

茲通告：東北電氣發展股份有限公司（“本公司”）謹訂於2003年5月29日（周四）上午九時在中國瀋陽市和平區太原南街189號金都飯店公司會議室舉行2002年度股東大會，藉以處理如下普通事項：

It is hereby notified that Northeast Electric Development Company Limited (the Company) is to hold its Annual General Meeting of Shareholders for the year of 2002 at 9:00 a.m. Thursday, 29 May 2003 at the meeting room of the Company in Kingdom Hotel on 189 Taiyuan Street (S), Heping District, Shenyang City, Liaoning Province, PRC, which is to handle the following matters:

普通決議案：

AS ORDINARY RESOLUTIONS:

1. 審議並批准截至二零零二年度經審核帳目及核數師報告書；
2. 審議並批准截至二零零二年度的董事會報告書；
3. 審議並批准截至二零零二年度的監事會報告書；
4. 審議並批准截至二零零二年度淨利潤分配預案；
5. 審議續聘德勤關黃陳方會計師行為本公司的境外核數師及德勤華永會計師事務所為本公司的境內核數師，聘期一年，並授權董事會厘定其酬金。

1. To consider and approve the audited accounts and Auditor's Report of the Company for the year ended 31 December 2002;
2. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2002;
3. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2002;
4. To consider and approve the Company's net profit appropriation proposal for the year ended 31 December 2002;
5. To consider the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants and Tohmatu Touche Tohmatsu Hua Yong Certified Public Accountants as overseas auditors and domestic auditors respectively for a year, and authorize of the Board of Directors to fix their remuneration; and

特別決議案：

AS SPECIAL RESOLUTIONS:

6. 接納副董事長劉傑先生、董事張殿軍先生、劉永順先生、李丕學先生、李錦彪先生、唐小江先生、獨立董事管維立先生因工作需要辭去職務的申請；
7. 接納監事會主席吳慶煒先生、監事羅貴良先生、張鴻良先生因工作需要辭去職務的申請；
8. 增補田莉女士、羅宏先生、盧粵女士、何萬軍先生、劉鑫先生、張德本先生為董事候選人；
9. 增補羅啟茂先生、黃川先生為監事候選人。

6. To accept the resignation of Mr. Liu Jie, Vice Chairman, Messrs. Zhang Dianjun, Liu Yongshun, Li Pixue, Li Jinbiao and Tang Xiaojiang, who are directors, and Mr. Guan Weili, who is independent director, from their positions due to work requirements;
7. To accept the resignation of Mr. Wu Qingwei, Chairman of the Supervisory Committee, and Messrs. Luo Guiliang and Zhang Hongliang, who are supervisors, from their positions due to work requirements;
8. To appoint Ms. Tian Li, Mr. Luo Hong, Ms. Lu Yue and Messrs. He Wanjun, Liu Xin and Zhang Deben as new directors; and
9. To appoint Messrs. Luo Qimao and Huang Chuan as replacement supervisors



年度股東大會通告

Notice of Annual General Meeting

附註：

1. 為了確定有權出席股東大會 H 股股東名單，本公司將於 2003 年 4 月 30 日至 2003 年 5 月 29 日期間(首尾兩天包括在內)，暫停辦理 H 股股東股份過戶登記。於 2003 年 4 月 29 日收市時登記在冊的股東有權出席會議並於會上表決。凡欲出席會議的 H 股股東須於 2003 年 4 月 29 日下午四時前，將所有過戶文件連同有關股票交回本公司 H 股過戶登記處，地址為香港皇后大道東 183 號合和中心 17 樓 1712-1716 室，香港證券登記有限公司辦事處。
2. 凡欲出席會議的股東需填寫回執並於 2003 年 5 月 9 日前，將此回執寄回本公司。
3. 任何有權出席股東大會並表決的股東，均有權委派一位或多個人(不論該人是否為股東)作為其股東代理人，代其出席及表決。
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)最遲須在股東大會召開 24 小時前交回本公司，方為有效。

Notes:

1. The register of members of the Company will be closed from 30 April 2003 to 29 May 2003 (both days inclusive), during which period no transfer of the Company's H shares will be registered. Shareholders whose names appear in the register of members on 29 April 2003 are entitled to attend and vote at the meeting. Transfers of H shares and their share certificate must be lodged with the share registrar of the Company's H shares - Hong Kong Registrars Limited, Room 1712-1716, 17/F Hopewell center, 183 Queen's Road East, Hong Kong, by 4:00p.m. on 29 April 2003 in order to entitle the transferee to attend the Annual General Meeting.
2. Shareholders who intend to attend the Annual General Meeting should return the reply slip for attending the Annual General Meeting to the office of the board of directors on or before 9 May 2003 by mail or by fax.
3. Each Shareholder entitled to attend and vote at the Annual General Meeting may appoint one or more proxies, to attend and vote on his or her behalf at the Annual General Meeting. A proxy need not to be a Shareholder.
4. To be valid, the notarially certified power of attorney, or other document of authorization (if any) and the form of proxy must be delivered to the office of the board of directors by not less than 24 hours before the time appointed for the holding of the meeting.