

# 股東週年大會通知

## Notice of Annual General Meeting

茲通告哈爾濱動力設備股份有限公司（「本公司」）謹定於2005年6月13日（星期五）上午九時在中華人民共和國黑龍江省哈爾濱市動力區三大動力路39號B座17樓會議大廳，舉行2004年度股東周年大會，以便處理下列事項：

### 普通事項

1. 審議並批准本公司截至2004年12月31日止年度的董事會報告書；
2. 審議並批准本公司截至2004年12月31日止年度的監事會報告書；
3. 審議並批准本公司截至2004年12月31日止期間的經審核帳目和核數師報告；
4. 授權公司董事會決定公司聘任核數師事項及授權本公司董事會釐定其酬金；
5. 宣布派發本公司2004年年度股息每股人民幣0.0510元。

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Harbin Power Equipment Company Limited (the "Company") for the year of 2004 will be held at Block B, 39 Sandadongli Road, Dongli District, Harbin, Heilongjiang Province, the People's Republic of China on Friday, 13th June, 2005 at 9:00 a.m. for the following purposes:

### As Ordinary Business

1. To receive and consider the report of directors for the year ended 31st December, 2004;
2. To receive and consider the report of the supervisory committee for the year ended 31st December, 2004;
3. To receive and consider the audited accounts of the Company and the auditors' report for the year ended 31st December, 2004;
4. To authorize the Board of Directors of the Company to determine the appointment of the Company's auditors and authorize the Board of Directors of the Company to fix their remuneration;
5. To declare the 2004 final dividend of Rmb0.0510 per share.

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### 特別事項

6. 授權本公司董事會有權委任任何人填補董事會臨時空缺或增任為董事，其任期至本公司下一次股東大會完結時為止。
7. 授權本公司董事會在遵守有關法律、法規的前提下，在董事會認為適當時機，一次或分多次配發面值總額不超過等於本決議案通過日本公司已發行H股面值總額的20%的新股。授權有效期為本決議案通過日起12個月或至股東大會通過特別決議撤消或更改本決議案時為止。如果上述配發新股決議案被通過並得以實施，授權董事會對本公司的《公司章程》第十五條、第十六條有關內容進行必要的修改，以反映公司股本結構和註冊資本由於配發新股所發生的變動。
8. 審議批准公司章程中有關條款修改的議案，並授權董事會向國家有關政府機關辦理公司章程修改變更手續

### As Special Business

6. To authorize the Board of Directors of the Company to appoint any person to fill in a casual vacancy in the Board of Directors or as an additional director, his term of office shall expire at the conclusion of the next following annual meeting of the Company;
7. To authorize the Board of Directors of the Company, with complying the related regulations of the laws and rules and in their considered proper opportunity, to place the new shares at once or many times, which per value total amount will be no more than twenty percent (20%) of the Company's listed H shares' per value total amount on this resolution approval day. The authorization will be valid form the resolution approval day, its duration will be 12 months or expire until the Annual General Meeting of the Company approves the special decision to withdraw or modify this resolution. If the above resolution of placing the new shares is approved and carried out, to authorize the Board of Directors of the Company to make necessary revision on the clause 15 and clause 16 in the Articles of Association of the Company, in order to reflect the alterations of the Company's capital stock structure and registered capital, which results from the new shares placing.
8. To receive and consider the proposal of revising the related clauses in the Articles of Association of the Company, and authorize the Board of Directors of the Company to apply to the related state government departments for going through modification formalities.

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鑒於本公司業務發展的需要以及《香港聯合交易所證券上市規則》修訂已於2004年3月31日生效，董事會建議本公司股東決議就《公司章程》作出相應修改，有關修改條文的建議如下：

建議在《公司章程》第十一條增加：

- a. 港口設施經營、旅客運輸服務、在港區內從事貨物裝卸、駁運、倉儲經營、船舶港口服務業務經營和港口機械、設施、設備租賃經營等。
- b. 自營和代理各類商品的進出口業務，國家規定的專營進出口商品和國家禁止進口等特殊商品除外。經營來料加工和「三來一補」業務，開展對銷貿易和轉口貿易。
- c. 環保工程業務

建議在《公司章程》第六十三條加入第二款：根據《香港聯交所上市規則》規定任何股東須就某決議事項放棄表決權／或限制任何股東只能夠投票支持（或反對）某決議事項，若有任何違反有關規定或限制的情況，由該股東（包括股東代理人）投下的票數不得計算在內。

Whereas the needs of the Company's business development and the revision of Listing Rules of the Stock Exchange of Hong Kong Limited has been effective on 31st March, 2004, the Board of Directors of the Company advised the Annual General Meeting to make related resolutions on revising the Articles of Association of the Company accordingly, the related revising suggestions were as follows:

1. To add the following contents in clause 11 in the Articles of Association of the Company:
  - a. To undertake the harbor facilities operation, passenger transportation services, and to engage in cargo loading and unloading, lighter transportation and storage and warehouse management, harbor service business and the lease of harbor machinery, facilities and equipment and etc.
  - b. To conduct itself or act as agent for import and export of various products, except those specialized import and export commodities stipulated by the State and import of special goods that are prohibited by the State. To engage in manufacturing with supplied raw materials and "three processing and one compensation trade" business, develop the mutual-distribution trade and transit trade.
  - c. The business of environmental protection engineering.
2. To add a second paragraph in clause 63 in the Articles of Association of the Company: in accordance with the Listing Rules of Stock Exchange of Hong Kong Limited, where any shareholder is required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not counted.

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《公司章程》第八十二條第一款最後一句原為：有關提名董事候選人的意圖以及候選人表明願意接受提名的書面通知，應在召集股東大會七天前發給公司。建議修改為：有關提名董事候選人的意圖以及候選人表明願意接受提名的書面通知的最短期限，不得少於七天。該期限由公司就股東大會發送會議通知之後開始計算，該期限不得遲於召開股東大會七天前結束。

3. To revise the last sentence of the first paragraph in clause 82 in the Articles of Association of the Company. The original sentence "The notices in which the intention to proposed a person for election as a director and such person's willingness to be elected is covered should be submitted to the Company 7 days prior to the date of the Annual General Meeting" was suggested to be modified into "The minimum length of the period, during which notice to the Company of the intention to propose a person for election as a director and during which notice to the Company by such person of his willingness to be elected will be no less than seven days. That the period for lodgment of the above-mentioned notices will commence no earlier than the day after the dispatch of the notice of the Annual General Meeting and end no later than 7 days prior to the date of the Annual General Meeting".

承董事會命  
公司秘書  
鄧先元

By order of the Board  
**Deng Xian-yuan**  
Company Secretary

中國·哈爾濱·二零零五年四月十六日

Harbin, the People's Republic of China, 16th April, 2005

公司註冊地址：  
中華人民共和國  
黑龍江省·哈爾濱市  
南崗區高科技生產基地三號樓

*Registered office of the Company:*  
Block B, Nangang High Technology  
Production Base  
Harbin, Heilongjiang Province  
People's Republic of China

公司辦公通訊地址：  
中華人民共和國  
黑龍江省·哈爾濱市  
動力區三大動力路39號B座

*Office Address of the Company:*  
Block B, No 39 Sandadongli Road, Dongli District  
Harbin, Heilongjiang Province  
People's Republic of China

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### 附註：

1. 為確定有權出席股東週年大會並表決和獲派予股東會擬派的2004年度股息的股東名單，本公司將於2005年5月13日至2005年6月12日期間（包括首尾兩天），暫停辦理股東名冊變更登記，暫停登記前已經在冊的股東有權出席股東週年大會並進行表決及有權獲派2004年度股息（如經該股東會宣派的話），暫停登記期間買入本公司股份的人士無權出席股東週年大會，亦無權獲派2004年度股息；
2. 擬出席股東週年大會的股東應在2005年5月23日下午四時前，將擬出席會議的書面回覆送達公司的註冊地址或辦公通訊地址。
3. 任何有權出席股東週年大會並有權表決的股東，均有權委派一個或多個人（不論該人是否股東）作為其股東代理人，代他出席及表決。
4. 股東代理人委任表格連同簽署人的經公證的授權書或其他授權文件（如有的話）必須於股東週年大會指定舉行時間二十四小時前送交本公司的註冊地址或辦公通訊地址方為有效。

### Notes:

1. For the purpose of determining the list of shareholders entitled to attend and vote at the Annual General Meeting and the receive of the final dividend to be declared at that meeting, the Company shall temporarily suspend changes to the register of shareholders from 13th May, 2005 to 12th June, 2005 (both day inclusive). Shareholders whose names appear on the register at the time of the suspension of registration shall be entitled to attend and vote at the Annual General Meeting and shall be entitled to receive of the final dividend of the year of 2004 (if declared at that General Meeting). Persons who purchased shares of the Company during the period of suspension of registration shall not be entitled to attend the Annual General Meeting nor to the final dividend of the year of 2004.
2. Shareholders intending to attend the Annual General Meeting shall give written notice of the same to the Company, which shall be lodged at the registered office or office address of the Company on or before 4:00 p.m. on 23rd May, 2005.
3. A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more persons (whether or not a shareholder of the Company) as his proxy to attend and vote instead of him.
4. To be valid, the form of proxy, together with a duly notarized power of attorney or other document of authority, of any, under which the form is signed must be deposited at the registered office or office address of the Company not less than 24 hours before the time for holding the Annual General Meeting.