

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」)謹定於二零零七年六月十五日(星期五)上午九時在中華人民共和國黑龍江省哈爾濱市香坊區三大動力路39號B座17樓會議大廳,舉行二零零六年度股東周年大會,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 2006 will be held at 17th Floor Meeting Room, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Friday, 15th June, 2007 at 9:00 a.m. for the following purposes:

普通事項

1. 審議並批准本公司截至二零零六年十二月三十一日止年度的董事會報告書;
2. 審議並批准本公司截至二零零六年十二月三十一日止年度的監事會報告書;
3. 審議並批准本公司二零零六年一月一日至二零零六年十二月三十一日期間經審核帳目和核數師報告;
4. 宣佈派發本公司二零零六年度股息每股人民幣0.090元。

特別事項

5. 授權本公司董事會有權委任任何人士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。
6. 授權公司董事會決定公司聘任核數師事項並釐定其酬金。

承董事會命
公司秘書
馬遂

中國哈爾濱,二零零七年四月二十三日

As Ordinary Business

1. To consider and approve the report of directors of the Company for the year ended 31st December, 2006;
2. To consider and approve the report of supervisory committee of the Company for the year ended 31st December, 2006;
3. To consider and approve the audited accounts and auditor's report of the Company for the period from 1st January, 2006 to 31st December, 2006;
4. To declare the 2006 dividend of RMB0.090 per share.

As Special Business

5. 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 general meeting of the Company;
6. To authorize the Board of Directors of the Company to determine the appointment of auditors and authorize the Board of Directors of the Company to fix their remuneration.

By order of the Board
Ma Sui
Company Secretary

Harbin, China, 23rd April, 2007

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

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

附註：

1. 為確定有權出席股東周年大會並表決和獲派予股東大會擬派的二零零六年度股息的股東名單，本公司將於二零零七年五月十五日至二零零七年六月十四日期間（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周年大會並進行表決及有權獲派二零零六年度股息（如經該股東大會宣派），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，亦無權獲派二零零六年度股息。
2. 擬出席股東周年大會的股東應在二零零七年五月二十五日下午五時前，將擬出席會議的書面回覆送達公司的辦公通訊地址。
3. 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（不論該人是否為股東）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）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辦公通訊地址方為有效。

Registered office of the Company:
Block 3, Nangang High Technology
Production Base
Harbin, Heilongjiang Province
People's Republic of China

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

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 proposed dividend of the year of 2006 to be declared at that meeting, the Company shall temporarily suspend changes to the register of shareholders from 15th May, 2007 to 14th June, 2007 (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 proposed dividend of the year of 2006 (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 dividend of the year of 2006.
2. Shareholders intending to attend the Annual General Meeting shall give written notice of the same to the Company, which shall be lodge at the office address of the Company on or before 5:00 p.m. on 25th May, 2007.
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, if any, under which the form is signed must be deposited at the office and communication address of the Company not less than 24 hours before the time for holding the Annual General Meeting.