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**哈尔滨电气股份有限公司**

**HARBIN ELECTRIC COMPANY LIMITED**

**Harbin Electric Corporation Co., Ltd.**  
(哈爾濱電氣集團有限公司)

**Harbin Electric Company Limited**  
(哈爾濱電氣股份有限公司)

*(A wholly state-owned company incorporated in the People's Republic of China)*

*(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 1133)*

## **JOINT ANNOUNCEMENT**

### **FURTHER DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION TO**

**(1) VOLUNTARY CONDITIONAL OFFER  
BY CITIGROUP GLOBAL MARKETS ASIA LIMITED ON BEHALF OF HEG  
TO ACQUIRE ALL OF THE ISSUED H SHARES IN HEC**

**AND**

**(2) PROPOSED VOLUNTARY WITHDRAWAL  
OF LISTING OF THE H SHARES OF HEC**

**AND**

**(3) PROPOSED MERGER BY ABSORPTION  
OF HEC BY HEG**

**EXCLUSIVE FINANCIAL ADVISER TO HEG**



**Citigroup Global Markets Asia Limited**

Reference is made to (i) the announcement jointly issued by Harbin Electric Corporation Co., Ltd. (“**HEG**”) and Harbin Electric Company Limited (“**HEC**”) dated 24 December 2018 (the “**Joint Announcement**”) in relation to the voluntary conditional offer by Citigroup Global Markets Asia Limited on behalf of HEG to acquire all of the issued H Shares in HEC (the “**H Share Offer**”); the proposed voluntary withdrawal of listing of the H Shares of HEC; and the proposed Merger by Absorption of HEC by HEG (the “**Merger**”); and (ii) the announcement jointly issued by HEG and HEC dated 14 January 2019 in relation to the delay in despatch of the Composite Document (the “**14 January Announcement**”).

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

### **FURTHER DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT**

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document is required to be despatched to the HEC H Shareholders within 21 days from the date of the Joint Announcement.

As stated in the 14 January Announcement, an application had been made to the Executive for an extension of time to despatch the Composite Document from 14 January 2019 to a date falling on or before 22 February 2019, and the Executive had granted its consent for such application.

As additional time is required to finalise the Composite Document, which includes but not limited to finalising the financial information on HEC Group (including the financial information of HEC Group for the year ended 31 December 2018) and the letter from the Independent Financial Adviser, and to ascertain the statement in relation to material changes in the financial or trading position of HEC, which are to be included in the Composite Document, an application has been made to the Executive for consent to further extend the deadline for the despatch of the Composite Document to a date falling on or before 29 March 2019, and the Executive has indicated that it is minded to grant such consent.

Further announcement will be jointly made by HEG and HEC when the Composite Document is despatched.

### **WARNING**

**The H Share Offer is conditional upon the satisfaction or (where applicable) waiver of the Conditions and the Merger is conditional upon the satisfaction or (where applicable) waiver of the Merger Conditions as described in the Joint Announcement in all aspects. Accordingly, the H Share Offer may or may not**

**become unconditional and the issue of this joint announcement does not imply that the H Share Offer or the Delisting will be completed. As the Merger Conditions (in respect of the Merger) are different from the Conditions (in respect of the H Share Offer), shareholders and potential investors of HEC should be aware that even following the successful completion of the H Share Offer and the Delisting, there is no certainty that the Merger will proceed. Shareholders and/or potential investors of HEC should therefore exercise caution when dealing in the securities of HEC (including the H Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

On behalf of the board of  
**Harbin Electric Corporation Co., Ltd.**  
(哈爾濱電氣集團有限公司)

**Si Ze-fu**  
*Chairman*

On behalf of the board of  
**Harbin Electric Company Limited**  
(哈爾濱電氣股份有限公司)

**Zhang Ying-jian**  
*Executive Director*

Harbin, the PRC, 21 February 2019

*As at the date of this joint announcement, the HEG Board comprises: Mr. Si Ze-fu, Mr. Wu Wei-zhang and Mr. Chi Ming.*

*The directors of HEG jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to HEC) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the HEC Board) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date hereof, the HEC Board comprises: Mr. Si Ze-fu, Mr. Wu Wei-zhang, Mr. Zhang Ying-jian and Mr. Song Shi-qi as the executive directors; and Mr. Zhu Hong-jie, Mr. Yu Wen-xing, Mr. Hu Jian-min and Mr. Tian Min as the independent non-executive directors.*

*The directors of HEC jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to HEG) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the HEG Board) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*