



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:^(note 1) _____ domestic shares/H shares*
I/We ^(note 2) _____

of _____,
being a shareholder of Harbin Electric Company Limited (the “**Company**”) holding _____ domestic shares/H shares*, hereby appoint^(note 3) 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 on Wednesday, 12 April 2023 at 9:00 a.m. 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.

SPECIAL RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1	To approve the grant of a specific mandate for a validity period of 12 months from the date of approval at the Extraordinary General Meeting and the conditional issue of new domestic shares of the Company to Harbin Electric Corporation under the specific mandate granted as aforesaid pursuant to the terms and conditions set out in the Domestic Share Subscription Agreement entered into between the Company and Harbin Electric Corporation on 28 December 2022.		
2	To approve the proposed amendments to the articles of association of the Company relating to the registered capital and shareholding structure.		
3	To confirm, approve and authorise the board of directors of the Company, and/or unless otherwise decided by the board of directors of the Company, any two of the directors of the Company to handle all matters in relation to the issue of new domestic shares of the Company and the proposed amendments to the articles of association of the Company (as the case may be).		

* Delete whichever is inappropriate

Date: _____ 2023

Signature ^(note 5): _____

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 authorised 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 authorised 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 attorney or other document(s) of authority should be notarised. In order to be valid, this form of proxy, together with the duly notarised power of attorney or other document(s) 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 of the Company), or the Company’s share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for the holders of the H shares of the Company), no later than 24 hours before the time scheduled for holding the Extraordinary General Meeting or any adjournment thereof.
7. Where there are joint holders of any shares 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 shares shall alone be entitled to vote in respect thereof.
8. Completion and return of this 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 you attend the meeting, your form of proxy will be deemed to have been revoked.
9. The full text of the resolutions are set out in the notice convening the Extraordinary General Meeting dated 20 March 2023.