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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)

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

This notice is supplemental to the notice of the extraordinary general meeting (the “EGM Notice”) of Harbin Electric Company Limited (the “Company”) dated 19 October 2012 to convene the extraordinary general meeting (“EGM”) 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..

Special resolution no. 1 as set out in the existing EGM notice is to be amended by adding the words “and no Corporate Bonds shall be placed to the shareholders of the Company” at the end of the special resolution no. 1, so that special resolution no. 1 is to read as follows:

“1. **THAT** the Company be and is hereby authorised to issue the corporate bonds (“Corporate Bonds”), and no Corporate Bonds shall be placed to the shareholders of the Company.”

Special resolution no. 8 set out in the existing EGM notice is to be amended by replacing the words “in accordance with the requirements of the relevant laws and regulations and securities regulatory authorities and the Shareholders’ approval” in sub-paragraph (i) with the words “in accordance with the relevant requirements of the relevant laws and regulations and securities regulatory authorities and the resolutions passed by Shareholders at general meeting”, so that special resolution no. 8 is to read as follows:

“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 relevant requirements of the relevant laws and regulations and securities regulatory authorities and the resolutions passed by Shareholders at general meeting, 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,

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

Save for the amendment mentioned in this supplemental notice all the resolutions proposed in the EGM Notice remain unchanged.

For the avoidance of doubt, special resolutions no.7 and no.8 (as amended) will each be put forward for the Shareholders' approval as one resolution (as opposed to each sub-paragraph being voted on as a separate resolution), and a revised proxy form (“Revised Proxy Form”) which clearly reflects such arrangement is enclosed with this supplemental notice.

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

Harbin, PRC, 26 October 2012

Notes:

1. A Revised Proxy Form is enclosed with this supplemental notice. The proxy form dispatched together with the circular dated 19 October 2012 (the “First Proxy Form”) is superseded by this Revised Proxy Form. Shareholders who have already lodged the First Proxy Form should note that the First Proxy Form will be invalid for use at the EGM and must lodge the Revised Proxy Form in accordance with the instructions printed thereon not less than 24 hours before the time appointed to hold the EGM or any adjourned meeting.
2. Please refer to the EGM Notice dated 19 October 2012 for details of the other special resolutions to be passed at the EGM, closure of register of members and eligibility for attending the EGM, proxy form, reply slip, procedure for voting at the EGM and other relevant matters.
3. Shareholders who intend to appoint a proxy should complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon not less than 24 hours before the time appointed to hold the EGM or any adjourned meeting.

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.