



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: ^(note 1) _____ domestic shares/H shares*

I/We ^(note 2) _____

of _____

holding the Company's domestic shares/H shares* _____ and being the shareholder of

Harbin Electric Company Limited (the "Company"), hereby appoint ^(note 3) the chairperson of the meeting/ _____ as my/our proxy to attend for me/us at 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, 16th May, 2014 at 10: 00 a.m. to vote on the resolutions to be proposed at the Class Meeting according to the indication below, and, if no such indication is given as my/our proxy thinks fit.

RESOLUTIONS	FOR ^(note 4)	AGAINST ^(note 4)
AS SPECIAL BUSINESS		
To authorize the Board of Directors of the Company, in compliance with applicable laws and regulations, to repurchase, on one or more occasions, as it deems appropriate and through the Stock Exchange, H 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 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 of the Company. Conditional upon the above resolutions to allot new shares or 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 of the Company, so as to reflect the alterations of the Company's share capital structure and registered capital arising from the allotment of new shares.		

* Delete whichever is inappropriate.

Date: _____ 2014

Signature ^{(note 5):} _____

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 initialled 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 "✓" 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 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 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 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 Class 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 Class 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.