

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2006 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, 20 April 2007 for the following purposes:

1. To approve the report of the annual results for the year ended 31 December 2006;
2. To approve the net profit appropriation proposal for the year ended 31 December 2006;
3. To approve the Resolution in Relation to Reappointment of the Company's domestic and international Auditors;
4. To approve the proposal of the amendments to the Articles of Association.
5. To approve the Rule of Procedure of the Shareholder's Meeting, the Rule of Procedure of the Board of Directors, and the Rule of Procedure of the Supervisory Committee.

Notes:

- (1) Any holder of A shares who has registered on the register of the Company at China Securities Depository and Clearing Company Limited Shenzhen Branch by the close of business on 13 April 2007 is entitled to attend the Meeting.
- (2) In order to confirm the list of holders of H shares who is entitled to attend the meeting, the register of shareholders of the Company will be closed from 20 March 2007 to 20 April 2007 (both days inclusive), during which period no transfer of shares will be registered. The shareholders whose names appear on the register by the closes of business on 19 March 2007 are entitled to attend the meeting 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 17/F Hopewell Center, 183 Queen's Road East, Hong Kong not later than 4:30 pm on 19 March 2007.
- (3) Shareholders who intend to attend the meeting shall lodge the reply slips for attending the meeting to the Company before 31 March 2007.
- (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) should be deposited at the Company not less than 24 hours before the time for holding the meeting.
- (6) The meeting is expected to last for half a day. Shareholders or their proxies attending the meeting shall bear their own travel and accommodation expenses.

Office address: 14/F, Kingdom Hotel, No.189 Taiyuan South Street, Heping District, Shenyang, PRC

By order of the Board
Mak Yee Chuen
Company Secretaries

28 February 2007