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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Harbin Electric Company Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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哈电集团  
HARBIN ELECTRIC CORPORATION

**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)**

**(1) APPOINTMENT OF DIRECTORS AND SUPERVISORS;  
(2) AUTHORIZATION  
TO APPOINT A DIRECTOR TO FILL CASUAL VACANCY;  
(3) GENERAL MANDATE TO ISSUE SHARES;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 2 to 6 of this circular.

A notice convening the 2016 annual general meeting (the "AGM") of Harbin Electric Company Limited (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. is set out on pages 13 to 16 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Company at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the People's Republic of China as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

10 April 2017

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## DEFINITIONS

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

“associate(s)”	the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors of the Company;
“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;
“Director(s)”	director(s) of the Company;
“AGM”	the annual general meeting 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.;
“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;
“Articles of Association”	the existing articles of association of the Company;
“Auditor”	the auditor of the Company.

LETTER FROM THE BOARD



哈电集团  
HARBIN ELECTRIC CORPORATION

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)

*Executive Directors:*

Mr. Si Ze-fu  
Mr. Wu Wei-zhang  
Mr. Zhang Ying-jian  
Mr. Song Shi-qi

*Registered Office and headquarters:*

1399 Chuangxinyi Road,  
Songbei District,  
Harbin, Heilongjiang Province,  
the People's Republic of China

*Independent Non-Executive Directors:*

Mr. Liu Deng-qing  
Mr. Yu Wen-xing  
Mr. Zhu Hong-jie  
Mr. Hu Jian-min

*Principal Place of Business in Hong Kong:*

Room 1601, 16th Floor  
LHT Tower  
31 Queen's Road Central  
Hong Kong

10 April 2017

*To the Shareholders*

Dear Sir or Madam,

**(1) APPOINTMENT OF DIRECTORS AND SUPERVISORS;  
(2) AUTHORIZATION  
TO APPOINT A DIRECTOR TO FILL CASUAL VACANCY;  
(3) GENERAL MANDATE TO ISSUE SHARES;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**I. INTRODUCTION**

The purpose of this circular is to give you the notice convening the 2016 AGM of the Company at which certain resolutions will be proposed for Shareholders to consider and, if thought fit, approve, among other things, (i) appointment of the Directors of the eighth session of the Board and the supervisors representing shareholders of the eighth session of the Supervisory Committee and determination of their remuneration; (ii) granting the Board the authority to appoint a Director to fill casual vacancy; and (iii) granting the Board the share issue mandate.

## LETTER FROM THE BOARD

### **II. APPOINTMENT OF THE DIRECTORS OF THE EIGHTH SESSION OF THE BOARD AND THE SUPERVISORS REPRESENTING SHAREHOLDERS OF THE EIGHTH SESSION OF THE SUPERVISORY COMMITTEE AND DETERMINATION OF THEIR REMUNERATION**

At the AGM, the Company will propose two ordinary resolutions for Shareholders to consider the appointment of the directors of the eighth session of the Board and the supervisors representing shareholders of the eighth session of the Supervisory Committee and determination of their remuneration.

**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.

**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;

## **LETTER FROM THE BOARD**

- (3) To appoint Mr. Zhu Peng-tao as the supervisor representing shareholders of the Company, with no supervisor remuneration.

Particulars of the above Directors and supervisors are set out in appendix I and appendix II of this circular.

### **III. AUTHORIZATION TO APPOINT A DIRECTOR TO FILL CASUAL VACANCY**

At the AGM, the Company will propose a special resolution for Shareholders to consider and, if thought fit, approve to grant the Board the authority to appoint any person either to fill a casual vacancy or as an addition to the Board, his term of office shall expire at the conclusion of the next general meeting of the Company and they are eligible for re-election.

### **IV. GENERAL MANDATE TO ISSUE SHARES**

At the AGM, the Company will propose a special resolution for Shareholders to consider and, if thought fit, approve to grant the Board a general mandate authorizing the Board, 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.

### **V. AGM**

The notice convening the 2016 AGM 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. is set out on pages 13 to 16 of this circular. At this AGM, certain resolutions will be proposed for Shareholders to consider and, if thought fit, approve, among other things, (i) appointment of the Directors of the eighth session of the Board and the supervisors representing shareholders of the eighth session of the Supervisory Committee and determination of their remuneration; (ii) granting the Board the authority to appoint a Director to fill casual vacancy; and (iii) granting the Board the share issue mandate.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the connected persons of the Company, Shareholders or their respective associates has a material interest in the resolutions to be proposed at the AGM and must abstain from voting at the AGM.

## LETTER FROM THE BOARD

Shareholders who wish to attend the AGM shall complete and return the reply slip enclosed herewith in accordance with the instructions printed thereon as soon as possible and in any event not later than 5:00 p.m. on Friday, 5 May 2017.

Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Company at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the People's Republic of China as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 26 April 2017 to Friday, 26 May 2017 (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 AGM. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the AGM. In order to be qualified for attending the AGM, all duly completed transfers of shares 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 Tuesday, 25 April 2017.

For the purpose of determining Shareholders' entitlement to the 2016 final dividend, the register of members of the Company will be closed from Monday, 5 June 2017 to Friday, 9 June 2017 (both dates inclusive) during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members as at Monday, 5 June 2017 are qualified for the 2016 final dividend which will be paid on Friday, 28 July 2017. In order to be qualified for the 2016 final dividend, all duly completed transfers of shares 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 Friday, 2 June 2017.

## VI. RECOMMENDATION

In the opinion of the Directors, the above-mentioned resolutions are in the best interests of the Company and Shareholders as a whole. Therefore, the Directors recommend all Shareholders vote in favour of the relevant resolutions to be proposed at the AGM.

## LETTER FROM THE BOARD

### VII. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,  
By Order of the Board  
**Harbin Electric Company Limited**  
**Ai Li-song**  
*Company Secretary*



Biographies of the proposed Directors of the eighth session of the Board:

## EXECUTIVE DIRECTORS

**Mr. Si Ze-fu**, born in 1958, holds an MBA degree and the title of senior engineer. He now serves as the chairman and party secretary of HE, and executive Director, chairman and party secretary of the Company. Mr. Si graduated from Tsinghua University School of Economics and Management majoring in management science and engineering studies. He was the deputy factory manager, factory manager and party committee secretary of Dongfang Electrical Works, the deputy mayor of Deyang city, Sichuan province and deputy general manager, general manager, director, vice chairman and chairman of Dongfang Electrical Machinery Company Limited. He had served as vice chairman, general manager and deputy party group secretary of China Dongfang Electric Corporation since 2003, the chairman of Dongfang Electrical Machinery Company Limited from December 2006 to January 2008, the director, general manager and deputy party group secretary of China Dongfang Electric Corporation since 2008, the chairman of Dongfang Electric Corporation Limited since October 2007, the legal representative of China Dongfang Electric Corporation since April 2009. Mr. Si Ze-fu has been the chairman and party committee secretary of HE since May 2016 as well as the chairman and party committee secretary of the Company since July 2016.

**Mr. Wu Wei-zhang**, born in July 1962, is a senior engineer at researcher level with a doctor's degree. He now serves as the director, general manager, deputy party secretary of HE, and executive Director, President and standing committee member of the Party Committee of the Company. Majoring in Hydraulics and River Dynamics, Mr. Wu graduated from Tsinghua University with a master's degree in 1988 and subsequently obtained a doctorate degree at Tsinghua University in 2002. Mr. Wu joined HE in 1988. Mr. Wu has been a deputy director and deputy head of the turbine department of Electrical Machinery Institute, a deputy manager of hydropower workshop, a deputy chief engineer and a deputy manager of the product design department of the Electrical Machinery Company of the Group. Mr. Wu was appointed as the deputy general manager of the Electrical Machinery Company since 1999 and then the chairman and general manager since October 2000 respectively. He also holds various social posts, including the director general of the large electrical equipment branch of China Electrical Equipment Industrial Association, a directorate member of the water turbine special committee of China Power Project (中國動力工程), a directorate member and secretary general of China Water Turbine Standardized Technology Committee (中國水輪機標準化技術委員會) as well as an adjunct professor of Harbin Institute of Technology and Huazhong University of Science and Technology. He was appointed as an executive Director of the Company since September 2000 and has been serving as the general manager of the Company since February 2010. He has been the President of the Company since March 2013.

**Mr. Zhang Ying-jian**, born in November 1964, a master's degree holder and senior engineer, is currently the deputy general manager of HE, an executive Director and a senior Vice-president of the Company, and a director of Jiamusi Electric Machine Company Limited. Mr. Zhang graduated from the Department of Thermal Engineering at Tsinghua University with a bachelor's degree in gas turbines in July 1988 and subsequently obtained a master's degree from Harbin Institute of Technology. Mr. Zhang joined HE in 1991. He was formerly a project engineer, project manager, business representative, deputy controller of Harbin Power Station

Equipment Import and Export Company, deputy chief engineer, deputy manager of financial planning division and deputy general manager of Harbin Power Engineering Company Limited. He became the deputy general manager of HE since September 2007, a non-executive Director of the Company since January 2013, and an executive Director and the senior Vice-president of the Company since March 2013.

**Mr. Song Shi-qi**, born in December 1958, a senior engineer, is currently the deputy general manager of HE, an executive Director and senior Vice-president of the Company. Mr. Song graduated from Harbin Electrical Machinery Plant Technical School in 1980 and subsequently attained post-graduate qualification in economic management from Heilongjiang Provincial Committee Party School. Mr. Song joined HE in 1980. He was formerly a youth league committee member, deputy secretary, secretary of Harbin Electrical Machinery Works and a secretary of the party sub-division at the specialized equipment factory, a party standing committee member of both Harbin Power Plant Equipment Group Corporation and the Company, the head of the Company's Organization Department, as well as an assistant to the general manager of the Company. He has been the deputy party secretary and a secretary of the disciplinary committee, director, deputy managing director, party secretary and deputy chairman of the machinery division of the Group since 1998. He became the deputy general manager of HE since August 2009 and has been a non-executive Director of the Company since January 2013, and an executive Director and the senior Vice-president of the Company since March 2013.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Liu Deng-qing**, born in November 1970, is a doctor in management studies of Tsinghua University, a CREA, CPV, and CMRA (Certified Mining Rights Appraiser) of China. He now serves as an independent non-executive Director of the Company, and president and chief executive officer of China Enterprise Appraisal Company. He is an independent director of China Spacesat Company Limited, independent director of Hebei Baoshuo Co., Ltd., independent director of Hebei Hengxin Mobile Business Co., Ltd., independent supervisor of Qingdao Port International Co., Ltd., councilor of China Appraisal Society, project appraisal expert of financial institution state assets appraisal project of the Ministry of Finance, member of Project Appraisal Expert Group of State-owned Assets Supervision and Administration Commission of the State Council ("SASAC"), member of China Merger and Acquisition Trader Assessment and Certification Committee, member of Disciplinary Committee, Education and Training Committee, Appraisal Standard Committee of China Appraisal Society, chairman of Enterprise Valuation Committee. He was a member of the Tenth China Youth Federation, member of the tenth and eleventh Issuance Verification Committee of the China Securities Regulatory Commission ("CSRC"), member of the fourth and fifth Merger and Reorganization Committee of CSRC. He has been an independent non-executive Director of the Company since December 2009.

**Mr. Yu Wen-xing**, born in October 1953, is a retired senior engineer at professor level with a bachelor's degree, independent non-executive Director of the Company. Mr. Yu was graduated from North China University of Water Resources and Electric Power, majoring in water resources and hydropower engineering and construction. Mr. Yu started his career in 1971. He has worked at "Wu-qi" Youth Farm (「五七」青年農場) in Jiegou, Boai County,

Henan Province, studied geology at Changsha Metallurgy Industry College (長沙冶金工業學校) under the Ministry of Metallurgical Industry and worked at Handan-Xingtai Administrative Bureau for Metallurgy and Mine (邯邢冶金礦山管理局) under the Ministry of Metallurgical Industry. He has also been a cadre of academic exchange division of the China Water Resources Association (中國水利協會學術交流組), secretary of the secretariat and engineer of general office at the Ministry of Water Resources and Electric Power (水電部), deputy secretary at division grade of general office at the Ministry of Energy (能源部), deputy director and director of comprehensive office at the Agriculture and Electricity Department (農電司) and chief secretary at division grade of Water Resources and Electric Power Department of Ministry of Energy and Industry (電力工業部水電司). He has served as a deputy director of Beijing representative office of China Three Gorges Corporation since 1993, and has subsequently been head of international cooperation department, head of general management department, head of construction department at Xiangjiaba Dam and assistant to the general manager. He has also served as a party committee member and head of discipline department of China Three Gorges Corporation since March 2006 and party committee member, head of discipline department and director of China Three Gorges Corporation since December 2010, and retired in June 2014. He has been an independent director of China XD Electric Co., Ltd. since December 2014. He has been appointed as independent non-executive Director of the Company since March 2015.

**Mr. Zhu Hong-jie**, born in July 1954, holds a bachelor degree and the title of senior economist, and is now retired and serves as an independent non-executive Director of the Company. Mr. Zhu was graduated from the Department of Planning and Statistics, Xiamen University. Mr. Zhu started his career in 1978. He has been the General Planning Division Statistics Officer, Deputy Director, Director, Director of Planning and Finance Division (Deputy Secretary) of the Ministry of Foreign Trade and Economic Co-operation, responsible for the establishment of The Export-Import Bank of China. He held various positions at The Export-Import Bank of China, such as head of the Preparatory and Business Team, general manager of the Project Fund Department and chief representative of Shanghai office, general manager of the External Concessional Loan and chief representative of Shanghai office, general manager of the Vendor Credit Department (Division I), assistant to the Governor of The Export-Import Bank of China. He has been the Vice Governor, party committee member, deputy secretary of the party committee, secretary of the party committee and principal of party school of The Export-Import Bank of China since 2001, and retired in September 2014. He has been an external director of State Power Investment Corporation since January 2016. He has been appointed as independent non-executive Director of the Company since March 2017.

**Mr. Hu Jian-min**, born in July 1954, holds a bachelor degree and the title of senior engineer, is now retired and serves as an independent non-executive Director of the Company. Mr. Hu was graduated from Shandong Institute of Technology, majoring in power system relay protection and automation. Mr. Hu started his career in 1974. He has been deputy division leader, deputy director and director of Shandong Jining Power Plant (山東濟寧發電廠), deputy head, chief engineer, party committee member and head of Shandong Liaocheng Power Plant (山東聊城發電廠), general manager of Shandong Liaocheng Thermal Power Company Limited (山東聊城熱電有限責任公司), head and secretary of the party committee of Shandong Shiheng Power Plant (山東石橫發電廠), head and secretary of the party committee of Shandong

Zouxian Power Plant (山東鄒縣發電廠), chief engineer of Shandong Electric Power Industry Bureau (Shandong Electric Power Group Corporation), deputy general manager and party leadership group member of Huaneng Power International, Inc., deputy chief engineer and program development manager, assistant to general manager and planning development director of China Huaneng Group, executive director and general manager of Huaneng Hulunbuir Energy Development Co., Ltd.. He has been the chief engineer, deputy general manager, party leadership group member of China Huaneng Group since 2009, and retired in September 2014. He has been an independent director of China First Heavy Industries since May 2015. He has been appointed as independent non-executive Director of the Company since March 2017.

Save as disclosed above, all the proposed Directors did not hold any other positions with the Company or any of its subsidiaries nor did they hold any directorship in any other listed companies in the past three years. All the proposed Directors do not have any relationship with any other Directors, supervisors, senior management, substantial or controlling shareholders of the Company. They do not have any interests in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other matters required to be disclosed under Rule 13.51(2) of the Listing Rules. There is no other matter in relation to the proposed Directors that needs to be brought to the attention of the Shareholders.

Biographies of the proposed supervisors of the eighth session of the Supervisory Committee:

### **SUPERVISORS REPRESENTING SHAREHOLDERS**

**Mr. Feng Yong-qiang**, born in September 1963, is a professor level senior policy advisor with a master degree. He is currently the vice secretary of the Party Committee of HE and the Company and the Chairman of the Supervisory Committee of the Company. He graduated from Harbin Institute of Electrical Engineering specializing in Electric Machinery in 1985, and later obtained a master degree in Business Administration from Harbin Institute of Technology. Mr. Feng joined HE in 1985, and has worked as a technician of the machinery department of the Boiler Company of the Group, the secretary of the Party Committee office, the vice secretary of the Communist Youth League, secretary, director of No. 1 Pipe Workshop, director of heavy vessel workshop, as well as the vice secretary of the Party Committee, the secretary of the Party Committee and vice chairman of the Boiler Company. He was appointed as a standing committee member of the City Committee and deputy mayor (acting) of Tongliao, Inner Mongolia Autonomous Region since November 2001. He has been the deputy general manager of the Company since April 2004, the vice secretary of the Party Committee of HE since October 2008, and the vice secretary of the Party Committee of the Company since January 2009. He has been appointed as a supervisor representing shareholders and Chairman of the Supervisory Committee of the Company since November 2014.

**Mr. Chen Guang**, born in August 1964, a senior economist with a postgraduate degree, is a supervisor representing shareholders of the Company and head of the organization department under the Party Committee and head of the United Work Front Department of the Boiler Company of the Group. Mr. Chen graduated from Xi'an Jiaotong University in 1987 and joined HE in the same year. He was appointed as a designer of the Design Department of the Boiler Company of the Group, secretary of factory office, deputy manager of the spare parts company, deputy secretary and chairman of Labor Union of No. 2 Pipe Workshop, secretary and head of Drum Workshop, head, director of Security Department and secretary of No.1 Pipe Workshop. He has been the head and secretary of Safe Technology and Environmental Protection Office, and the director and secretary of Corporate Management and Development Department. He has been appointed as the head of the organization department under the Party Committee and head of the United Work Front Department of the Boiler Company since June 2016. He has been a supervisor representing shareholders of the Company since December 2009.

**Mr. Zhu Peng-tao**, born in April 1973, a senior auditor with a master degree. He is currently the deputy director of No. 1 Auditing Division under the Audit Department of the Company and the supervisor of 哈爾濱哈電醫院管理有限公司. Mr. Zhu graduated from Harbin University of Science and Technology, majoring in auditing, and then further obtained a master degree in Engineering from the same university. Mr. Zhu started his career in July 1998. He has been a staff member and the chief of the Planning Division of 哈電集團哈汽實業公司 and the auditing business director of the Audit Department of HE and the Company. He has served as the deputy director of No. 1 Auditing Division under the Audit Department of the Company since August 2016.

**SUPERVISORS REPRESENTING STAFF AND WORKERS**

**Mr. Zhang Wen-ming**, born in September 1974, a senior engineer with a master degree, now a supervisor representing staff and workers of the Company and the head of Organization Department of the Party Committee of the Turbine Company of the Group. Mr. Zhang graduated from Anshan Institute of Iron and Steel Technology, majoring in metal press processing. Then he obtained a master degree in engineering from Harbin Institute of Technology. Mr. Zhang started his career in July 2000. He was the engineer of the material research center, secretary to the general manager, deputy director of the technology and management division and deputy director and director of the corporate development center of the Turbine Company of the Group. He has been the head of Organization Department of the Party Committee of the Turbine Company of the Group since January 2013 and has been a supervisor representing staff and workers of the Company since January 2013.

**Mr. Zhang Jun-quan**, born in February 1964, is a senior engineer with a bachelor degree. He is currently a supervisor representing staff and workers of the Company and the head of the Party Committee of the Organization Department of Electric Machinery Company of the Group. Mr. Zhang graduated from Shenyang Architectural and Civil Engineering Institute specializing in Machinery Engineering and Equipment. Mr. Zhang joined HE in 1986, and has worked as a technician, the deputy head of technical room, deputy director and director of the Coil Factory of Electric Machinery Company of the Group and head of equipment department of Electric Machinery Company. He has been the head of the Organization Department of Party Committee of Electric Machinery Company since March 2013 and a supervisor representing staff and workers of the Company since November 2014.

Save as disclosed above, all the proposed supervisors did not hold any other positions with the Company or any of its subsidiaries nor did they hold any directorship in any other listed companies in the past three years. All the proposed supervisors do not have any relationship with any other directors, supervisors, senior management, substantial or controlling shareholders of the Company. They do not have any interests in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other matters required to be disclosed under Rule 13.51(2) of the Listing Rules. There is no other matter in relation to the proposed supervisors that needs to be brought to the attention of the Shareholders.



## NOTICE OF AGM

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HARBIN ELECTRIC COMPANY LIMITED

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**(Stock Code: 1133)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Harbin Electric Company Limited (the “Company”) for the year of 2016 will 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. for the following purposes:

#### AS ORDINARY BUSINESS

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 scale with 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;

## NOTICE OF AGM

- (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 the companies with similar business or scale with the Company:
- (1) To appoint Mr. Feng Yong-qiang as the supervisors representing shareholders of the Company, with no supervisors remuneration;
  - (2) To appoint Mr. Chen Guang as the supervisors representing shareholders of the Company, with no supervisors remuneration;
  - (3) To appoint Mr. Zhu Peng-tao as the supervisors representing shareholders of the Company, with no supervisors remuneration.

### AS SPECIAL BUSINESS

8. To authorize the Board of Directors of the Company to appoint any person to fill casual vacancy in the Board of Directors or as an additional director, his term of office shall expire at the conclusion of the next general meeting of the Company;



## NOTICE OF AGM

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.

By Order of the Board  
**Harbin Electric Company Limited**  
**Ai Li-song**  
*Company Secretary*

Harbin, PRC, 10 April 2017

*As at the date of this notice, the executive directors of the Company are Mr. Si Ze-fu, Mr. Wu Wei-zhang, Mr. Zhang Ying-jian and Mr. Song Shi-qi; and the independent non-executive directors of the Company are Mr. Liu Deng-qing, Mr. Yu Wen-xing, Mr. Zhu Hong-jie and Mr. Hu Jian-min.*

*Registered Address:*

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

*Correspondence Address:*

1399 Chuangxinyi Road  
Songbei District,  
Harbin, Heilongjiang Province,  
the People's Republic of China

## NOTICE OF AGM

*Notes:*

1. For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 26 April 2017 to Friday, 26 May 2017 (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 AGM. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the AGM. In order to be qualified for attending the AGM, all duly completed transfers of shares 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 Tuesday, 25 April 2017.
2. For the purpose of determining Shareholders' entitlement to the 2016 final dividend, the register of members of the Company will be closed from Monday, 5 June 2017 to Friday, 9 June 2017 (both dates inclusive) during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members as at Monday, 5 June 2017 are qualified for the final dividend which will be paid on Friday, 28 July 2017. In order to be qualified for the 2016 final dividend, all duly completed transfers of shares 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 Friday, 2 June 2017.
3. Shareholders intending to attend the AGM shall give written reply to the Company at its correspondence address by 5:00 p.m. on Friday, 5 May 2017.
4. A Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more persons (whether or not a Shareholder) as his proxy to attend and vote on his behalf.
5. 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 deposited at the correspondence address of the Company not less than 48 hours before the time appointed for holding the AGM.
6. Mr. Zhang Wen-ming and Mr. Zhang Jun-quan were elected as the Supervisors representing staff and workers of the eighth session of the Supervisory Committee of the Company by the staffs of the Company.