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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Harbin Electric Company Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**AUTHORIZATION  
TO APPOINT A DIRECTOR TO FILL CASUAL VACANCY AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board is set out on pages 1 to 3 of this circular.

Notices convening the 2018 annual general meeting (the “AGM”) of Harbin Electric Company Limited (the “Company”) to be held at Conference Room of the Company located at Harbin, Heilongjiang Province, the People’s Republic of China on Monday, 22 April 2019 at 9:00 a.m. are set out on pages 4 to 5 of this circular.

A form of proxy for use at the AGM and is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Company at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the People’s Republic of China as soon as possible and in any event not less than twenty-four (24) hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

8 March 2019

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“associate(s)”	the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors of the Company;
“Company”	Harbin Electric Company Limited, a company incorporated in the PRC with limited liability, the H-shares of which are listed on the Stock Exchange;
“Director(s)”	director(s) of the Company;
“AGM”	the annual general meeting of the Company to be held at Conference Room of the Company located at Harbin, Heilongjiang Province, the People’s Republic of China on Monday, 22 April 2019 at 9: 00 a.m.;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau and Taiwan;
“Shareholder(s)”	shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Auditor”	the auditor of the Company;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and modified from time to time.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Si Ze-fu  
Mr. Wu Wei-zhang  
Mr. Zhang Ying-jian  
Mr. Song Shi-qi

*Registered Office and headquarters:*

1399 Chuangxinyi Road,  
Songbei District,  
Harbin, Heilongjiang Province,  
the People's Republic of China

*Independent Non-Executive Directors:*

Mr. Zhu Hong-jie  
Mr. Yu Wen-xing  
Mr. Hu Jian-min  
Mr. Tian Min

*Principal Place of Business in Hong Kong:*

Room 1601, 16th Floor  
LHT Tower  
31 Queen's Road Central  
Hong Kong

8 March 2019

*To the Shareholders*

Dear Sir or Madam,

### **AUTHORIZATION TO APPOINT A DIRECTOR TO FILL CASUAL VACANCY AND NOTICE OF ANNUAL GENERAL MEETING**

#### **I. INTRODUCTION**

The purpose of this circular is to give you the notice convening the 2018 AGM of the Company at which certain resolutions will be proposed for Shareholders to consider and, if thought fit, approve the relevant information in relation to granting the Board the authority to appoint a Director to fill casual vacancy.

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## LETTER FROM THE BOARD

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### II. AUTHORIZATION TO APPOINT A DIRECTOR TO FILL CASUAL VACANCY

At the AGM, the Company will propose the first special resolution for Shareholders to consider and, if thought fit, grant authorization to the Board i.e. authorize the Board the authority to appoint any persons either to fill casual vacancies of the Board or as additional Directors, their term of office shall expire at the conclusion of the next general meeting of the Company. Such persons are entitled to be re-elected to serve consecutive terms.

### III. AGM

The 2018 AGM of the Company will be held at Conference Room of the Company located at Harbin, Heilongjiang Province, the People's Republic of China on Monday, 22 April 2019 at 9:00 a.m. The notices of the meetings are set out on pages 4 to 5 of this circular.

At this AGM, certain resolutions will be proposed for Shareholders to consider and, if thought fit, approve the relevant information in relation to granting the Board the authority to appoint a Director to fill casual vacancy.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the connected persons of the Company, Shareholders or their respective associates has a material interest in the resolutions to be proposed at the AGM and must abstain from voting at the meetings.

Shareholders who wish to attend the AGM shall complete and return the reply slip enclosed herewith in accordance with the instructions printed thereon as soon as possible and in any event not later than 5:00 p.m. on Tuesday, 2 April 2019.

Whether or not you intend to attend the AGM you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Company at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the People's Republic of China as soon as possible and in any event not less than twenty-four (24) hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Saturday, 23 March 2019 to Monday, 22 April 2019 (both dates inclusive) 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 AGM. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the AGM. In order to be qualified for attending the AGM, all duly completed transfers of shares together with the relevant share certificates must be lodged with Hong Kong Registrars Limited, the Company's share registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 22 March 2019.

### VI. RECOMMENDATION

The Board is of the view that the resolutions set out in the notice of AGM are in the best interests of the Company and Shareholders in a whole. The Board is also of the view that the grant of authorization to the Board to fill casual vacancy is in the interests of the Company and Shareholders. As such, the Board recommends you to vote in favour of all resolutions in the AGM.

In the opinion of the Directors, the above-mentioned resolutions are in the best interests of the Company and Shareholders as a whole. Therefore, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### VII. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

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

Harbin, the PRC

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## NOTICE OF AGM

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Harbin Electric Company Limited (the “**Company**”) for the year of 2018 will be held at Conference Room of the Company located at Harbin, Heilongjiang Province, the People’s Republic of China on Monday, 22 April 2019 at 9:00 a.m. for the following purposes:

#### **AS ORDINARY BUSINESS**

1. To consider and approve the Report of the Directors of the Company for the year ended 31 December 2018;
2. To consider and approve the Report of the Board of Supervisors of the Company for the year ended 31 December 2018;
3. To consider and approve the audited accounts and the auditor’s report of the Company for the period from 1 January 2018 to 31 December 2018;
4. To re-appoint BDO China Shu Lun Pan Certified Public Accountants LLP (special general partnership) as auditor of the Company for the 2019 financial statements of the Company and authorize the Board of Directors of the Company to fix its remuneration.

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## NOTICE OF AGM

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### AS SPECIAL BUSINESS

5. To grant the Board of the Company the authority to appoint any person either to fill a casual vacancy of the Board or as an additional Director, his/her term of office shall expire at the conclusion of the next general meeting of the Company.

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

Harbin, the PRC  
8 March 2019

*As at the date of this notice, 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.*

*Correspondence Address:*

1399 Chuangxinyi Road, Songbei District,  
Harbin, Heilongjiang Province,  
The People's Republic of China

*Notes:*

1. For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Saturday, 23 March 2019 to Monday, 22 April 2019 (both days inclusive), 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 AGM. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the AGM. In order to be qualified for attending the AGM, all duly completed transfer documents together with the relevant share certificates must be lodged with Hong Kong Registrars Limited, the Company's share registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4: 30 p.m. on Friday, 22 March 2019.
2. Shareholders intending to attend the AGM shall give written reply to the Company at its correspondence address by 5: 00 p.m. on Tuesday, 2 April 2019.
3. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more persons (whether a Shareholder or not) 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 lodged at the correspondence address of the Company not less than 24 hours before the time appointed for holding the AGM.