



# 哈尔滨电气股份有限公司

哈电集团  
HARBIN ELECTRIC CORPORATION

## 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 annual general meeting

Number of shares relevant to this form: <sup>(note 1)</sup> \_\_\_\_\_ domestic shares/H-shares\*

I/We <sup>(note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

being a shareholder of Harbin Electric Company Limited (the "Company") holding \_\_\_\_\_ domestic

shares/H-shares\*, hereby appoint <sup>(note 3)</sup> the chairperson of the meeting/ \_\_\_\_\_ as my/our proxy to attend for me/us at the Annual General Meeting (the "Annual General Meeting") (or at any adjournment thereof) of the Company to be held at Conference Room of the Company located at Harbin, Heilongjiang Province, the People's Republic of China on Friday, 26 May 2017 at 9:00 a.m. to vote on the resolutions to be proposed at the Annual General Meeting as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
<b>AS ORDINARY BUSINESS</b>			
1	To consider and approve the Report of the Directors for the year ended 31 December 2016;		
2	To consider and approve the Report of the Supervisory Committee for the year ended 31 December 2016;		
3	To consider and approve the audited accounts and the auditor's report for the period from 1 January 2016 to 31 December 2016;		
4	To declare the 2016 dividend of RMB0.03 per share (appropriate tax included) to be paid on 28 July 2017;		
5	To re-appoint BDO China Shu Lun Pan Certified Public Accountants LLP as the auditors of the Company for the 2017 financial statements of the Company and authorize the Board of Directors of the Company to fix their remuneration.		
6	To appoint the members of the eighth session of the Board and determine their remuneration based on the prevailing rate of the independent non-executive directors of companies with similar business or of similar scale as the Company, as well as job duties of each members:		
	(1) To appoint Mr. Si Ze-fu as the executive director of the Company, with no remuneration from the Company;		
	(2) To appoint Mr. Wu Wei-zhang as the executive director of the Company, with no director remuneration;		
	(3) To appoint Mr. Zhang Ying-jian as the executive director of the Company, with no director remuneration;		
	(4) To appoint Mr. Song Shi-qi as the executive director of the Company, with no director remuneration;		
	(5) To appoint Mr. Liu Deng-qing as the independent non-executive director of the Company, with annual remuneration of RMB100,000;		
	(6) To appoint Mr. Yu Wen-xing as the independent non-executive director of the Company, with annual remuneration of RMB60,000;		
	(7) To appoint Mr. Zhu Hong-jie as the independent non-executive director of the Company, with annual remuneration of RMB60,000;		
	(8) To appoint Mr. Hu Jian-min as the independent non-executive director of the Company, with annual remuneration of RMB60,000.		
7	To appoint the supervisors representing shareholders of the eighth session of the Supervisory Committee and determine their remuneration based on the prevailing rate of the supervisors of companies with similar business or of similar scale as the Company:		
	(1) To appoint Mr. Feng Yong-qiang as the supervisor representing shareholders of the Company, with no supervisor remuneration;		
	(2) To appoint Mr. Chen Guang as the supervisor representing shareholders of the Company, with no supervisor remuneration;		
	(3) To appoint Mr. Zhu Peng-tao as the supervisor representing shareholders of the Company, with no supervisor remuneration.		
<b>AS SPECIAL BUSINESS</b>			
8	To authorize the Board of Directors of the Company to appoint any person either to fill a casual vacancy or as an addition to the Board of Directors, his term of office shall expire at the conclusion of the next general meeting of the Company;		
9	To authorize the Board of Directors of the Company, in compliance with applicable laws and regulations and at times they deem appropriate, to allot, on one or more occasions as it deems appropriate, H-shares or domestic shares with an aggregate nominal amount not exceeding twenty percent (20%) of the aggregate nominal amount of the Company's issued shares as at the day of the passing of this resolution. The authorization will be valid for a period of 12 months commencing from the day of the passing of this resolution or remain valid until the conclusion of next following annual general meeting or until its revocation or alteration by a special resolution at a general meeting, whichever is the earliest. Conditional upon the above resolution to allot new shares being passed and implemented, the Board shall be authorized to make necessary amendments to clause 15 and clause 16 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 allotment of new shares.		

\* Delete whichever is inappropriate.

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

Signature <sup>(note 5)</sup>: \_\_\_\_\_

#### NOTES:

- 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).
- Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
- 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 by you need not be a member of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A "X" 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 Annual General Meeting or any adjournment thereof other than those referred to in the notice convening such meeting.
- 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 an officer or attorney duly authorized in writing.
- 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 the attorney or other authorization document(s) of such attorney 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 the correspondence address or the registered office of the Company, no later than 48 hours before the time appointed for holding the Annual General Meeting or no later than 48 hours before the time appointed for taking the poll.
- Where there are joint holders of any share of the Company, any one of such persons may vote at the Annual General Meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto provided that if more than one of such joint holders are present at the meeting in person or by proxy, the person whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting or at any adjournment thereof if he so wishes, in the event that he attends the Meeting, his form of proxy will be deemed to have been revoked.