



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 the Annual General Meeting

I, _____ of _____ (Name of the Shareholder) hereby appoint _____ (Name of the Proxy) to attend and vote for me at the _____ Annual General Meeting of Harbin Electric Company Limited.

I, _____ of _____ (Name of the Shareholder) hereby appoint _____ (Name of the Proxy) to attend and vote for me at the _____ Annual General Meeting of Harbin Electric Company Limited. I hereby authorize the Proxy to exercise all or any of the following powers on my behalf:

ORDINARY RESOLUTIONS		FOR	AGAINST
1	Resolution to elect _____ as a director of the Board of Directors.		
2	Resolution to elect _____ as a director of the Board of Directors.		
3	Resolution to elect _____ as a director of the Board of Directors.		
4	Resolution to elect _____ as a director of the Board of Directors.		
SPECIAL RESOLUTIONS		FOR	AGAINST
5	Resolution to amend the Articles of Association of Harbin Electric Company Limited.		
6	Resolution to amend the Articles of Association of Harbin Electric Company Limited.		

SPECIAL RESOLUTIONS	FOR ⁽¹⁾	AGAINST ⁽²⁾
<p>1. The Board of Directors of the Company has resolved to recommend to the shareholders of the Company the following special resolution:</p> <p>RESOLVED THAT the Company do hereby resolve to amend its Memorandum of Association and Articles of Association to read as follows:</p> <p>1. The name of the Company shall be changed to [Name of the Company] Limited.</p> <p>2. The registered office of the Company shall be at [Address of the Company] in the City of [City Name], [Country Name].</p> <p>3. The objects of the Company shall be [Objects of the Company].</p> <p>4. The authorized share capital of the Company shall be [Authorized Share Capital] divided into [Number of Shares] shares of [Face Value] each.</p> <p>5. The Company shall have the power to alter its Memorandum of Association and Articles of Association.</p> <p>6. The Company shall have the power to borrow money and to mortgage or charge all or any part of its undertaking, assets and property in any manner and for any purpose and to create floating charges in respect of its undertaking, assets and property.</p> <p>7. The Company shall have the power to issue debentures or other securities, whether secured or unsecured, with or without the right to participate in dividends and to redeem such debentures or other securities.</p> <p>8. The Company shall have the power to purchase its own shares.</p> <p>9. The Company shall have the power to do all such other things as are necessary or expedient for the purposes of the Company.</p>		

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BLOCK CAPITALS-

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Important: if you vote for any one of the resolutions, please indicate with a tick in the box marked FOR. If you vote against any one of the resolutions, please indicate with a cross in the box marked AGAINST. Failure to indicate which of the resolutions you vote for or against will entitle you to a share of the dividend only.

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