



# 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)

## FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

Number of shares relevant to this form: \_\_\_\_\_ domestic shares/H shares\*

I/We \_\_\_\_\_

of \_\_\_\_\_

holding \_\_\_\_\_

domestic shares/H shares\* of Harbin Electric Company Limited (the “**Company**”) and being the shareholder of the Company, hereby appoint \_\_\_\_\_ the chairperson of the meeting/ \_\_\_\_\_ as my/our proxy to attend for me/us the extraordinary general meeting (the “**EGM**”) (or at any adjournment thereof) of the Company to be held at Conference Room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the People's Republic of China on Friday, 1 December 2017 at 9:00 a.m. and to vote on the resolutions to be proposed at the EGM as indicated below, and if no such indication is given, as my/our proxy thinks fit.

| SPECIAL RESOLUTIONS |                                                                                                                                                                                                                                                                                     | FOR | AGAINST |
|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| 1.                  | To approve the issue of new domestic shares to Harbin Electric Corporation under a specific mandate pursuant to the terms and conditions set out in the domestic share subscription agreement entered into between the Company and Harbin Electric Corporation on 4 September 2017. |     |         |
| 2.                  | To approve the proposed amendments of the articles of association of the Company, including:                                                                                                                                                                                        |     |         |
|                     | (1) Renewal of Unified Social Credit Code;                                                                                                                                                                                                                                          |     |         |
|                     | (2) Additional requirements for construction work of the Communist Party of China; and                                                                                                                                                                                              |     |         |
|                     | (3) Registered capital and shareholding structure.                                                                                                                                                                                                                                  |     |         |
| 3.                  | To approve and authorize the board of directors of the Company or to approve and authorize any two of the directors to handle all matters in relation to the issue of new domestic shares and the proposed amendments to the articles of association of the Company.                |     |         |

\*

Date: \_\_\_\_\_ 2017

Signature : \_\_\_\_\_

1. Please insert the number of shares registered in your name(s) to which this form of proxy is related. If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your name(s).
2. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
3. If you wish to appoint a proxy other than the chairperson of the meeting, you must delete the words “**the chairperson of the meeting**” and insert the name(s) and address(es) of the one or more proxies desired in the space provided. If it is left blank, the chairperson of the meeting shall act as your proxy. A member is entitled to appoint one or more proxies to attend and vote at the meeting. The proxy or proxies appointed need not be a member of the Company. Any alteration made to this form of proxy must be initialed by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE INDICATE WITH A “✓” IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION PLEASE INDICATE WITH A “✓” IN THE BOX MARKED “AGAINST”. FAILURE TO INDICATE WHICH WAY YOU WISH YOUR VOTE TO BE CAST WILL ENTITLE YOUR PROXY TO CAST YOUR VOTE AT HIS OR HER DISCRETION.** Your proxy or proxies will be entitled to vote at his or her discretion on any resolution properly put to the EGM or any adjournment thereof other than those referred to in the notice convening such meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under its common seal or under the hand of a director or attorney duly authorized in writing.
6. The full text of the resolution(s) appears in the notice of the EGM dated 16 October 2017.
7. A proxy shall be appointed by a written instrument signed by the appointor or its attorney. If this form of proxy is signed by the attorney of the appointor, the power of attorney or other document(s) of authority should be notarized. In order to be valid, this form of proxy, together with the duly notarized power of attorney or other document of authority under which it is signed must be lodged at (i) the Company’s principal place of business in the People’s Republic of China, at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the People’s Republic of China; or (ii) the Company’s H share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 24 hours before the time appointed for holding the EGM or no later than 24 hours before the time appointed for taking the poll.
8. Where there are joint holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. If more than one of such joint holders are present at the meeting personally or by proxy, the person whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof if you so wish. In the event that the member attends the meeting, his/her form of proxy will be deemed to have been revoked.