

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 disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

公告 IN RELATION TO THE ENTRUSTED MANAGEMENT AGREEMENT

This announcement is made by Harbin Electric Company Limited (the “**Company**”) on a voluntary basis to inform shareholders of the Company and potential investors about the latest business development of the Company.

Reference is made to the announcement (the “**Announcement**”) of the Company dated 14 December 2020 in relation to the proposed disposal of 51% equity interest (the “**Proposed Disposal**”) in Power Equipment Company, a wholly-owned subsidiary of the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

Entrusted Management Agreement

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that, on 30 November 2021, the Company, Power Equipment Company and Jiamusi Electric, entered into an entrusted management agreement (the “**Entrusted Management Agreement**”), pursuant to which, the Company agreed to entrust Jiamusi Electric with all the businesses and assets of Power Equipment Company (the “**Entrusted Assets**”), and Jiamusi Electric agreed to exercise the day-to-day operating and management right of Power Equipment Company (the “**Entrusted Management Services**”), including but not limited to:

- (1) fully exercise the management rights of Power Equipment Company in relation to the day-to-day operating and management matters, such as the management and arrangement of the annual procurement or supply, production, sales, safety, environmental protection, finance, quality of goods and middle and lower level personnel of Power Equipment Company, pursuant to the annual targets and plans set out by the Company;

- (2) participate in the amendment and improvement of the internal management systems of Power Equipment Company, including institutional setting, personnel arrangements and staff attendance and performance appraisal etc., and supervise the execution of such systems;
- (3) exercise the right to consider the resolutions relating to the day-to-day operating and management matters of Power Equipment Company which are required to be reviewed by the board of directors of Power Equipment Company according to applicable laws and the articles of association of Power Equipment Company in advance, coordinate meetings, including meetings of general managers, economical operating analysis meetings etc. and supervise the execution of the resolutions or decisions made at such meetings. Jiamusi Electric can criticise relevant personnel who execute the above resolutions and/or decisions poorly. For clarification, the decision of the Company shall not contravene with the exercise of the Entrusted Management Services carried out by Jiamusi Electric, and in which case, Jiamusi Electric shall have the right to refuse such execution;
- (4) deploy of personnel for the key management positions of Power Equipment Company depending on circumstances; and
- (5) other entrustment management matters that have been previously agreed in writing by the Company.

Each of the Company, Power Equipment Company and Jiamusi Electric has confirmed that all shareholder's rights of the Company shall remain with the Company, however, the Company shall not transfer Power Equipment Company's shareholding or sell any rights on the Entrusted Target to other third parties without the prior written consent of all parties.

In addition, the parties have confirmed that the non-day to day operating and management matters, including any amendments to the articles of association of Power Equipment Company, appointment and dismissal of directors and/or supervisors of Power Equipment Company, adjustment of accounting policies, material capital expenses, profit distribution, transfer or increase of capital reserves, external investment and disposal of assets etc. are not within the scope of the Entrusted Management Services.

Nevertheless, Jiamusi Electric shall have the right to propose timely replacement of unfit directors of Power Equipment Company, in respect of the appointment, election or employment of directors and senior management of Power Equipment Company, and have the right to propose the transfer, downgrade and/or removal of unsuitable senior management of Power Equipment Company.

The term of the Entrusted Management Agreement commences from 30 November 2021 to 31 December 2022 (both days inclusive). Within seven working days after the effective date of the Entrusted Management Agreement, Power Equipment Company shall entrust the Entrusted Target to Jiamusi Electric and an asset handover list shall be signed by both parties.

During the term of the Entrusted Management Agreement, the profits and losses of Power Equipment Company shall be solely enjoyed or borne by the Company.

Entrusted Management Fee

Pursuant to the Entrusted Management Agreement, Jiamusi Electric will receive an annual management fee of RMB100,000 for the year ending 31 December 2021, and the base of the entrusted management fee for the year ending 31 December 2022 is RMB1,200,000 (the “Basic Remuneration”). The actual fee charged shall be determined based on the completion of the Company’s annual operating targets by Power Equipment Company. If Power Equipment Company fails to complete the annual operating targets, Jiamusi Electric will receive an equal proportion of the basic remuneration as the entrusted management fee in accordance with the completion ratio of the Company’s annual operating targets. If Power Equipment Company exceeds the annual operating targets, Jiamusi Electric, on the basis of receiving the Basic Remuneration, shall receive an additional remuneration in accordance with the total profit of the Power Equipment Company exceeding the targets by 5%, but the annual management fee shall not exceed RMB3,000,000, all of which shall be paid within six months after the expiry of the Entrusted Management Agreement. The entrusted management fee is determined after arm’s length negotiation with reference to the amount of the total assets of Power Equipment Company and the percentages derived from comparing the management fees received by companies in the same industry to the amount of the total assets managed by them.

Realisation of the Disposal of the Entrusted Target and the Entrusted Management Fee

The arrangement in relation to the Proposed Disposal has not been implemented eventually, mainly because Power Equipment Company and Jiamusi Electric need to further coordinate the differences between the two companies in terms of industrial development and operation management. The Company, Power Equipment Company and Jiamusi Electric intend to further coordinate and integrate the mode of production organisation and business model of the two companies in the future industry development through the Entrusted Management Services, so as to lay the foundation for the subsequent implementation of the Proposed Disposal.

The Entrusted Target is entrusted to Jiamusi Electric, which is beneficial to (i) further expand the market and optimise the services provided by Power Equipment Company with the help of the platform and resources of Jiamusi Electric as an A-shares listed company, and improve the comprehensive competitiveness and market share of its products; (ii) learn from the transformation experience and market-oriented operation mechanism of Jiamusi Electric by Power Equipment Company, thereby further promote a deeper reform, introduce a more market-oriented management mechanism, and improve its self-management level and economic benefits; and (iii) sort out the actual business operation of Power Equipment Company and Jiamusi Electric systematically, and coordinate the differences in internal management, so as to lay a foundation for the smooth implementation of the subsequent Proposed Disposal.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Entrusted Management Agreement and the entrusted management fees are fair and reasonable and are on normal commercial terms, and are in the interests of the Company and its shareholders as a whole.

Listing Rules Implications

As at the date of this announcement, Jiamusi Electric is a subsidiary of Harbin Electric Corporation. Accordingly, pursuant to Chapter 14A of the Listing Rules, Jiamusi Electric is a connected person (as defined in the Listing Rules) of the Company, and the transactions contemplated under the Entrusted Management Agreement constitute continuing connected transactions of the Company. As the aforesaid continuing connected transactions are conducted on normal commercial terms or better, and all the percentage ratios (as defined in the Listing Rules) are less than 0.1%, such continuing connected transactions are therefore fully exempted from the shareholders' approval, annual review and all disclosure requirements pursuant to Rule 14A.76(1) of the Listing Rules.

Shareholders of the Company are advised to read the circular letter of the Company, the entrusted management agreement and the entrusted management fees.

By Order of the Board
 Haibin Electric Corporation Limited
 AL -
 Company Secretary

Harbin, the PRC
 30 November 2021

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