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

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

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

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# 哈尔滨电气股份有限公司

**HARBIN ELECTRIC COMPANY LIMITED**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 1133)

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

The annual general meeting of the Company, the H Shares Class Meeting and the Domestic Shares Class Meeting will be held at Conference Room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Thursday, 25 May 2023 at 9:00 a.m. for annual general meeting, and the H Shares Class Meeting and the Domestic Shares Class Meeting will be held at 9:30 a.m. (or immediately after the annual general meeting) and 10:00 a.m. (or immediately after the H Shares Class Meeting), notice of which is set out on pages AGM-1 to DCM-2 of this circular.

Whether or not you intend to attend the those meetings, you are required to complete the proxy form enclosed herein in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares only) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for holding the those meetings or any adjournment thereof. Completion and delivery of the said proxy form will not preclude you from attending and voting in person at those meetings or any adjournment thereof if you so wish.

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## DEFINITIONS

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

|                           |  |
|---------------------------|--|
| “AGM”                     | the annual general meeting of the Company to be held at the conference room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC at 9:00 a.m. on Thursday, 25 May 2023; |
| “Articles of Association” | the articles of association of the Company (amended from time to time);  |
| “Auditor”                 | the auditor of the Company;  |
| “Board”                   | the board of Directors of the Company;   |
| “Company”                 | Harbin Electric Company Limited, a company incorporated in the PRC with limited liability, the H-shares of which are listed on the Main Board of the Stock Exchange;   |
| “connected person(s)”     | the meaning ascribed to it under the Listing Rules;  |
| “close associate(s)”      | the meaning ascribed to it under the Listing Rules;  |
| “Director(s)”             | director(s) of the Company;  |
| “Domestic Share(s)”       | the ordinary unlisted domestic share(s) with a nominal value of RMB1.00 each in the issued share capital of the Company;   |
| “Domestic Shareholder(s)” | the holder(s) of the Domestic Shares;  |
| “HE”                      | Harbin Electric Corporation (哈爾濱電氣集團有限公司), a wholly state-owned company incorporated in the PRC under the laws of the PRC;   |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the PRC;  |
| “H Share(s)”              | the ordinary share(s) with a nominal value of RMB1.00 each in the issued share capital of the Company which are listed on the Main Board of the Stock Exchange;  |
| “H Shareholder(s)”        | the holder(s) of H Shares;   |

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## DEFINITIONS

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|---------------------------------|---|
| “Latest Practicable Date”       | Monday, 17 April 2023;  |
| “Listing Rules”                 | the Rules Governing the Listing of Securities on the Stock Exchange, as amended and modified from time to time;   |
| “PRC”                           | the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;   |
| “Shareholder(s)”                | holder(s) of the Share(s) of the Company;   |
| “Stock Exchange”                | The Stock Exchange of Hong Kong Limited;  |
| “Repurchase Mandate”            | the mandate proposed to be granted to the Board by special resolutions at the AGM, H Shares Class Meeting and the Domestic Shares Class Meeting, to repurchase H Shares of not more than 10% of the total H Shares as at the date of passing the relevant resolution;               |
| “H Shares Class Meeting”        | the H shares class meeting of the Company to be convened by the Company at Conference Room of the Company located at Harbin, Heilongjiang Province, the People’s Republic of China on Thursday, 25 May 2023 at 9:30 a.m. (or immediately after the annual general meeting);         |
| “Domestic Shares Class Meeting” | the domestic shares class meeting of the Company to be convened by the Company at Conference Room of the Company located at Harbin, Heilongjiang Province, the People’s Republic of China on Thursday, 25 May 2023 at 10:00 a.m. (or immediately after the H Shares Class Meeting); |
| “Takeovers Code”                | The Codes on Takeovers and Mergers and Share Buybacks issued by the Securities and Futures Commission of the Hong Kong.   |



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## LETTER FROM THE BOARD

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The purpose of this circular is to give you the notice convening the 2022 AGM of the Company at which certain resolutions will be proposed for Shareholders to consider and, if thought fit, approve, among other things, (i) re-election of directors; (ii) granting the Board the authority to appoint a Director to fill casual vacancy; and (iii) granting the Board the general mandate to repurchase H Shares of the Company, and providing you with the information of the resolution to be submitted at the H Shares Class Meeting and Domestic Shares Class Meeting, i.e. the special resolution on granting the Board the general mandate to repurchase H Shares of the Company.

The Board is currently composed of seven Directors, including three executive Directors and four independent non-executive Directors.

According to clause 83 of the Articles of Association, under the authorization of the shareholders general meeting, the Board shall have the power to appoint any person to fill in a casual vacancy of the Board or as an additional Directors, his term of office shall expire at the conclusion of the next AGM of the Company. Such person is entitled to be re-elected to serve consecutive terms.

Reference is made to the announcement of the Company dated 26 August 2022 in relation to the appointment of Mr. Zhang Ying-jian as the executive Directors from 26 August 2022. According to clause 83 of the Articles of Association, Mr. Zhang Ying-jian will act as the executive Director until the expiration of the AGM and is entitled and willing to be re-elected.

The Company will propose an ordinary resolution to shareholders at the AGM to consider and, if thought fit, approve re-election of Mr. Zhang Ying-jian as the executive Director of the Company and determine his remuneration.

“Mr. Zhang Ying-jian is re-elected as the executive Director of the Company without director remuneration.”

Details of the abovementioned Director are set out in Appendix I to the circular.

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## LETTER FROM THE BOARD

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At the AGM, the Company will propose one special resolution for Shareholders to consider and, if thought fit, grant authorization to the Board, i.e. authorize the Board the authority to appoint any person either to fill a casual vacancy of the Board or as an additional Director, his/her term of office shall expire at the conclusion of the next AGM of the Company. Such person is entitled to be re-elected to serve consecutive terms.

The Company will propose one special resolution to Shareholders at the AGM, H Shares Class Meeting and Domestic Shares Class Meeting, to consider and, if thought fit, approve (i) grant the general mandate to the Board, i.e. authorize the Board of the Company to carry out one-off repurchase or repurchase by tranches of H Shares of not more than 10% of the total issued H Shares of the Company at the date passing this resolution through The Stock Exchange of Hong Kong Limited as deemed appropriate timing. The valid term of the authorization is 12 months commencing from the date of passing of such resolution or until the conclusion of the first AGM after passing such resolution or its revocation or alternation by a special resolution at a general meeting, whichever is the earliest; and (ii) if the resolution on the grant of Repurchase Mandate to the Board was approved and implemented, then the Board will be authorized to amend the relevant clauses of the Articles of Association so as to reflect the alterations to the Company's share capital structure and registered capital arising from the repurchase of shares.

Assuming that the resolution on the grant of Repurchase Mandate to the Board had been approved and implemented, the proposed amendments to the Articles of Association will be subject to shareholders' approval by way of special resolutions at AGM, H Shares Class Meeting and Domestic Shares Class Meeting, and approval by the relevant China government authority and registration or filing with the relevant authority.

The explanatory statement in relation to the proposed grant of Repurchase Mandate to the Board to be despatched to Shareholders as required by the Listing Rules is set out in Appendix II of this circular.

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## LETTER FROM THE BOARD

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### V. AGM, H Shares Class Meeting and Domestic Shares Class Meeting

The AGM of the Company, the H Shares Class Meeting and the Domestic Shares Class Meeting will be held at Conference Room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Thursday, 25 May 2023 at 9:00 a.m. for annual general meeting, and the H Shares Class Meeting and the Domestic Shares Class Meeting will be held at 9:30 a.m. (or immediately after the AGM) and 10:00 a.m. (or immediately after the H Shares Class Meeting), notice of which is set out on pages AGM-1 to DCM-2 of this circular.

At the AGM, certain resolutions will be proposed for Shareholders to consider and, if thought fit, approve, among other things, (i) re-election of Directors; (ii) granting the Board the authority to appoint a Director to fill casual vacancy; and (iii) granting the Board the general mandate to repurchase H Shares of the Company, and if the resolution on the grant of Repurchase Mandate to the Board was approved and implemented, then the Board will be authorized to amend the relevant clauses of the Articles of Association.

The Company will propose one special resolution to Shareholders at the H Shares Class Meeting and Domestic Shares Class Meeting to consider and, if thought fit, approve the granting of general mandate to the Board to repurchase H Shares of the Company; and if the resolution on the grant of Repurchase Mandate to the Board was approved and implemented, then the Board will be authorized to amend the relevant clauses of the Articles of Association.

Voting on the above resolutions will be conducted by poll at the AGM, the Class Meeting of H Shares and the Class Meeting of Domestic Shares (as the case may be) respectively. The re-election of Directors will be proposed for approval by shareholders at the AGM by way of an ordinary resolution. The granting the Board the authority to appoint a Director to fill casual vacancy, the Repurchase Mandate and the proposed amendments to the Articles of Association will be proposed for approval by shareholders by way of special resolutions at the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting (as the case may be).

As of the Latest Practicable Date, having made all reasonable enquiries by Directors, none of the connected persons of the Company, Shareholders or their respective close associates has a material interest in the resolutions to be proposed at the AGM, H Shares Class Meeting and Domestic Shares Class Meeting and must abstain from voting at the AGM, H Shares Class Meeting and Domestic Shares Class Meeting.

Whether or not you intend to attend those meetings, you are required to complete the proxy form(s) enclosed herein in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares only) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for holding those meetings or any adjournment thereof. Completion and delivery of the said proxy form will not preclude you from attending and voting in person at those meetings or any adjournment thereof if you so wish.



張英健先生，現年 59 歲，持有碩士學位及高級工程師職稱，目前為本公司黨委執行董事及副秘書長，以及哈電黨委副秘書長及董事。張先生於 1991 年加入哈電，先後擔任工程師、項目經理、商業代表、前哈電設備進出口公司副總經理、前哈電財務計劃部副經理、前哈電工程公司副總經理等職務。他於 2007 年 9 月被委任為哈電副總經理，2013 年 1 月被委任為本公司非執行董事，2013 年 3 月至 2021 年 1 月被委任為本公司執行董事，2013 年 3 月至 2022 年 8 月被委任為本公司高級副總裁。他自 2002 年 7 月起擔任哈電黨委副秘書長，自 2022 年 8 月起擔任本公司黨委副秘書長。

Mr. Zhang Ying-jian (“張英健先生”), born in 1964, aged 59, holds a master’s degree and title of senior engineer, and is currently the executive Director and deputy secretary of the Party Committee of the Company and a director and deputy secretary of the Party Committee of HE. Mr. Zhang graduated from the Department of Thermal Engineering at Tsinghua University with a bachelor’s degree in gas turbines and subsequently obtained a master’s degree from the Harbin Institute of Technology. Since then, Mr. Zhang joined HE in 1991, and has successively served as engineer, project manager, commercial representative, deputy controller of the former Harbin Power Station Equipment Import and Export Company, as well as deputy chief engineer and deputy manager of the financial planning division, and deputy general manager of the former Harbin Power Engineering Company Limited. He was appointed as the deputy general manager of HE in September 2007, a non-executive director of the Company in January 2013, an executive director of the Company from March 2013 to January 2021 and a senior vice president of the Company from March 2013 to August 2022. He has been a director and deputy secretary of the Party Committee of HE since July 2002 and an executive director and deputy secretary of the Party Committee of the Company since August 2022.

Mr. Zhang will not receive director remuneration.

Save as discussed above, (i) Mr. Zhang has not held any directorship in any other listed companies in Hong Kong or overseas in the past three years, and has not held any other major appointments and professional qualifications; (ii) Mr. Zhang has not held any other position with the Company or any subsidiaries of the Company; (iii) Mr. Zhang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) Mr. Zhang does not have any relationship with other Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

In addition, there is no other information relating to Mr. Zhang that needs to be disclosed under Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

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

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company. It is proposed that up to 10% of the total number of H Shares in issue on the date of the passing of the special resolution (subject to adjustment in the case of any subdivision and consolidation of Shares after the relevant general meeting) to approve the Repurchase Mandate may be repurchased. As at the Latest Practicable Date, 675,571,000 H Shares were issued by the Company. Assuming that there is no change in the total issued H share capital of the Japanese Company as at the date of approval of the special resolution of the Repurchase Mandate, the Board would be authorised to repurchase up to 67,557,100 H Shares during the period of 12 months commencing from the date of the passing of such resolution or until the conclusion of the first AGM after passing such resolution or its revocation or alteration by a special resolution at a general meeting, whichever is the earliest.

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

Repurchase pursuant to the grant of Repurchase Mandate to the Board would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchase will be made out of funds of the Company legally permitted to be utilised for such purpose in accordance with its Articles of Association and the laws of the People's Republic of China, including profits otherwise available for distribution. Under the Companies Ordinance, a company's profits available for distribution are its accumulated and realised profits, so far as not previously utilised by distribution or capitalisation, less its accumulated and realised losses, so far as not previously written off in a reduction or reorganisation of capital duly made.

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts for the year ended 31 December 2022) in the event that the Repurchase Mandate is exercised in full.

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

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

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

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

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

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

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

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

|  | Highest Price<br>(HK\$) | Lowest Price<br>(HK\$) |
|--|-------------------------|------------------------|
| 2022                                   |                         |                        |
| April                                  | 2.35                    | 1.96                   |
| May                                    | 2.19                    | 1.86                   |
| June                                   | 2.49                    | 2.03                   |
| July                                   | 2.54                    | 2.18                   |
| August                                 | 2.52                    | 2.12                   |
| September                              | 3.08                    | 2.15                   |
| October                                | 2.94                    | 2.28                   |
| November                               | 3.37                    | 2.60                   |
| December                               | 3.35                    | 2.86                   |
| 2023                                   |                         |                        |
| January                                | 4.24                    | 3.19                   |
| February                               | 4.19                    | 3.68                   |
| March                                  | 4.04                    | 3.45                   |
| April (to the Latest Practicable Date) | 3.98                    | 3.50                   |

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## NOTICE OF AGM

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# 哈尔滨电气股份有限公司

**HARBIN ELECTRIC COMPANY LIMITED**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1133)**

that the 2022 AGM of Harbin Electric Company Limited (the “*Company*”) will be held at Conference Room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Thursday, 25 May 2023 at 9:00 a.m. to consider and, if thought fit, pass the following resolutions. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular dated 24 April 2023 issued by the Company (the “*Circular*”).

1. To consider and approve the Directors' Report of the Company for the year ended 31 December 2022;
2. To consider and approve the Report of the Board of Supervisors of the Company for the year ended 31 December 2022;
3. To consider and approve the audited accounts and the auditor's report of the Company for the period from 1 January 2022 to 31 December 2022;
4. To declare the 2022 final dividend of RMB0.006 per share (tax included) of the Company to be paid on 25 July 2023;
5. To appoint Da Hua Certified Public Accountants (Special General Partnership) as auditor of the Company for the 2023 financial statements of the Company and authorize the Board of Directors of the Company to fix its remuneration;
6. To re-elect Mr. Zhang Ying-jian as an executive Director of the Company without director remuneration.

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## NOTICE OF AGM

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7. To grant the Board of the Company the authority to appoint any person either to fill a casual vacancy of the Board or as an additional Director, his/her term of office shall expire at the conclusion of the next AGM of the Company;
8. To authorize the Board of the Company to carry out one-off repurchase or repurchase by tranches of H shares of not more than 10% of the total issued H shares of the Company at the date of passing this resolution through The Stock Exchange of Hong Kong Limited as deemed appropriate timing. The valid term of the authorization is 12 months commencing from the date of passing such resolution or until the conclusion of the first AGM after passing such resolution or its revocation or alternation through a special resolution at a general meeting, whichever is the earliest;
9. Conditional upon the above resolution to repurchase shares being passed and implemented, the Board of the Company shall be authorized to make necessary amendments to clause 16 and clause 17 of the Articles of Association of the Company, so as to reflect the alterations to the Company's share capital structure and registered capital arising from the repurchase of shares.

By Order of the Board

  
Company Secretary

Harbin, the PRC, 24 April 2023

*As at the date of this notice, the executive Directors of the Company are Mr. Cao Zhi-an, Mr. Wu Weizhang and Mr. Zhang Ying-jian; and the independent non-executive Directors of the Company are Mr. He Yu, Mr. Hu Jian-min, Mr. Chen Guo-qing and Mr. Tang Zhi-hong.*

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## NOTICE OF AGM

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*Notes:*

1. For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 22 May 2023 to Thursday, 25 May 2023 (both dates inclusive) during which period no transfer of shares will be registered. Shareholders whose names appear on the register before book closure shall be entitled to attend and vote at the AGM. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the AGM. In order to be qualified for attending the AGM, all duly completed transfers of shares together with the relevant share certificates must be lodged with Hong Kong Registrars Limited, the Company's share registrar in Hong Kong, Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares only) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares only) not later than 4:30 p.m. on Friday, 19 May 2023.
2. For the purpose of determining Shareholders' entitlement to the 2022 final dividend, the register of members of the Company will be closed from Monday, 19 June 2023 to Friday, 23 June 2023 (both days inclusive), during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members as at Monday, 19 June 2023 are qualified for the 2022 final dividend which will be paid on Tuesday, 25 July 2023. In order to be qualified for the 2022 final dividend, all duly completed transfer documents together with the relevant share certificates must be lodged with Hong Kong Registrars Limited, the Company's share registrar in Hong Kong, in Hong Kong, Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares only) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares only) not later than 4:30 p.m. on Friday, 16 June 2023.
3. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more persons (whether a Shareholder or not) as his/her proxy to attend and vote on his/her behalf.
4. To be valid, the form of proxy, together with a notarially certified power of attorney or other document of authority, if any, under which the form is signed, must return the same to the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares only) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for holding AGM or any adjournment thereof.
5. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the AGM. In such case, the proxy form will be deemed to be revoked.

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# 哈尔滨电气股份有限公司

## HARBIN ELECTRIC COMPANY LIMITED

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1133)

that the H Shares Class Meeting of Harbin Electric Company Limited (the “*Meeting*”) will be held at Conference Room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Thursday, 25 May 2023 at 9:30 a.m. (or immediately after the conclusion of the AGM of the Company of even date) to consider and, if thought fit, pass the following resolution. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular dated 24 April 2023 issued by the Company (the “*Circular*”).

1. To authorize the Board of the Company to carry out one-off repurchase or repurchase by tranches of H shares of not more than 10% of the total issued H shares of the Company at the date of passing this resolution through the Stock Exchange of Hong Kong Limited as deemed appropriate timing. The valid term of the authorization is 12 months commencing from the date of passing such resolution or until the conclusion of the first AGM after passing such resolution or its revocation or alternation through a special resolution at a general meeting, whichever is the earliest;
2. Conditional upon the above resolution to repurchase shares being passed and implemented, the Board of the Company shall be authorized to make necessary amendments to clause 16 and clause 17 of the Articles of Association of the Company, so as to reflect the alterations to the Company's share capital structure and registered capital arising from the repurchase of shares.

By Order of the Board

*Company Secretary*

Harbin, PRC, 24 April 2023

As at the date of this notice, the executive Directors of the Company are Mr. Cao Zhi-an, Mr. Wu Weizhang and Mr. Zhang Ying-jian; and the independent non-executive Directors of the Company are Mr. He Yu, Mr. Hu Jian-min, Mr. Chen Guo-qing and Mr. Tang Zhi-hong.

*Notes:*

1. For the purpose of determining Shareholders' entitlement to attend and vote at the H Shares Class Meeting, the register of members of the Company will be closed from Monday, 22 May 2023 to Thursday, 25 May 2023, during which period no transfer of shares will be registered. Shareholders whose names appear on the register before book closure shall be entitled to attend and vote at the H Shares Class Meeting. Persons buying shares of the Company during the period of book closure shall not be entitled to attend and vote at the H Shares Class Meeting. In order to be qualified in attending this H Shares Class Meeting, all transfers of shares accompanied with the relevant share certificates must be lodged with the Company's Registrar in Hong Kong, namely, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 19 May 2023.
2. Any Shareholder entitled to attend and vote at the H Shares Class Meeting is entitled to appoint one or more persons (whether or not a shareholder of the Company) as his/her proxy to attend and vote on his/her behalf.
3. To be valid, the form of proxy, together with a notarially certified power of attorney or other document of authority, if any, under which the form is signed, must return the same to the Company's share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 24 hours before the time fixed for holding H Shares Class Meeting or any adjournment thereof.
4. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the H Shares Class Meeting. In such case, the proxy form will be deemed to be revoked.

# NOTICE OF DOMESTIC SHARES CLASS MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



## 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)

that the Domestic Shares Class Meeting of Harbin Electric Company Limited (the “*Meeting*”) will be held at Conference Room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Thursday, 25 May 2023 at 10:00 a.m. (or immediately after the conclusion of the H Shares Class Meeting of the Company of even date) to consider and, if thought fit, pass the following resolution. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular dated 24 April 2023 issued by the Company (the “*Circular*”).

1. To authorize the Board of the Company to carry out one-off repurchase or repurchase by tranches of H shares of not more than 10% of the total issued H shares of the Company at the date of passing this resolution through the Stock Exchange of Hong Kong Limited as deemed appropriate timing. The valid term of the authorization is 12 months commencing from the date of passing such resolution or until the conclusion of the first AGM after passing such resolution or its revocation or alternation through a special resolution at a general meeting, whichever is the earliest;
2. Conditional upon the above resolution to repurchase shares being passed and implemented, the Board of the Company shall be authorized to make necessary amendments to clause 16 and clause 17 of the Articles of Association of the Company, so as to reflect the alterations to the Company's share capital structure and registered capital arising from the repurchase of shares.

By Order of the Board

*Company Secretary*

Harbin, PRC, 24 April 2023

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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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*As at the date of this notice, the executive Directors of the Company are Mr. Cao Zhi-an, Mr. Wu Weizhang and Mr. Zhang Ying-jian; and the independent non-executive Directors of the Company are Mr. He Yu, Mr. Hu Jian-min, Mr. Chen Guo-qing and Mr. Tang Zhi-hong.*

*Notes:*

1. For the purpose of determining Shareholders' entitlement to attend and vote at the Domestic Shares Class Meeting, the register of members of the Company will be closed from Monday, 22 May 2023 to Thursday, 25 May 2023, during which period no transfer of shares will be registered. Shareholders whose names appear on the register before book closure shall be entitled to attend and vote at the Domestic Shares Class Meeting. Persons buying shares of the Company during the period of book closure shall not be entitled to attend and vote at the Domestic Shares Class Meeting. In order to be qualified in attending this Domestic Shares Class Meeting, all transfers of shares accompanied with the relevant share certificates must be lodged with the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC no later than 4:30 p.m. on Friday, 19 May 2023.
2. Any Shareholder entitled to attend and vote at the Domestic Shares Class Meeting is entitled to appoint one or more persons (whether or not a shareholder of the Company) as his/her proxy to attend and vote on his/her behalf.
3. To be valid, the form of proxy, together with a notarially certified power of attorney or other document of authority, if any, under which the form is signed, must return the same to the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC as soon as possible but in any event not less than 24 hours before the time fixed for holding Domestic Shares Class Meeting or any adjournment thereof.
4. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the Domestic Shares Class Meeting. In such case, the proxy form will be deemed to be revoked.