



哈尔滨电气股份有限公司

HARBIN ELECTRIC COMPANY LIMITED

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(Stock Code: 1133)

FORM OF PROXY FOR USE AT THE H SHARES CLASS MEETING

Number of shares relevant to this form: ^(note 1) _____ H shares
I/We ^(note 2) _____
of _____,

being a shareholder of Harbin Electric Company Limited (the “**Compan**”) holding _____ H shares, hereby
appoint ^(note 3) the chairperson of the meeting/ _____

as my/our proxy to attend for me/us at the H shares class meeting (the “**H Shares Class 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 Friday, 24 May 2024 at 9:30 a.m. (or immediately after the conclusion of the AGM of the
Company of even date) to vote on the resolutions to be proposed at the H Shares Class 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 authorize the Board to carry out one-off repurchase or repurchase by tranches of H shares of not more than 10% of the total issued H shares of the Company at the date of passing this resolution through the Stock Exchange as deemed appropriate timing. The valid term of the authorization is 12 months commencing from the date of passing such resolution or until the conclusion of the first AGM after passing such resolution or its revocation or alternation through a special resolution at a general meeting thereafter, whichever is the earliest;		
2	Conditional upon the above resolution for Repurchase Mandate being passed and implemented, the Board shall be authorized to make necessary amendments to Article 16 and Article 17 of the Articles of Association of the Company, so as to reflect the alterations to the Company’s total number of issued shares, share capital structure and registered capital arising from the repurchase of H Shares.		

Date: _____ 2024

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 an one of the resolutions, please indicate with a “✓” in the box marked “FOR”. If you wish to vote against an 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 our proxy to cast our 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 H Shares Class 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 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, no later than 24 hours before the time scheduled for holding the H Shares Class 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 H Shares Class 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 H Shares Class 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 resolution is set out in the notice convening the H Shares Class Meeting dated 23 April 2024.