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**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)*

## **NOTICE OF H SHARES CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the H Shares Class Meeting of Har-bin Electric Company Limited (the “**Company**”) will be held at Conference Room of the Company in Harbin, Heilongjiang Province, the People’s Republic of China on Friday, 25 May 2018 at 9: 30 a.m. for the following purposes:

### **AS SPECIAL BUSINESS**

1. To authorize the Board of the Company to carry out one-off repurchase or repurchase by tranches of H shares of not more than 10% of the total issued H shares of the Company at the date of passing this resolution through the Stock Exchange of Hong Kong Limited as deemed appropriate timing. The valid term of the authorization is 12 months commencing from the date of passing such resolution or until the conclusion of the first AGM after passing such resolution or its revocation or alternation through a special resolution at a general meeting, whichever is the earliest;
2. Conditional upon the above resolution to repurchase shares being passed and implemented, the Board of the Company shall be authorized to make necessary amendments to clause 16 and clause 17 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 repurchase.

By Order of the Board  
**Harbin Electric Company Limited**  
**Ai Li-song**  
*Company Secretary*

Harbin, PRC  
10 April 2018

*As at the date of this announcement, the executive directors of the Company are Mr. Si Ze-fu, Mr. Wu Wei-zhang, Mr. Zhang Ying-jian and Mr. Song Shi-qi; and the independent non-executive directors of the Company are Mr. Zhu Hong-jie, Mr. Yu Wen-xing, Mr. Hu Jian-min and Mr. Tian Min.*

*Notes:*

1. For the purpose of determining Shareholders' entitlement to attend and vote at the H Shares Class Meeting, the register of members of the Company will be closed from Wednesday, 25 April 2018 to Friday, 25 May 2018, during which period no transfer of shares will be registered. Shareholders whose names appear on the register before book closure shall be entitled to attend and vote at the H Shares Class Meeting. Persons buying shares of the Company during the period of book closure shall not be entitled to attend and vote at the H Shares Class Meeting. In order to be qualified in attending this H Shares Class Meeting, all transfers of shares accompanied with the relevant share certificates must be lodged with the Company's Registrar in Hong Kong, namely, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4: 30 p.m. on Tuesday, 24 April 2018.
2. Shareholders intending to attend the H Shares Class Meeting shall give written reply of the same to the Company, which shall be lodged at its office address by 5: 00 p.m. on Friday, 4 May 2018.
3. Any Shareholder entitled to attend and vote at the H Shares Class Meeting is entitled to appoint one or more persons (whether or not a shareholder of the Company) as his/her proxy to attend and vote on his/her behalf.
4. To be valid, the form of proxy, together with a notarially certified power of attorney or other document of authority, if any, under which the form is signed, must be deposited at the office address of the Company not later than 48 hours before the time appointed for holding the H Shares Class Meeting.