



東北電氣發展股份有限公司

NORTHEAST ELECTRIC DEVELOPMENT CO., LTD.

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 0042)

PROXY FORM FOR USE AT 2004 ANNUAL GENERAL MEETING

Number of shares related to this form of proxy (note 1)	
---	--

I / We (note 2) _____, address _____, hold _____ A Shares, _____ H Shares of the Company and hereby appoint the Chairman of the meeting or Mr. / Ms. _____, address (note 3) : _____, as my / our proxy to act for me at the Annual General Meeting to be held at Conference Room, Jindu Hotel, No.189 Taiyuan South Street, Heping District, Shenyang, Liaoning Province, the PRC at 9:00 a.m. on Thursday, 2 June 2005 and to vote for me / us in respect of resolution as indicated below, or if no such indication is given, as the proxy thinks fit.

RESOLUTIONS	For (note 4)	Against (note 4)
1. To consider the results announcement for 2004		
2. To consider the net profit distribution plan for 2004		
3. To consider the re-appointment of auditors and authorisation of the Board of Directors to fix their remuneration		
4. To consider the proposed amendments to the Articles of Association		

Signature(s) (note 5): _____

Date: _____ 2005

Notes:

- Please insert the number of shares to which this form of proxy relates. If the number of shares is not inserted, the form of proxy will be deemed to relate to all the shares in the Company registered in your name.
- Full name and address must be inserted in BLOCK LETTERS.
- If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy appointed. You may appoint one or more proxies to attend and vote on your behalf. The proxy need not be a member of the Company.
- If you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". Failure to tick either box will entitle your proxy to cast your vote at his / her own discretion.
- This form of proxy must be signed by you or your attorney duly authorized in writing. If the shareholder is a legal person, this form of proxy should bear the chop of the legal person, or should be signed by his / her legal representative or attorney duly authorized in writing. The power of attorney referred herein should be notarially certified.
- This form of proxy, together with the power of attorney, must be delivered to the Secretary's Office of the Company by 1 June 2005 by post or facsimile