

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2005 Annual General Meeting (the “AGM”) of Northeast Electric Development Company Limited (“the Company”) will be held in the conference room, Kingdom Hotel, No. 189 Taiyuan Nan Street, Heping District, Shenyang, PRC at 9.00am on Friday, 2 June 2006 for the following purposes:

1. To consider and approve the report of the annual results for the year ended 31 December 2005;
2. To consider and approve the net profit appropriation proposal for the year ended 31 December 2005;
3. To approve the re-appointment of Deloitte Touche Tohmatsu Huayong 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 determine their remunerations;
4. To consider and approve the proposal of the amendments to the Articles of Association.

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 28 April 2006 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 2006 to 2 June 2006 (both days inclusive), during which period no transfer of shares will be registered. The shareholder whose names appear on the register by the close of business on 28 April 2006 are 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 relevant share certificates at the Company’s H shares registrar, Hong Kong Registrars Limited located at 19/F Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4.00pm on 28 April 2006.
- (3) Shareholders who intend to attend the meeting shall lodge the reply slips for attending the meeting to the Company before 13 May 2006.
- (4) Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies (whether or not shareholder of the Company) to attend and vote at the meeting on his/her behalf.
- (5) In order to be valid, the proxy forms 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 expected to last for half a day. Shareholders or their proxies attending the AGM shall bear their own travel and accommodation expenses.

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

18 April 2006