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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)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Harbin Electric Company Limited (the “**Company**”) will be held at the conference room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC at 3:00 p.m. on Friday, 29 January 2021 for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To appoint the directors (the “**Director(s)**”) of the ninth session of the board of Directors of the Company and determine their remuneration in consideration of the duties of each of the Directors in the Company with reference to the directors' remuneration of companies with similar businesses or scale:
  - (1) to appoint Mr. Si Ze-fu as the executive Director, with no remuneration from the Company;
  - (2) to appoint Mr. Wu Wei-zhang as the executive Director, with no director remuneration;
  - (3) to appoint Mr. Sun Zhi-yong as the executive Director, with no director remuneration;
  - (4) to appoint Mr. He Yu as the independent non-executive Director, with annual remuneration of RMB60,000 to RMB100,000;
  - (5) to appoint Mr. Hu Jian-min as the independent non-executive Director, with annual remuneration of RMB60,000 to RMB100,000;
  - (6) to appoint Mr. Chen Guo-qing as the independent non-executive Director with no remuneration from the Company; and
  - (7) to appoint Mr. Tang Zhi-hong as the independent non-executive Director, with annual remuneration of RMB60,000 to RMB100,000.

2. To appoint the Shareholder representative supervisors (the “**Supervisors**”) of the ninth session of the supervisory committee of the Company and determine their remuneration in consideration of the duties of each of the Shareholder representative Supervisor in the Company with reference to the supervisors’ remuneration of companies with similar businesses or scale:
  - (1) to appoint Mr. Qu Zhe as the Shareholder representative Supervisor, with no supervisor remuneration;
  - (2) to appoint Mr. Liu Wei-min as the Shareholder representative Supervisor, with no supervisor remuneration; and
  - (3) to appoint Mr. Zhang Jun as the Shareholder representative Supervisor, with no supervisor remuneration.
3. To consider and approve the proposed adoption of the Company’s share appreciation rights incentive plan and the grant scheme under the plan (the “**Grant Scheme**”).
4. To authorise the Board to handle matters relating to the Grant Scheme subject to the passing of resolution numbered 3.

By Order of the Board  
**Harbin Electric Company Limited**  
**Si Ze-fu**  
*Chairman*

Harbin, the PRC  
11 January 2021

*As at the date of this notice, the executive Directors are Mr. Si Ze-fu, Mr. Wu Weizhang and Mr. Zhang Ying-jian; and the independent non-executive Directors are Mr. Zhu Hong-jie, Mr. Yu Wen-xing, Mr. Hu Jian-min and Mr. Tian Min.*

Registered address and correspondence address of the Company:  
1399 Chuangxinyi Road  
Songbei District  
Harbin, Heilongjiang Province  
The People’s Republic of China (the “**PRC**”)

*Notes:*

1. For the purpose of determining shareholder(s)' (the "**Shareholder(s)**") entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 26 January 2021 to Friday, 29 January 2021 (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 EGM. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the EGM. In order to be qualified for attending the EGM, 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, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 25 January 2021.
2. Any Shareholder entitled to attend and vote at the EGM 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.
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 be lodged with 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) 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) not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof.