



# 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 Extraordinary 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 extraordinary general meeting (the “**Extraordinary General Meeting**”) (or at any adjournment thereof) of the Company to 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 to vote on the resolutions to be proposed at the Extraordinary General Meeting as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1	To appoint the directors (the “ <b>Director(s)</b> ”) 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 of 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 “ <b>Supervisor(s)</b> ”) 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 Supervisors in the Company with reference to the supervisors’ remuneration of companies of 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.		

ORDINARY RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
3	To consider and approve the proposed adoption of the Company's share appreciation rights incentive plan (the "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.		

\* Delete whichever is inappropriate

Date: \_\_\_\_\_ 2021

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

**NOTES:**

1. 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).
2. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
3. 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.
4. **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 "✓" 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 Extraordinary General Meeting or any adjournment thereof other than those referred to in the notice convening such meeting.
5. 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.
6. 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 office address of the Company at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares), or Hong Kong Registrars Limited, the Company's Share registrar in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares), no later than 24 hours before the time appointed for holding the Extraordinary General Meeting or no later than 24 hours before the time appointed for taking the poll.
7. Where there are joint holders of any share of the Company, any one of such persons may vote at the Extraordinary General Meeting, either in person or by proxy, in respect of such shares as if he/she 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.
8. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General 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.