



# 哈尔滨电气股份有限公司

HARBIN ELECTRIC COMPANY LIMITED

(a limited liability company incorporated in the People's Republic of China)  
(Stock Code: 1133)

## CONNECTED TRANSACTION ANNOUNCEMENT ENTERING INTO THE EQUITY TRANSFER AGREEMENT WITH HE CORPORATION

### ENTERING INTO THE EQUITY TRANSFER AGREEMENT WITH HE CORPORATION

On June 14, 2024, HEC entered into an Equity Transfer Agreement with HE Corporation, pursuant to which HEC will acquire 25% of the equity interest of HE Corporation (the "Transfer") for a total consideration of RMB19,945,729.56 (approximately USD \$21,918,384.13). After the completion of the Transfer, HEC will hold 69.79% of the equity interest of HE Corporation.

### IMPLICATIONS UNDER THE LISTING RULES

As a result of the Transfer, HEC will become the controlling shareholder of HE Corporation, holding 69.79% of its equity interest. After the completion of the Transfer, HEC will hold 69.79% of the equity interest of HE Corporation. According to the Listing Rules, the Transfer constitutes a connected transaction of HEC. The Transfer is also a transaction that is subject to the provisions of Chapter 14A of the Listing Rules. The Transfer will be subject to the prior approval of the independent non-executive directors of HEC and the independent financial adviser.

## INTRODUCTION

On 6<sup>th</sup> 2024, C. . . . . A, . . . . . H  
C. . . . . H C. . . . . 25%  
C. . . . . C. . . . .  
B19,945,729.56 ( . . . . . H \$21,918,384.13).

## PRINCIPAL CONTENTS OF THE EQUITY TRANSFER AGREEMENT

. . . . . A, . . . . . :

### 1. Date

6<sup>th</sup> 2024

### 2. Parties

- (1) H C. . . . . ( . . . . . );
- (2) C. . . . . ( . . . . . ).

### 3. Subject matter

25% . . . . . C. . . . .

### 4. Transfer price

C. . . . . H C. . . . .  
B19,945,729.56 ( . . . . .  
H \$21,918,384.13).

### 5. Method of payment

C. . . . .

## 6. Completion of the equity transfer

C... ..  
C... ..  
A... .., H C... ..

C... .. H C... ..  
C... ..  
C, H... ..  
H C... .., A... ..

C... .. k... ..  
C... ..

## 7. Special Note

C... ..  
C... ..  
C... .. k A... ..  
C... .. C... .. 22  
2023

## BASIS OF CONSIDERATION

C... .. A... .. C... .., ...\* (北京中企華資產評估有限責任公司)  
C... .. (Valuation) ... A... ..  
B... .. k D... .. B79.7828

( ) ...  
 ; ( ) ...  
 ; ( ) ...  
 B k  
 D .

A ... A A ...  
 D ... k ...  
 C ...  
 C ...

B ... k ...  
 C B ... A A ...  
 C H C ...  
 A ...

**INFORMATION ON THE PARTIES TO THE TRANSACTION**

C ...  
 C, ...  
 k ...

H C ... C ...  
 C ...  
 A, ... C ... C ... C.

25% of the outstanding shares of Common Stock of the Company, which is 75% of the total shares of Common Stock of the Company (including the shares of Common Stock of the Company held by the Company), and the Company shall not be permitted to acquire, directly or indirectly, any additional shares of Common Stock of the Company, including through the exercise of any options, warrants, rights or other securities of the Company, until the Company has first repurchased 25% of the outstanding shares of Common Stock of the Company.

Attached as Appendix A to this Agreement is a schedule of the Company's net debt as of December 31, 2022 and 2023.

	December 31, 2022	Year ended 31 December 2023
Net debt	7,219,484.86	2,910,496.92
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**REASONS FOR AND BENEFITS OF ENTERING INTO THE EQUITY TRANSFER AGREEMENT**

The Company is currently in a period of financial distress and is seeking to raise capital to fund its operations. The Company believes that the Equity Transfer Agreement will provide it with the necessary capital to continue its operations and to pay its debts.

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D. ... C. ... H. ...  
 A. ... B. ...  
 D. ... B. ...  
 A. ... C. ...

**IMPLICATIONS UNDER THE LISTING RULES**

A. ... C. ... 69.79%  
 C. ... A. ...  
 H. C. ...

A. ... 5%, ... C. ...  
 k ...  
 ( ... ) ...  
 C. ... 14A ...

**DEFINITIONS**

... , ... ;

**B** ... **C** ;

**C** ... **H** ... **C** , ... **k** ... **C** ... **H** ... **B** ... **k** ... ( ... **k** : 1133);

... ( ) ... ;

... ( ) ... ;

**D** ( ) ... **C** ;

... **H** ... **C** ... **H** ... **C** ... **C** , ... \*), ... **C** ... **C** ... **C** , ... 75% ... 25% ... **C** ... **H** **C** ... ;

... **A** ... **C** ... **H** **C** ... 6 ... 2024;

**H** **C** ... 哈爾濱電氣集團有限公司 (**H** ... **C** ... \*), ... **C** ;

**H** \$ ... **H** ... **H** ;

...k ...;

( ) ...;

C ...;

B ...;

( ) D ... ( ) H ... ( );

( ) ...;

k ... H ...;

B ... k D ... 30 ... 2023

%

B B  
Harbin Electric Company Limited  
Ai Li-song  
C

H \$1 B0.91 H H

H C  
6 2024

A D C  
C H ; D  
C H H J H