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...dealer, bank... advisor, professional accountant or

...ed all your shares in Harbin Electric Company Limited (the  
...hand to... to the purchaser or transferee or to the  
...gent to whom the sale or transfer was effected for  
...tra

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HARBIN ELECTRIC COMPANY LIMITED  
CORPORATION

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## DEFINITIONS

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

“ Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time;
“ associate(s)”	the meaning ascribed to it under the Listing Rules;
“ Board”	the board of Directors;
“ Company”	Harbin Electric Company Limited, a company incorporated in the PRC with limited liability, the H-shares of which are listed on the Stock Exchange;
“ Directors”	the directors of the Company;
“ EGM”	the extraordinary general meeting of the Company to be convened at 17th Floor Meeting Room, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Saturday, 5 January 2013 at 9:00 a.m.;
“ Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“ PRC”	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau and Taiwan;
“ Shareholder(s)”	shareholder(s) of the Company;
“ Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“ Supervisory Committee”	the Supervisory Committee of the Company;
“ Supervisor(s) Representing Shareholder(s)”	the supervisors appointed by the Shareholders of the Company.



II. APPOINTMENT OF DIRECTORS TO THE SEVENTH BOARD OF DIRECTORS AND SUPERVISORS REPRESENTING SHAREHOLDERS/INDEPENDENT SUPERVISORS TO THE SUPERVISORY COMMITTEE AS WELL AS DETERMINATION OF THEIR REMUNERATION

- I. Appointment of members to the seventh Board of Directors as well as determination of their remuneration
  1. Appoint Mr. Gong Jing-kun as non-executive director of the seventh Board of Directors of the Company and he will not receive any remuneration from the Company;
  2. Appoint Mr. Zou Lei as non-executive director of the seventh Board of Directors of the Company and he will not receive any remuneration from the Company;
  3. Appoint Mr. Zhang Ying-jian as non-executive director of the seventh Board of Directors of the Company and he will not receive any remuneration from the Company;
  4. Appoint Mr. Song Shi-qi as non-executive director of the seventh Board of Directors of the Company and he will not receive his remuneration from the Company;
  5. Appoint Mr. Wu Wei-zhang as executive director of the seventh Board of Directors of the Company and he will not receive any director remuneration;
  6. Appoint Mr. Shang Zhong-fu as executive director of the seventh Board of Directors of the Company and he will not receive any director remuneration;
  7. Appoint Mr. Sun Chang-ji as independent non-executive director of the seventh Board of Directors of the Company with annual remuneration of RMB100,000 to RMB150,000;
  8. Appoint Mr. Jia Cheng-bing as independent non-executive director of the seventh Board of Directors of the Company with annual remuneration of RMB100,000 to RMB150,000;
  9. Appoint Mr. Yu Bo as independent non-executive director of the seventh Board of Directors of the Company with annual remuneration of RMB100,000 to RMB150,000;
  10. Appoint Mr. Liu Deng-qing as independent non-executive director of the seventh Board of Directors of the Company with annual remuneration of RMB100,000 to RMB150,000.

## LETTER FROM THE BOARD

II. Appointment of Supervisors Representing Shareholders and independent supervisors to the seventh Supervisory Committee as well as determination of their remuneration

1. Appoint Mr. Bai Shao-tong as Supervisor Representing Shareholders of the seventh Supervisory Committee of the Company and he will not receive any remuneration from the Company;
2. Appoint Mr. Chen Guang as Supervisor Representing Shareholders of the seventh Supervisory Committee of the Company and he will not receive any supervisor remuneration;
3. Appoint Mr. Xu Er-ming as independent supervisor of the seventh Supervisory Committee of the Company with annual remuneration of RMB100,000 to RMB150,000.

### III. EGM

It is proposed that resolutions for the approval of the appointment of Directors to the seventh Board of Directors and Supervisors Representing Shareholders/independent supervisors to the Supervisory Committee as well as the determination of their remuneration will be put to the Shareholders for their consideration at the EGM. The resolutions approving the appointment of Directors to the seventh Board of Directors and Supervisors Representing Shareholders/independent supervisors to the Supervisory Committee as well as the determination of their remuneration are required to be approved at the EGM as ordinary resolutions.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no connected person of the Company, Shareholder or their respective associates have a material interest in the resolutions to be proposed at the EGM and are required to abstain from voting at the EGM.

A notice convening the EGM is set out on pages 6 to 13 of this circular. The EGM will be held at 17th Floor Meeting Room, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Saturday, 5 January 2013 at 9:00 a.m. at which resolutions will be proposed to approve the appointment of Directors to the seventh Board of Directors and Supervisors Representing Shareholders/independent supervisors to the Supervisory Committee as well as the determination of their remuneration. A form of proxy for use at the EGM has been enclosed and despatched with this circular.

### IV. RECOMMENDATION

The Directors believe that the resolutions in respect of the appointment of Directors to the seventh Board of Directors and Supervisors Representing Shareholders/independent supervisors

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to the Supervisory Committee as well as the determination of their remuneration are in the interests of the Company and the Shareholders as a whole, and, accordingly, the Directors recommend that all the Shareholders vote in favour of the resolutions in respect of the appointment of Directors to the seventh Board of Directors and Supervisors Representing Shareholders/independent supervisors to the Supervisory Committee as well as the determination of their remuneration at the EGM.

Yours faithfully,  
By order of the Board  
Harbin Electric Company Limited  
Liu Zhi-quan  
Company Secretary





## NOTICE OF EGM

8. Appoint Mr. Jia Cheng-bing as independent non-executive director of the seventh Board of Directors of the Company with annual remuneration of RMB100,000 to RMB150,000;
  9. Appoint Mr. Yu Bo as independent non-executive director of the seventh Board of Directors of the Company with annual remuneration of RMB100,000 to RMB150,000;
  10. Appoint Mr. Liu Deng-qing as independent non-executive director of the seventh Board of Directors of the Company with annual remuneration of RMB100,000 to RMB150,000.
- II. Appointment of Supervisors Representing Shareholders and independent supervisors to the seventh Supervisory Committee as well as determination of their remuneration
1. Appoint Mr. Bai Shao-tong as Supervisor Representing Shareholders of the seventh Supervisory Committee of the Company and he will not receive any remuneration from the Company;
  2. Appoint Mr. Chen Guang as Supervisor Representing Shareholders of the seventh Supervisory Committee of the Company and he will not receive any supervisor remuneration;
  3. Appoint Mr. Xu Er-ming as independent supervisor of the seventh Supervisory Committee of the Company with annual remuneration of RMB100,000 to RMB150,000.

By order of the Board  
Harbin Electric Company Limited  
Liu Zhi-quan  
Company Secretary

Harbin, PRC, 12 November 2012

Registered Office of the Company:  
Block 3, Nangang High Technology Production Base  
Harbin, Heilongjiang Province  
People's Republic of China

Office Address of the Company:  
Block B, 39 Sandadongli Road, Xiangfang District  
Harbin, Heilongjiang Province  
People's Republic of China

## NOTICE OF EGM

### Notes:

1. For the purpose of determining the list of shareholders entitled to attend and vote at the EGM, the Company shall temporarily suspend changes to the register of shareholders from 6 December 2012 to 4 January 2013 (both days inclusive). Shareholders whose names appear on the register at the time of the suspension of registration shall be entitled to attend and vote at the EGM. Person who purchased shares of the Company during the period of suspension of registration shall not be entitled to attend the EGM. In order to qualify the attendance at the EGM, all transfers documents, accompanied by the relevant share certificates, must be lodged with the Company Registrar, Hong Kong Registrars Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:00 p.m. on 5 December 2012.
2. Shareholders intending to attend the EGM shall give written notice of the same to the Company, which shall be lodged at the office address of the Company before 4:00 p.m. on 14 December 2012.
3. A Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more persons (whether or not a shareholder) as his proxy to attend and vote on behalf of him.
4. To be valid, the form of proxy, together with a duly authorized power of attorney or other document of authority, if any, under which the form is signed must be deposited at the office address of the Company not less than 24 hours before the time appointed for holding the EGM.
5. Ms. Lu Chun-lian and Mr. Zhang Wen-ming are elected by all the staff as supervisors representing staff and workers of the seventh Supervisory Committee of the Company.
6. The brief particulars of the directors and supervisors to be elected are as following:

The brief particulars of the members to the seventh board of directors to be elected:

Mr. Gong Jing-kun, born in July 1958, a senior engineer with a doctor degree, now chairman of the Company and Harbin Electric Corporation (HE). Mr. Gong was graduated from Shenyang Institute of Machinery and Electronics in 1982. Later on, he obtained a doctor degree from Harbin Institute of Technology. Mr. Gong joined HE in 1982. He was deputy director of production division in the former Harbin Electric Machinery Works, deputy manager of production department, manager of hydropower workshop of the Group, and general manager assistant and deputy general manager of the Electric Machinery Company of the Group. Mr. Gong was appointed as chairman of Archeng Relay Group Company and Archeng Relay Company Limited in 1999. In August 2000, he was appointed as deputy chairman and general manager of HE and in September, Mr. Gong was appointed as deputy chairman of the Company. In May 2006, he was appointed as chairman of HE and on 29 September, chairman of the Company.

Mr. Zou Lei, born in June 1966, a senior economist with a doctor degree, a director of the Company and director and general manager of HE. Mr. Zou was graduated from Jiamusi Technical College in July 1988, and was conferred a bachelor degree in mechanical design and manufacture. Then he obtained a doctorate degree from Harbin Institute of Technology. Mr. Zou joined HE in August 1988 and was the dispatcher in dispatching room of production division in the former Harbin Boiler Works, Party office secretary, league deputy secretary and secretary, and Party branch secretary of pipe first branch factory, factory director of heavy vessel workshop, factory director of Pingshan branch factory, production director, deputy general manager, chairman, general manager and party committee deputy secretary of Harbin Boiler Company Limited. In December

2008, Mr. Zou was elected as standing committee member of the Party Committee, director and general manager of HE. He has been a director of the Company since 11 February 2009.

Mr. Zhang Ying-jian , born in November 1964, a senior engineer with a master degree, now deputy general manager of HE. Mr. Zhang was graduated from Thermophysics Engineering Faculty of Tsinghua University in July 1988 with a bachelors degree, majoring in gas turbine. Then he obtained a master degree from Harbin Institute of Technology. Mr. Zhang joined HE in 1991 and was the engineer, project manager, business representative and deputy director of the project division in the former Harbin Power Station Equipment Import And Export Company, deputy chief engineer as well as deputy manager of the planning and finance division in the former Harbin Power Engineering Company Limited and the company's deputy general manager. He has been a deputy general manager of HE since September 2007.

Mr. Song Shi-qi, born in December 1958, a senior politic official, now deputy general manager of HE. Mr. Song was graduated from Harbin Electrical Machinery Plant Technical School in 1980. Then he obtained a postgraduate degree from Heilongjiang Provincial Committee Party School, majoring in economics and management. Mr. Song joined HE in 1980 and was the league member, deputy secretary and secretary and deputy party secretary of special power branch in the former Harbin Electrical Machinery Works, standing committee member of the Party Committee, director of the organization department in the former Harbin Power Plant Equipment Group Corporation and the Company as well as assistant to general manager of the Company. He was appointed as deputy party secretary and secretary of discipline committee, director, executive deputy general manager, party secretary and deputy chairman of the Electrical Machinery Company of the Group since 1998. He has been a deputy general manager of HE since August 2009.

Mr. Wu Wei-zhang, born in July 1962, is

## NOTICE OF EGM

Mr. Shang Zhong-fu, born in March 1961, is a senior engineer at researcher level with an MBA degree. He now serves as an executive director and deputy general manager of the Company. Majoring in steam turbine, Mr. Shang was graduated from Harbin Institute of Technology in 1982 and joined HE in the same year. He has been an assistant section head and deputy head of the Design Research Institute, deputy chief economist and deputy chief engineer of the former Turbine Works of the Group. He was appointed as a deputy general manager of the Turbine Company of the Group in October 1998 and then the chairman and general manager in November 1999 respectively. In September 2000, he was appointed as an executive director of the Company and in February 2002, as a deputy general manager of the Company.

Mr. Sun Chang-ji, born in August 1942, a senior engineer at researcher level, is an independent director of the Company and special advisor to China Machinery Industry Federation, and deputy head of the advisory committee for State Nuclear Power Technology Corporation. Mr. Sun was graduated from Tsinghua University in September 1966, and started his career in 1968. He worked in Sichuan Oriental Turbine Factory, serving as Section Head, Workshop Director, Deputy Factory Manager and Factory Manager. In January 1991, he was appointed as Deputy Director-general of the production department of the Ministry of Machinery Industry of the PRC, and later he became Vice Minister of the Ministry of Machinery Industry of the PRC in April 1993. In April 1998, he became First Deputy Director-general of the State Administration of Machinery Industry of the PRC (deputy ministerial level). He became Deputy Party Secretary and Vice President (deputy ministerial level) of Bank of China in January 1999, and served concurrently as President of China Orient Asset Management Corporation for the period from September 1999 to August 2001. He also became Vice Chairman of Bank of China in November 2000, Vice Chairman of Bank of China (Hong Kong) Limited in September 2001 and Secretary of Commission for Discipline Inspection of Bank of China in June 2003. He has been appointed as Vice Chairman of Bank of China (Hong Kong) Limited since August 2004 and became Vice Chairman of China Machinery Industry Federation. He was elected as member of the 10th CPPCC National Committee in January 2003, and deputy head of the Preparatory Team for State Nuclear Power Technology Corporation in October 2004. Since December 2009, he has been an independent director of the Company.

Mr. Jia Cheng-bing, born in July 1942, a senior engineer with a bachelor degree, is an independent director of the Company, special advisor to China Machinery Industry Federation, and president of China Foundry Association. He was graduated from Hefei University of Technology in Foundry in 1965, and started his career in July of the same year. He served as chief and deputy chief at Ministry of Machinery Electronics Industry and Ministry of Machine Building Industry, director of Personnel and Labor Division, head of office and Party Commissioner at Ministry of Machine Building Industry. From March 2001, he served as chairman of the Supervisory Committee for various large State Council organizations (China National Materials Industry Group, China State Shipbuilding Corporation, and The State Development and Investment Corp.). In February 2006, he was appointed as deputy managing director and special advisor to China Machinery Industry Federation and president of China Foundry Association. He has been an independent director of the Company since September 2006.

Mr. Yu Bo, born in October 1960, is a professor with a doctor's degree, tutor for doctoral candidates, independent director of the Company, dean of School of Management at Harbin Institute of Technology ("SMHIT"). Mr. Yu was graduated from industrial electric automation, Harbin Institute of Technology in 1981, and began his career from 1982. He was a tutor, lecturer, associate professor, professor of SMHIT. He became director of Management Department of SMHIT in 2000, director of MBA School of SMHIT in 2002, and assistant to dean of SMHIT, director of MBA School in 2003, dean of SMHIT in 2008. Mr. Yu is also a deputy director of Energy System Engineering Committee of China Energy Research Society, a member of National MBA Education Committee, a member of Military Technology Administration of China Ordnance Society, a councilor of Chinese Society of Technology Economics, a member of Space Technology Committee of Beijing Society of Astronautics, councilor of Aerospace Research Society, a councilor of Heilongjiang Provincial Budgetary Council, an industrial expert of Heilongjiang Science and Technology Consultation Committee. He has been appointed as

The brief particulars of the members to the seventh Supervisory Committee:

Mr. Bai Shao-tong, born in February 1963, is a graduate of Northeast China

independent non-executive director of China Telecom Corporation Limited. He is entitled to the State Council special government allowances. He has also been appointed as Associate Convener of the Fifth Session of the Business Administration Academic Appraisal Group of the Academic Degree Committee of the State Council, member of the Advisory Committee of National MBA Education, and director of the Advisory Committee for University Business Administration Education led by Ministry of Education. Professor Xu is an adjunct professor at over 10 universities in China including Zhejiang University, and has been teaching at New York State University at Buffalo, the University of Scranton, the University of Technology, Sydney, Australia, the Kyushu University, Japan and Hong Kong Polytechnic University. He has been an independent supervisor of the Company since December 2009.

Ms. Lu Chun-lian, born in March 1959, a senior engineer with bachelor degree, is a supervisor representing staff and workers of the Company and deputy chief engineer of the Electric Machinery Company and deputy director of the Electrical Machinery Institute of the Group. Ms. Lu studied Insulation Material in Harbin Institute of Electrical Engineering and was graduated in 1982. She joined HE in the same year and was appointed as an engineer and deputy director of Insulation Material Research Office under Electrical Machinery Research Institute and head of coil factory in the Electric Machinery Company. She has been the head of coil workshop in the Electric Machinery Company since 2002, supervisor representing staff and workers of the Company since September 2003, deputy chief engineer of the Electric Machinery Company since March 2008, and deputy director of the Electric Machinery Ins