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*(A joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 1133)*



On 14 December 2010, the Company entered into the Financial Services Framework Agreement with the Finance Company, pursuant to which the Finance Company would provide the Financial Services (including the Depository Services, Loan Services, Settlement Services and Other Financial Services) to the Group. Pursuant to the Financial Services Framework Agreement, the Finance Company agreed to provide the Financial Services to the Group at a fair and reasonable price and on normal commercial terms. The Group is not under any obligation to obtain any or all of the Financial Services from the Finance Company and may obtain such Financial Services based on its business needs.

Harbin Electric is the controlling shareholder of the Company. As the Finance Company is a subsidiary (and therefore an “associate” under the Listing Rules) of Harbin Electric, the Finance Company is a connected person of the Company under the Listing Rules. The transactions contemplated under the Financial Services Framework Agreement therefore constitute continuing connected transactions of the Company under the Listing Rules. As the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the maximum daily amount of the Depository Services are less than 5%, the Depository Services under the Financial Services Framework Agreement are exempt from independent shareholders’ approval requirements but are subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules. None of the Directors has a material interest in the Financial Services Framework Agreement or is required to abstain from voting on the board resolution approving the Financial Services Framework Agreement and the transactions contemplated thereunder.

As the Loan Services to be provided by the Finance Company to the Group is for the benefit of the Group on normal commercial terms (or better to the Group) where no security is granted over the assets of the Group in respect of the Loan Services, the Loan Services pursuant to the Financial Services Framework Agreement are exempt from the reporting, announcement and independent shareholders’ approval requirements under Rule 14A.65(4) of the Listing Rules.

As it is expected that each of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the annual service charges and fees payable for the Settlement Services and the Other Financial Services will not exceed 0.1%, such transactions are exempt from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. Should such transactions exceed the exemption threshold in future, the Company will comply with the applicable connected transaction regulatory requirements under Chapter 14A of the Listing Rules.

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On 14 December 2010, the Company and the Finance Company entered into the Financial Services Framework Agreement, the principal terms of which are set out below:

Date: 14 December 2010

Parties: (i) the Company; and  
(ii) the Finance Company.

Term: The Financial Services Framework Agreement shall be for a term of 3 years from the board of Directors having approved the Financial Services Framework Agreement and the transactions contemplated thereunder.

Subject to the compliance with applicable laws and the Listing Rules, the term of the agreement will upon expiry automatically be renewed for a further term of 3 years unless terminated by either party before the expiry of each term.

Business: Pursuant to the Financial Services Framework Agreement, the Finance Company agreed to provide the Financial Services to the Group at a fair and reasonable price and on normal commercial terms. The Finance Company undertakes under the Financial Services Framework Agreement that the terms of any Financial Services to be provided by the Finance Company to the Group will be no less favourable than those offered by independent third parties to the Group. The Group is not under any obligation to obtain any or all of the Financial Services from the Finance Company and may obtain such Financial Services based on its business needs.

### *Depository Services*

The Group may from time to time deposit money with the Finance Company pursuant to the Financial Services Framework Agreement. The Finance Company shall accept deposits from the Group at an interest rate not less than the interest rate as may be offered by any independent third party to the Group for the same type of deposits. Money raised by the Company from equity issues on public offerings will be dealt with in accordance with applicable PRC laws.

### *Loan Services*

The Group may from time to time request the Finance Company to provide Loan Services to them pursuant to the Financial Services Framework Agreement. The fees charged by the Finance Company for the provision of such Loan Services will not be more than the rate charged by any third party on any members of the Group for the same type of loans. The annual credit that may be extended by the Finance Company to the Group should in principal not be less than the maximum amount of deposits made by them for the three years ending 31 December 2012.

The Group will not be required to provide any security for the Loan Services.

In the event that any member of the Group is required to provide any security for the Loan Services, the Company would propose to seek its independent shareholders' approval on the cap for the Loan Services and comply with the requirements under Chapter 14A of the Listing Rules.

### *Settlement Services*

The Group may from time to time request the Finance Company to provide Settlement Services to them pursuant to the Financial Framework Agreement. The fees charged by the Finance Company for the provision of such Settlement Services will not be more the rate charged by any third party on any member of the Group for the same type of services.

*Other Financial Services*

The Group may from time to time request the Finance Company to provide Other Financial Services to them pursuant to the Financial Framework Agreement. The fees charged by the Finance Company for the provision of such Other Financial Services will not be more than the rate charged by any third party on any member of the Group for the same type of services.

The table below sets out the maximum cap for the value of Depository Services to be received by the Group from the Finance Company for each of the years ending 31 December 2010, 2011 and 2012:

*Table 1: Annual caps*

	2010 RMB'000	2011 RMB'000	2012 RMB'000
Receipt of Depository Services – Daily maximum outstanding balance of deposit (including accrued interest and handling fees)	760,000	760,000	760,000

As at 31 December 2007, 31 December 2008 and 31 December 2009, the Group had cash deposits in commercial banks cash in the amount of approximately RMB9.8 billion, RMB10.8 billion and RMB14.7 billion, including unrestricted and unpledged cash deposits of approximately RMB9.6 billion, RMB10.3 billion and RMB14.2 billion. The annual caps for 2010, 2011 and 2012 have been set by reference to approximately 6.68% of the average unrestricted and unpledged cash of the Group over the last three years ending 31 December 2009.

Set out below is a summary of the Group's consolidated bank deposits, cash and cash equivalents, interest-bearing bank borrowings as extracted from the relevant annual reports and interim reports of the Company:

*Table 2: Group's deposits and borrowings*

A	31 12 31 2010	A	30 6 30 2011
	RMB833.1		A A

In arriving at the above proposed annual caps set out in Table 1 above, in addition to the above reasons, the following factors have also been considered:

- (i) the amount of unrestricted and unpledged deposits the Group has placed with independent commercial banks as at 31 December 2008, 30 June 2009, 31 December 2009 and 30 June 2010;
- (ii) the utilization of the Depository Services when considered in the context of the Loan Services and the Settlement Services that are available to the Group can greatly facilitate deployment of surplus funds within the Group which can have a material impact as the business of the Group grows and its cash resources increase;
- (iii) the possible favourable interest rate to be obtained by the Group from the Finance Company compared with interest rate that could otherwise be obtained by placing deposits with independent commercial banks.

As the Group is not under any obligations to place deposits in the Finance Company, the Directors are of the view that, through the Financial Services Framework agreement, the Group can benefit from the flexibility in the allocation of its unrestricted cash should the terms be attractive to the Company, and the annual caps are fair and reasonable.

#### Financial Services Framework Agreement

In order to safeguard the interests of the Shareholders, the Financial Services Framework Agreement provides for the following risk management measures:

- (i) to ensure security of the deposits made by the Group in the Finance Company, the Finance Company is required to make sure the safe operation of the deposit management information systems which have passed all safety tests in relation to online bank interfaces of commercial banks and reached safety standards of the PRC commercial banks and complied with the specifications under the CA safety certification;
- (ii) Harbin Electric has given a guarantee that the Finance Company shall be operated in strict compliance with the risk monitoring indicators required by the CBRC and the major risk monitoring indicators such as the gearing ratio and liquidity ratio of the Finance Company shall comply with the requirements of the CBRC and other applicable laws and regulations;
- (iii) the Finance Company will on the fifth working day of each month provide a monthly financial report of the previous month to the Company for review; and
- (iv) Harbin Electric has given a guarantee to the CBRC that it will make further capital contributions in the event that the Finance Company has difficulty in fulfilling its payment obligations to ensure normal operation of the Finance Company.



- (ii) the Finance Company will establish its system of internal control and risk management and implement the corporate governance guidelines in accordance with the requirements of the CBRC and are required under the Financial Services Framework Agreement to comply with the risk management measures outlined above;
- (iii) given that the terms of the services available to the Group will be no less favourable than those offered by other PRC commercial banks, the Group can benefit from the lower cost of funding and other financial service charges and thereby enhancing the profitability of the Group;
- (iv) the Finance Company will only provide financial services to members of the Harbin Electric Group and will therefore be exposed to a lower level of potential risk than other PRC commercial banks dealing with customers of various credit ratings;
- (v) the arrangements with Finance Company under the Financial Services Framework Agreement provides the Group with an alternative but do not preclude the Group from using the services of other PRC commercial banks. The Group still maintains its own discretion in choosing other PRC commercial banks as its financial services provider as it thinks fit and appropriate for the benefit of the Group; and
- (vi) the Company and its subsidiaries through its 45% equity interest in the Finance Company will be able to share the profits of the Finance Company.

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Harbin Electric is the controlling shareholder of the Company. As the Finance Company is a subsidiary (and therefore an “associate” under the Listing Rules) of Harbin Electric, the Finance Company is a connected person of the Company under the Listing Rules. The transactions contemplated under the Financial Services Framework Agreement therefore constitute continuing connected transactions of the Company under the Listing Rules. As the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the maximum daily amount of the Depository Services are less than 5%, the Depository Services under the Financial Services Framework Agreement are exempt from independent shareholders’ approval requirements but are subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules. None of the Directors has a material interest in the Financial Services Framework Agreement or is required to abstain from voting on the board resolution approving the Financial Services Framework Agreement and the transactions contemplated thereunder.

As the Loan Services to be provided by the Finance Company to the Group is for the benefit of the Group on normal commercial terms (or better to the Group) where no security is granted over the assets of the Group in respect of the Loan Services, the Loan Services pursuant to the Financial Services Framework Agreement are exempt from the reporting, announcement and independent shareholders’ approval requirements under Rule 14A.65(4) of the Listing Rules. There are no annual caps in respect of the Loan Services specified under the Financial Services Framework Agreement.

As it is expected that each of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the annual service charges and fees payable for the Settlement Services and the Other Financial Services will not exceed 0.1%, such transactions are exempt from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. Should such transactions exceed the exemption threshold in future, the Company will comply with the applicable connected transaction regulatory requirements under Chapter 14A of the Listing Rules.

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

“associate(s)”	the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“CBRC”	中國銀行業監督管理委員會(China Banking Regulatory Commission);
“Company”	Harbin Power Equipment Company Limited, a company incorporated in the PRC with limited liability, the H-shares of which are listed on the Stock Exchange;
“connected person(s)”	the meaning ascribed to it under the Listing Rules;
“controlling shareholder”	the meaning ascribed to it under the Listing Rules;
“Depository Services”	the provision of the depository services by the Finance Company in accepting deposits placed by the Group pursuant to the Financial Services Framework Agreement;
“Directors”	the directors of the Company;
“Finance Company”	哈爾濱電氣集團財務有限責任公司 (HE Finance Company Limited*), a limited company incorporated in the PRC;
“Financial Services Framework Agreement”	the finance service framework agreement dated 14 December 2010 entered into between the Company and Harbin Electric in respect of the Financial Services;
“Financial Services”	the Depository Service, the Loan Services, the Settlement Services and Other Financial Services;
“Group”	the Company and its subsidiaries;

“Harbin Electric”	哈爾濱電氣集團公司 (Harbin Electric Corporation*), a state-owned enterprise and the controlling shareholder of the Company;
“Harbin Electric Group”	Harbin Electric and its subsidiaries, including the Group;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Boardthe Main

*In this announcement, exchange rate of HK\$1:RMB0.8568 has been used for illustrative purposes. No assurance is given that these currencies may be exchanged at this rate or at all.*

By order of the Board  
A. J. L.  
Company Secretary

Harbin, 14 December 2010