

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)謹定於二零零六年六月十六日(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,舉行二零零五年度股東周年大會,以便處理下列事項:

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Harbin Power Equipment Company Limited (the "Company") for the year of 2005 will be held at Block B, 39 Sandadongli Road, Dongli District, Harbin, Heilongjiang Province, the People's Republic of China on Friday, 16th June, 2006 at 9:00 a.m. for the following purposes:

普通事項:

1. 審議並批准本公司二零零五年度董事會報告書;
2. 審議並批准本公司二零零五年度監事會報告書;
3. 審議並批准本公司二零零五年一月一日至二零零五年十二月三十一日期間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. 宣佈派發本公司二零零五年度股息每股人民幣0.0610元。

As Ordinary Business

1. To receive and consider the report of directors for the year ended 31st December, 2005;
2. To receive and consider the report of the supervisory committee for the year ended 31st December, 2005;
3. To receive and consider the audited accounts of the Company and the auditors' report for the year ended 31st December, 2005;
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 2005 final dividend of Rmb0.0610 per share.

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。

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;

股東週年大會通知(續)

Notice of Annual General Meeting – (continued)

- | | |
|--|---|
| <p>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，並決定有關發行的所有事項。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。</p> | <p>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.</p> |
| <p>8. 董事會、監事會換屆事項(有關詳情將另行公告)。</p> | <p>8. To conduct the re-election of the Supervisory Committee of board of directors (A further announcement will be made on related details).</p> |
| <p>9. 根據香港《上市規則》、中國《公司法》有關修訂對公司章程進行修改事項(有關修改的詳細內容本公司將另行發布公告)。</p> | <p>9. To make revision on Articles of Association of the Company pursuant to the related revision of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (Exchange Listing Rules) and the Company Law of the People's Republic of China (A further announcement will be made by the Company in relation to any detailed amendments).</p> |

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，二零零六年四月十八日

Harbin, the People's Republic of China, 18th April 2006

股東週年大會通知(續)

Notice of Annual General Meeting – (continued)

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 3, 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

附註：

Notes:

- 為確定有權出席股東周年大會並表決和獲派予股東會擬派的二零零五年度股息的股東名單，本公司將於二零零六年五月十六日至二零零六年六月十五日期間(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均有權出席股東周年大會並進行表決及有權獲派二零零五年度股息(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周年大會，亦無權獲派二零零五年度股息；
 - 擬出席股東周年大會的股東應在二零零六年五月二十七日下午四時前，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。
 - 任何有權出席股東周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，代為出席及表決。
 - 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)必須於股東周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。
- 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 of the year of 2005 to be declared at that meeting, the Company shall temporarily suspend changes to the register of shareholders from 16th May, 2006 to 15th June, 2006 (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 2005 (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 2005.
 - 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 27th May, 2006.
 - 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.
 - 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.