PRC commercial banks and complied with the specifications under the CA safety certification;
- (iii) the Finance Company shall be operated in strict compliance with the risk monitoring indicators required by the CBRC and the major risk monitoring indicators such as the gearing ratio and liquidity ratio of the Finance Company shall adhere to the requirements of the CBRC and other applicable laws and regulations;
- (iv) a copy of each internal control report to be submitted by the Finance Company to the CBRC shall also be provided to the Company;
- (v) if there occurs any circumstance that may affect the deposits placed by the Group with the Finance Company or any significant hidden danger which may undermine the safety of such deposits, the Finance Company shall inform the Group of the same in writing within 2 working days from the date of such occurrence and adopt measures to prevent any loss or to minimize loss. On receipt of such notice, the Group is entitled to forthwith withdraw the deposit (together with interests accrued thereon). If the deposit (together with interests accrued thereon) could not be withdrawn, the deposit may be set-off against loans from the Finance Company;
- (vi) the Finance Company will by 10 a.m. on each working day provide the Company with a daily report on the status of the Group's deposits with the Finance Company to allow the Company to monitor and ensure that the average daily deposit balance with the Finance Company would not exceed the upper limit;
- (vii) the Finance Company will on the fifth working day of each month provide a monthly financial report of the previous month to the Company for review and the Finance Company will provide to the Company a copy of each regulatory report submitted to the CBRC within three working days after submission;
- (viii) Harbin Electric has given a guarantee to the CBRC that it will make further capital contributions in the event that the Finance Company has difficulty in fulfilling its payment obligations to ensure normal operation of the Finance Company;



requirements of these regulatory authorities. The registered capital of Finance Company is RMB300 million. As at the date of this announcement, Harbin Electric, the Company, 哈爾濱電機廠有限責任公司 (a non-wholly owned subsidiary of the Company), 哈爾濱鍋爐廠有限責任公司 (a non-wholly owned subsidiary of the Company), 哈爾濱汽輪機廠有限責任公司 (a non-wholly owned subsidiary of the Company) and 佳木斯電機股份有限公司 (an indirect non-wholly-owned subsidiary of Harbin Electric) is interested in 51%, 21%, 8%, 8%, 8% and 4% of the equity interest of the Finance Company, respectively.

Having considered the reasons set out below, the Directors (in respect of the proposed maximum daily amount to be deposited with the Finance Company, excluding the independent non-executive Directors whose views are to be included in the Shareholders' circular to be issued by the Company as mentioned in this announcement) are of the view that the Financial Services Framework Agreement was entered into in the ordinary and usual course of business of the Group on normal commercial terms and the terms of which (including the proposed maximum daily amount to be deposited with the Finance Company) are fair and reasonable and in the interests of the Company and the Shareholders as a whole:

- (i) the Financial Services Framework Agreement increases the maximum daily amount of the Depository Services between the Group and the Finance Company (from RMB760 million under the existing financial services framework agreement dated 14 December 2010 to the proposed cap of RMB6 billion), which can expand the operating scale of the Finance Company. This in turn:
  - (a) allows the Group to obtain unsecured loans at a rate not higher than that as may be charged by independent third parties from the Finance Company to satisfy its funding needs;
  - (b) facilitates the deployment of funds amongst members of the Group through entrustment loans to be provided by the Finance Company (given that inter-company financing can only lawfully be made in the PRC through financial institutions by way of entrustment loans) at a possibly preferential interest rate and without incurring administrative fees;
  - (c) may enhance the Group's cost savings given the available Financial Services free of charge or on terms no less favourable than those offered by other commercial banks; and
  - (d) allows the Group to enjoy more profits sharing through its shareholdings in the Finance Company;

- (b) the balance of borrowings shall not exceed the total capital;
  - (c) the total amount of outstanding guarantees provided shall not exceed the total capital;
  - (d) the short-term securities investment to total capital ratio is not more than 40%;
  - (e) the long-term investment to total capital ratio is not more than 30%; and
  - (f) the self-owned fixed assets to total capital ratio is not more than 20%;
- (iii) the Finance Company has established its system of internal control and risk management and implemented the corporate governance guidelines in accordance with the requirements of the CBRC and are required under the Financial Services Framework Agreement to comply with the risk management measures outlined above. Separate cash pools will also be maintained for deposits placed by the Group and Harbin Electric Group;
- (iv) the Finance Company will only provide financial services to members of the Harbin Electric Group and will therefore be exposed to a lower level of potential risk than other PRC commercial banks dealing with customers of various credit ratings. The risk of deposits with the Finance Company is further reduced by the undertaking given by Harbin Electric and the Group's right to set-off any amount owing by the Group to the Finance Company and/or (when the Finance Company is in default) Harbin Electric and its subsidiaries (other than the Group) against the deposits placed with the Finance Company; and
- (v) the arrangements with Finance Company under the Financial Services Framework Agreement provides the Group with an alternative but do not preclude the Group from using the services of other PRC commercial banks. The Group still maintains its own discretion in choosing other PRC commercial banks as its financial services provider as it thinks fit and appropriate for the benefit of the Group.

• T / • - • , • - T /

Harbin Electric is the controlling shareholder of the Company. As the Finance Company is a subsidiary (and therefore an “associate” under the Listing Rules) of Harbin Electric, the Finance Company once established will be a connected person of the Company under the Listing Rules. The transactions contemplated under the Financial Services Framework Agreement therefore constitute continuing connected transactions of the Company under the Listing Rules. As one or more of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the maximum daily amount of the Depository Services exceed 5% and the annual caps exceeds HK\$10,000,000, the Depository Services under the Financial Services Framework Agreement is subject to the reporting, announcement and Independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

As the Loan Services to be provided by the Finance Company to the Group for the benefit of the Group on normal commercial terms (or better to the Group) where no security over the assets of the Group, the Loan Services pursuant to the Financial Services Framework Agreement are exempt from the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As it is expected that each of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the annual service charges and fees payable for the Settlement Services and the Other Financial Services will not exceed 0.1%, such transactions are exempt from the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Should such transactions exceed the exemption threshold in future, the Company will comply with the applicable connected transaction regulatory requirements under Chapter 14A of the Listing Rules.

The Group is principally engaged in the business of manufacturing power plant equipment, its principal activities include manufacturing of (i) thermal power equipment; (ii) hydro power equipment; (iii) nuclear power main equipment; turn-key construction of power station projects and other engineering projects; contract supply of complete sets of thermal and hydro power equipment; import and export of power equipment; technology transfer, technical consultation and services; and environmental protection engineering services. There are no annual caps in respect of the Loan Services specified under the Financial Services Framework Agreement.

Harbin Electric, together with its subsidiaries, was the oldest large-scale power plant equipment manufacturer in the PRC. Harbin Electric holds, as at the date of this announcement, 50.93% of the issued share capital of the Company.

An independent board committee comprising all independent non-executive Directors has been established to advise the Independent Shareholders in respect of terms of the Depositary Services under the Financial Services Framework Agreement. The Company will appoint an independent financial adviser to advise the independent board committee and the Independent Shareholders in this regard.

A circular containing, among other things, further information on the Financial Services Framework Agreement and the transactions contemplated thereunder, a letter of advice from the independent board committee and a letter of recommendation from the independent financial adviser, and the notice of EGM will be despatched to the Shareholders on or before 29 June 2012.

The EGM will be convened by the Company at which resolutions will be proposed to seek approval from the Independent Shareholders for the Depositary Service under the Financial Services Framework Agreement. Each of Harbin Electric and its associates will abstain from voting on the relevant resolutions to be proposed at the EGM.

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

- |                |   |
|----------------|---|
| “associate(s)” | the meaning ascribed to it under the Listing Rules; |
| “Board”        | the board of Directors;                             |
| “CBRC”         | 中國銀行業監督管理委員會  |

“Independent Shareholders”	the Shareholders other than Harbin Electric and its associates;
“Independent Third Party”	a person who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is a third party independent of the Company and its connected persons (as defined under the Listing Rules);
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange;
“Loan Services”	the loan services to be provided by the Finance Company to the Group pursuant to the Financial Services Framework Agreement, including provision of guarantees; dealing with inter group entrusted loans; provision of bill acceptance and bill discount services; provision of loans and finance leasing services and other loan services as may be approved by the CBRC;
“Other Financial Services”	other financial services to be provide by the Finance Company to the Group pursuant to the Financial Services Framework Agreement, including provision of finance services and financing consultancy services, credit verification and related consultancy and agency services; payment and receipt of transaction proceeds; provision of approved insurance agency services; inter-bank borrowing and lending services; and other business as may be approved by the CBRC;
“PBOC”	People’s Bank of China (中國人民銀行);
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macau and Taiwan;
“SAIC”	the State Administration for Industry and Commerce;
“Settlement Services”	

“RMB”

Renminbi, the lawful currency of the PRC; and

“%”

per cent.

By order of the Board



*Company Secretary*

Hong Kong, 8 June 2012

*As at the date of this announcement, the non-executive directors of the Company are Mr. Gong Jing-kun, Mr. Zou Lei and Mr. Duan Hong-yi; the executive Directors are Mr. Wu Wei-zhang and Mr. Shang Zhong-fu; and the independent non-executive directors are Mr. Sun Chang-ji, Mr. Jia Cheng-bing, Ms. Li He-jun, Mr. Yu Bo and Mr. Liu Deng-qing.*

*\* for identification purposes only*