



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)

## Form of proxy for use at the H Shares Class Meeting

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

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

of \_\_\_\_\_

holding \_\_\_\_\_ domestic shares/H shares\*

of Harbin Electric Company Limited (the "Company") and being the shareholder of the Company, hereby appoint <sup>(note 3)</sup> the chairperson of the meeting/ \_\_\_\_\_

as my/our proxy to attend for me/us the H Shares Class Meeting (the "H Shares Class Meeting") (or at any adjournment thereof) of the Company to be held at Conference Room, 17/F, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Friday, 28th August, 2015 at 9:30 a.m. to vote on the resolutions to be proposed at the H Shares Class 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>SPECIAL RESOLUTIONS</b>		
1. To authorize the Board of Directors of the Company, to repurchase, on one or more occasions, as it deems appropriate and through The Stock Exchange of Hong Kong Limited, H shares with a total number not exceeding 10% of the total number of the Company's issued H shares as at the date of the passing of this resolution. The authorization will be valid for a period of 12 months commencing from the date of passing of this resolution or remain valid until its revocation or alteration by a special resolution at a general meeting.		
2. Conditional upon the above resolution to repurchase shares being passed and implemented, the Board of Directors of the Company shall be authorized to make necessary amendments to clause 15 and clause 16 of the Articles of Association, so as to reflect the alterations of the Company's share capital structure and registered capital arising from the repurchase.		

\* Delete whichever is inappropriate

Date: \_\_\_\_\_ 2015

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 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 THE RESOLUTIONS, PLEASE INDICATE WITH A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST 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 H Shares Class 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 attorney or other document(s) of authority 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 office address or the registered office of the Company, no later than 24 hours before the time appointed for holding the H Shares Class Meeting or no later than 24 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 H Shares Class Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. If more than one of such joint holders are present at the meeting personally or by proxy, the person whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the H Shares Class Meeting or at any adjournment thereof if you so wish. In the event that the member attends the Meeting, his/her form of proxy will be deemed to have been revoked.