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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 (the “Company”), 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 with limited liability)

(Stock Code: 1133)

**PROPOSED ISSUE OF CORPORATE BONDS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening the extraordinary general meeting (the “EGM”) of Harbin Electric Company Limited to be held at 17th Floor Meeting Room, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People’s Republic of China on Monday, 3 December 2012 at 9 a.m. is set out on pages 6 to 8 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. If you do not intend to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to registered office of the Company at Block B, 39 Sandadongli Road, Xiangfang 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 EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment of it, if you so wish.

19 October 2012

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time;
“associate(s)”	the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“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;
“Corporate Bonds”	the corporate bonds in the principal amount of not more than RMB4 billion proposed to be offered and issued by the Company in the PRC;
“CSRC”	the China Securities Regulatory Commission;
“Directors”	the directors of the Company;
“EGM”	The extraordinary general meeting of the Company to be convened at 17th Floor Meeting Room, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People’s Republic of China on Monday, 3 December 2012 at 9 a.m. to consider, and if thought fit, approve the issuance of the Corporate Bonds;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Mr. Wu”	Mr. Wu Wei-zhang, an executive director and general manager of the Company;
“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; and
“RMB”	Renminbi, the lawful currency of the PRC.

LETTER FROM THE BOARD



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Executive Directors:

Mr. Wu Wei-zhang
Mr. Shang Zhong-fu

Non-Executive Directors:

Mr. Gong Jing-kun
Mr. Zou Lei
Mr. Duan Hong-yi

Independent Non-Executive Directors:

Mr. Sun Chang-ji
Mr. Jia Cheng-bing
Ms. Li He-jun
Mr. Yu Bo
Mr. Liu Deng-qing

Registered Office and headquarters:

Block B, No 39 Sandadongli Road
Xiangfang District
Harbin, Heilongjiang Province
People's Republic of China

*Principal Place of Business
in Hong Kong:*

20th Floor
Alexandra House
18 Chater Road
Central
Hong Kong

19 October 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSED ISSUE OF CORPORATE BONDS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

As announced by the Company on 17 August 2012, the Board had resolved to propose for the approval by the Shareholders the offer and issue of the Corporate Bonds in the PRC.

According to the laws of the PRC and the Articles of Association, the proposed issue of Corporate Bonds is subject to the approval of the Shareholders by way of a special resolution and the approval from the CSRC.

The purpose of this circular is to provide you with further information in respect of the Corporate Bonds and the EGM to be held.

LETTER FROM THE BOARD

II. PROPOSED ISSUE OF THE CORPORATE BONDS

Particulars of the issue of the Corporate Bonds

- (i) Aggregate principal amount: not more than RMB4 billion, with the first tranche not exceeding RMB3 billion, and the balance to be issued within 24 months from the CSRC approving the issue of the Corporate Bonds
- (ii) Placing to Shareholders: no placing of the Corporate Bonds to Shareholders
- (iii) Maturity: not more than 5 years, can be single term or multiple term, subject to determination by the Board and the underwriter according to the Company's capital requirement and prevailing market conditions at the time of issue
- (iv) Listing: Shanghai Stock Exchange, or such other exchange as may be permitted under applicable laws subject to the approval of relevant authorities
- (v) Use of proceeds: general working capital, repayment of liabilities, improving the Company's debt structure and/or investment in construction projects, depending on the Company's capital requirements at the relevant time

The Shareholders' resolution approving the issue of the Corporate Bonds will be effective from the date of Shareholders' approval at the EGM and up to the date falling 24 months after the CSRC approval of the issue of the Corporate Bonds.

Authorisation and mandate to be granted to the Board

In order to effectively complete and coordinate the issuance of the Corporate Bonds, the Board resolved to propose to the Shareholders the following resolutions to authorize the Board to handle all matters in relation to the issuance of the Corporate Bonds at their full discretion, with a view to safeguarding the best interests of the Company in accordance with the requirements of the relevant laws and regulations and taking into account the then prevailing capital requirements of the Company and market conditions, including but not limited to:

- (i) to determine and adjust, depending the needs of the Company and the prevailing market conditions and in accordance with the requirements of the relevant laws and regulations and securities regulatory authorities and the Shareholders' approval, the specific plans of the issue of Corporate Bonds, including but not limited to, issue size, bond term, bond type, interest rate and ways of determination, timing of issue, issue tranche(s) and guarantee arrangement;

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- (ii) to appoint the relevant intermediaries, select the bond custodian, sign the bond custody agreement and formulate the bondholders meeting procedures;
- (iii) to handle the application of the issue of Corporate Bonds;
- (iv) prepare, approve, execute, amend, announcement all legal documents in relation to the issue of Corporate Bonds, and to make such supplement or amendment to the application documents as may be required by the relevant approval authorities;
- (v) to make adjustments to the relevant matters in relation to the issue of Corporate Bonds in accordance with any change to the regulatory policies or the market conditions, except for matters relating to the laws, regulations or the Articles of Association which require the Shareholders' approval;
- (vi) to handle matters relating to the issue and listing of the Corporate Bonds in accordance with the rules of the relevant stock exchange on the issue and listing of bonds;
- (vii) to handle any other matters relating to the issue of Corporate Bonds; and
- (viii) to further authorise Mr. Wu to handle the above matters in relation to the issue and listing of the Corporate Bonds on behalf of the Company.

The above mandate will be effective from the date of approval of the Shareholders at the EGM until the date of the completion of the above matters.

The Board also resolved to propose for the approval by the Shareholders authorisation to the Board that at least the following measures will be taken if it is anticipated that the principal and/or interest of the Corporate Bonds cannot be duly paid:

- (i) no profit will be distributed to the Shareholders;
- (ii) the implementation of capital expenditure projects such as major external investment, merger and acquisitions will be temporarily suspended;
- (iii) the payment of remuneration/salaries and bonus to the Directors and senior management of the Company will be reduced or suspended; and
- (iv) the persons primarily responsible for the issue of the Corporate Bonds will not be transferred or removed.

III. EGM

According to the laws of the PRC and the Articles of Association, the proposed issue of Corporate Bonds is subject to the approval of the Shareholders.

LETTER FROM THE BOARD

It is proposed that resolutions for the approval of the issuance of the Corporate Bonds will be put to the Shareholders for their consideration at the EGM. The resolutions approving the Corporate Bonds are required to be approved at the EGM as special resolutions.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no connected person of the Company, Shareholder or their respective associates with a material interest in the resolutions to be proposed at the EGM is required to abstain from voting at the EGM.

A notice convening the EGM is set out on pages 6 to 8 of this circular. The EGM will be held at 17th Floor Meeting Room, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Monday, 3 December 2012 at 9 a.m. at which resolutions will be proposed to approve the proposed issue of the Corporate Bonds. A form of proxy for use at the EGM has been enclosed and despatched with this circular.

Upon approval of the issuance of the Corporate Bonds at the EGM, the issuance of the Corporate Bonds will still be subject to the approval of the CSRC.

IV. RECOMMENDATION

The Directors believe that the resolutions in respect of the proposed issue of the Corporate Bonds are in the interests of the Company and the Shareholders as a whole, and, accordingly, the Directors recommend that all the Shareholders vote in favour of the resolutions in respect of the proposed issue of the Corporate Bonds at the EGM.

Yours faithfully,
By order of the Board
Harbin Electric Company Limited
Liu Zhi-quan
Company Secretary



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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Harbin Electric Company Limited (the “Company”) will be held at 17th Floor Meeting Room, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People’s Republic of China on Monday, 3 December 2012 at 9 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

SPECIAL RESOLUTIONS

- “1. **THAT** the Company be and is hereby authorised to issue the corporate bonds (“Corporate Bonds”);
2. **THAT** the aggregate principal amount of the Corporate Bonds shall not exceed RMB4,000,000,000;
3. **THAT** the maturity of the Corporate Bonds shall not be more than 5 years;
4. **THAT** the proceeds from the issuance of the Corporate Bonds be used for general working capital, repayment of liabilities, improving the Company’s debt structure and/or investment in construction projects, depending on the Company’s capital requirements at the relevant time;
5. **THAT** upon completion of the issuance of the Corporate Bonds, an application shall be made for the listing of the Corporate Bonds on the Shanghai Stock Exchange or such other exchange as may be permitted under applicable laws subject to the approval of relevant authorities;
6. **THAT** the foregoing resolutions numbered 1 to 5 shall remain valid until the date falling 24 months after the CSRC approval of the issue of the Corporate Bonds;
7. **THAT**, if it is anticipated that the principal and/or interest of the Corporate Bonds cannot be duly paid, the Board be authorised to take at least the following measures:
 - (i) no profit will be distributed to the shareholders of the Company (“Shareholders”);
 - (ii) the implementation of capital expenditure projects such as major external investment, merger and acquisitions will be temporarily suspended;

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- (iii) the payment of remuneration/salaries and bonus to the directors and senior management of the Company will be reduced or suspended; and
 - (iv) the persons primarily responsible for the issue of the Corporate Bonds will not be transferred or removed;
8. **THAT** the Board be authorized to handle all matters in relation to the issuance of the Corporate Bonds at their full discretion, including but not limited to:
- (i) to determine and adjust, depending the needs of the Company and the prevailing market conditions and in accordance with the requirements of the relevant laws and regulations and securities regulatory authorities and the Shareholders' approval, the specific plans of the issue of Corporate Bonds, including but not limited to, issue size, bond term, bond type, interest rate and ways of determination, timing of issue, issue tranche(s) and guarantee arrangement;
 - (ii) to appoint the relevant intermediaries, select the bond custodian, sign the bond custody agreement and formulate the bondholders meeting procedures;
 - (iii) to handle the application of the issue of Corporate Bonds;
 - (iv) prepare, approve, execute, amend, announcement all legal documents in relation to the issue of Corporate Bonds, and to make such supplement or amendment to the application documents as may be required by the relevant approval authorities;
 - (v) to make adjustments to the relevant matters in relation to the issue of Corporate Bonds in accordance with any change to the regulatory policies or the market conditions, except for matters relating to the laws, regulations or the articles of association of the Company which require the Shareholders' approval;
 - (vi) to handle matters relating to the issue and listing of the Corporate Bonds in accordance with the rules of the relevant stock exchange on the issue and listing of bonds;
 - (vii) to handle any other matters relating to the issue of Corporate Bonds; and
 - (viii) to further authorise Mr. Wu Wei-zhang, an executive director and general manager of the Company, to handle the above matters in relation to the issue and listing of the Corporate Bonds on behalf of the Company,

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and that this resolution shall remain valid until the date of completion of the above matters.”

By order of the Board of
Harbin Electric Company Limited
Liu Zhi-quan
Company Secretary

19 October 2012

Notes:

1. For the purpose of determining the list of shareholders entitled to attend and vote at the EGM, the Company shall temporarily suspend changes to the register of shareholders from 3 November 2012 to 2 December 2012 (both days inclusive). Shareholders whose names appear on the register at the time of the suspension of registration shall be entitled to attend and vote at the EGM. Person who purchased shares of the Company during the period of suspension of registration shall not be entitled to attend the EGM. In order to qualify the attendance at the EGM, all transfers documents, accompanied by the relevant share certificates, must be lodged with the Company's Registrar, 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 4:00 p.m. on 2 November 2012.
2. Shareholders intending to attend the EGM shall give written notice of the same to the Company, which shall be lodged at the office address of the Company before 5:00 p.m. on 13 November 2012.
3. A Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more persons (whether or not a shareholder of the Company) as his proxy to attend and vote on behalf of him.
4. To be valid, the form of proxy, together with a duly notarized 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 less than 24 hours before the time appointed for holding the EGM.

As at the date of this notice, the executive Directors are Mr. Wu Wei-zhang and Mr. Shang Zhong-fu; the non-executive directors of the Company are Mr. Gong Jing-kun, Mr. Zou Lei and Mr. Duan Hong-yi; and the independent non-executive directors are Mr. Sun Chang-ji, Mr. Jia Cheng-bing, Ms. Li He-jun, Mr. Yu Bo and Mr. Liu Deng-qing.