

# NOTICE OF ANNUAL GENERAL MEETING

**Notice is hereby given** that the 2004 Annual General Meeting (the “AGM”) of Northeast Electric Development Company Limited (the “Company”) will be held at the conference room, Jindu Hotel, No.189, Taiyuan Nan Street, Heping District, Shenyang, China, at 9:00a.m. on Thursday, 2 June 2005 for the following purposes:

1. To consider and approve the report of annual results for the year ended at 31 December 2004.
2. To consider and approve the net profit distribution proposal for the year ended at 31 December 2004;
3. To approve the re-appointment of Deloitte Touche Tohmatsu Hua Yong Certified Public Accountants and Deloitte Touche Tohmatsu Certified Public Accountants as the Company’s domestic and international auditors, respectively, for a term of one year and authorize the Board of Directors to fix their remuneration;
4. To consider and approve the proposal of the amendments for the Articles of Association.
5. To propose the convening of 2004 AGM at the conference room, Jindu Hotel, No.189, Taiyuan Nan Street, Heping District, Shenyang, China, at 9:00a.m. on Thursday, 2 June 2005 to consider the above matters.

*Notes:*

- (1) Any holder of A Shares who has registered on the register of members of the Company at HKSCC Registrars Limited by the close of business on 29 April 2005 is entitled to attend the AGM.
- (2) In order to confirm the list of holders of H Shares who is entitled to attend the AGM, the register of shareholders of the Company will be closed from 3 May 2005 to 2 June 2005 (both days inclusive), during which period no transfer of shares will be registered. The shareholder whose name appears on the register by the close of business on 29 April 2005 is entitled to attend the AGM and vote at the meeting. Holders of H Shares who intend to attend the meeting shall deposit the transfers and the relevant share certificates at the Company’s H Share Registrar, HKSCC Registrars Limited, located at 19/F., Hopewell Centre, 183 Queen’s Road East. HK., not later than 4:00 p.m. on 29 April 2005.
- (3) Shareholders who intend to attend the meeting shall lodge the reply slip for attending the meeting to the Company before 13 May 2005.
- (4) Any shareholder entitled to attend and vote at the meeting is also entitled to appoint one or more proxies (whether or not the shareholder of the Company) to attend and vote at the meeting on his/her behalf.
- (5) In order to be valid, the proxy form of shareholders and other notarially certified documents (if any) shall be deposited at the Company not less than 24 hours before the time for holding the meeting. .
- (6) The AGM is not expected to take more than one day. Shareholders or their proxies attending the AGM shall be responsible for their own travel and accommodation expenses.

By order of the Board  
**Sun Zhen, Li Huifen**  
*Joint Company Secretaries*

18 April 2005