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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)

CHANGE OF COMPANY SECRETARY

The Board announces that with effect from the conclusion of the Seventeenth Board Meeting held by the Company on 15 May 2015:

1. Mr. Gao resigned as the Company Secretary of the Company; and
2. Mr. Ai was appointed as the Company Secretary of the Company, and Mr. Tung, the Joint Secretary of the Company, is responsible for assisting Mr. Ai to carry out the duties of the Company Secretary.

CHANGE OF COMPANY SECRETARY

The board (the "Board") of directors of Harbin Electric Company Limited (the "Company") announces that Mr. Gao Xu-Guang ("Mr. Gao") resigned as the Company Secretary of the Company due to change of his work with effect from the conclusion of the seventeenth meeting of the seventh session of the Board held by the Company on 15 May 2015 (the "Seventeenth Board Meeting"). Mr. Ai Li-Song ("Mr. Ai") was appointed as the Company Secretary of the Company with effect from the conclusion of the Seventeenth Board Meeting, and Mr. Tung Tat Chiu, Michael ("Mr. Tung"), the Joint Secretary of the Company, is responsible for assisting Mr. Ai to carry out the duties of the Company Secretary. Mr. Gao Xu-Guang confirmed to the Board that there was no disagreement between the Board and himself and there were no matters in relation to his resignation which should be brought to the attention of the shareholders of the Company.

Mr. Ai was appointed as the Company Secretary of the Company and Mr. Tung, the Joint Secretary of the Company, is responsible for assisting Mr. Ai to carry out the duties of the Company Secretary with effect from 15 May 2015. Set out below are their respective biographies:

Mr. Ai, born in March 1970, is a senior economist with a master degree. He is currently a director of the secretariat of the Board of the Company. Mr. Ai was graduated from Jilin University of Technology majoring in technical economics and he obtained a master degree from Harbin Institute of Technology. Mr. Ai has been a staff of the former Harbin Electric Machinery Works, a subsidiary of the Company, General Manager of the Sales Office of

Shenyin & Wanguo Securities Co., Ltd. (申銀萬國證券公司) at Nanma Road, Harbin, deputy manager of the investment and reforming department and manager of investment management department of HE Corporation, manager of the planning and development department of HE Corporation and the Company. Mr. Ai has been the director of the secretariat of the Board of the Company since March 2015.

Mr. Tung is a practicing solicitor in Hong Kong and the senior partner of Tung & Co.. He holds a B.A. degree in law and accounting from the University of Manchester, the United Kingdom. He has been practicing law in Hong Kong for over 24 years. He is also a China Appointed Attesting Officer. Mr. Tung is the joint company secretary of Jiangxi Copper Company Limited (Stock Code: 358) and Qingling Motors Co. Ltd. (Stock Code: 1122), and the sole company secretary of Yunbo Digital Synergy Group Limited (Stock Code: 8050) and Petro-king Oilfield Services Limited (Stock Code: 2178). He is also the internal legal adviser of Silver Grant International Industries Limited (Stock Code: 171).

As Mr. Ai does not possess the relevant qualifications required under Rule 3.28 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), he does not meet the requirements under Rule 3.28 of the Listing Rules. The Company understands that the company secretary plays an important role in the corporate governance of a listed issuer, particularly in assisting the listed issuer as well as its directors in complying with the Listing Rules and the applicable company law. In view of the above, the Company has put in place the following arrangement:

- (a) Mr. Tung, the existing Joint Company Secretary of the Company, is responsible for assisting Mr. Ai so as to enable him to acquire the relevant experience (required under Note 2 to Rule 3.28 of the Listing Rules) to discharge the duties of a company secretary; and
- (b) Mr. Tung has been reappointed as the Joint Company Secretary of the Company for a term of one year from 1 January 2015 subject to annual renewal by mutual agreement between the Company and Mr. Tung. It is expected that this arrangement will continue for a term of three years (the “Engagement Period”). During the Engagement Period, Mr. Ai will be provided with the secretarial support as described above. In addition, the Company will provide Mr. Ai with sufficient training through attending relevant external seminars and/or training courses (including the relevant professional training as required under Rule 3.29 of Listing Rules effective from 1 January 2012). Upon expiry of the Engagement Period, the competency of Mr. Ai to discharge the duties of a company secretary of the Company and the need for on-going assistance will be further evaluated by the Company in order to determine whether the appointment of Mr. Ai as the sole company secretary will satisfy the requirements as stipulated in the Listing Rules.

The Company has applied to the Stock Exchange for, and has been granted, a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules.

By order of the Board
Harbin Electric Company Limited
Ai Li-Song
Company Secretary

Harbin, People's Republic of China
15 May 2015

As at the date of this announcement, the executive directors of the Company are Mr. Wu Wei-zhang, Mr. Zhang Ying-jian, Mr. Song Shi-qi and Mr. Shang Zhong-fu; the non-executive director of the Company is Mr. Zou Lei; and the independent non-executive directors of the Company are Mr. Yu Bo, Mr. Liu Deng-qing and Mr. Yu Wen-xing.