



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 limited company incorporated in the People's Republic of China)

(Stock Code: 1133)

## Form of proxy for use at the annual general meeting

Number of shares relevant to this form: <sup>(note 1)</sup> \_\_\_\_\_ domestic shares/H shares\*  
I/We <sup>(note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
holding the Company's domestic shares/H shares\* \_\_\_\_\_

and being the shareholder of Harbin Electric Company Limited (the "Company"), hereby appoint <sup>(note 3)</sup> the chairperson of the meeting/ \_\_\_\_\_ as my/our proxy to attend for me/us at the Annual General Meeting (the "Annual General 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, 10th May, 2013 at 9:00 a.m. to vote on the resolutions to be proposed at the Annual General Meeting according to the indication 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>AS ORDINARY BUSINESS</b>			
1	To consider and approve the Report of the Directors of the Company for the year ended 31st December, 2012.		
2	To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31st December, 2012.		
3	To consider and approve the audited accounts and the auditor's report for the period from 1st January, 2012 to 31st December, 2012.		
4	To declare the 2012 final dividend of RMB0.10 per share (appropriate tax included).		
<b>AS SPECIAL BUSINESS</b>			
5	To authorize the Board of Directors of the Company to appoint any person to fill in a 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.		
6	To authorize the Board of Directors of the Company to appoint auditors and fix their remuneration.		
7	To consider and approve the amended Articles of Association.		
8	To authorize the Board of Directors of the Company, in compliance with applicable laws and regulations and at times they deem appropriate, to place new H shares or new A shares with an aggregate nominal amount of not exceeding twenty percent (20%) of the aggregate nominal amount of the Company's issued shares as at the day of passing this resolution. The authorization will be valid for a period of 12 months commencing from the day of passing this resolution or remain valid until its revocation or alteration by a special resolution at a general meeting of the Company. In the event of the above resolution to place new shares being approved and implemented, to authorize the Board of Directors of the Company to make necessary revision to clause 15 and clause 16 of the Articles of Association of the Company, so as to reflect the alterations of the Company's share capital structure and registered capital resulting from the new shares placement.		

\* Delete whichever is inappropriate.

Date: \_\_\_\_\_ 2013

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 be deemed to have been appointed as your proxy. A member is entitled to appoint one or more proxies to attend and vote on 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 initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF 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 DISCRETION.** Your proxy or proxies will be entitled to vote at his or her discretion on any resolution properly put to the Annual General 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 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 or the registered office of the Company, no later than 24 hours before the time appointed for holding the Annual General 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 Annual General Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto provided that 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 share shall alone be entitled to vote in respect thereof.
- Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting or at any adjournment thereof if he so wishes, in the event that he attends the Meeting, his form of proxy will be deemed to have been revoked.