

茲通告哈爾濱動力設備股份有限公司（「本公司」）謹訂於二零零一年六月二十二日星期五上午九時假座中華人民共和國黑龍江省哈爾濱市動力區大慶路95號B座17樓會議大廳，舉行二零零零年度股東週年大會，以便處理下列事項：

## 普通事項

1. 省覽和考慮接納本公司截至二零零零年十二月三十一日止年度的董事會報告書；
2. 省覽和考慮接納本公司截至二零零零年十二月三十一日止年度的監事會報告書；
3. 省覽和考慮接納本公司截至二零零零年十二月三十一日止期間的經審核帳目和核數師報告；
4. 繼續聘任德勤•關黃陳方會計師行和滬江德勤會計師事務所為本公司的核數師及授權本公司董事會釐定其酬金；
5. 宣布派發本公司二零零零年年度股息每股人民幣0.0375元。

## 特別事項

6. 授權本公司董事會有權委任任何人填補董事會臨時空缺或增任為董事，其任期至本公司下一次股東周年大會完結時為止。

承董事會命  
公司秘書  
鄧先元

二零零一年四月二十三日

註冊地址：  
中華人民共和國  
黑龍江省，哈爾濱市  
南崗高科技生產基地  
三號樓

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Harbin Power Equipment Company Limited (the "Company") for the year 2000 will be held at Block B, 95 Daqing Road, Dongli District, Harbin, Heilongjiang Province, the People's Republic of China on Friday, 22nd June, 2001 at 9:00 a.m. for the following purposes:

## As Ordinary Business

1. To receive and consider the report of the board of directors for the year ended 31st December, 2000;
2. To receive and consider the report of the supervisory committee for the year ended 31st December, 2000;
3. To receive and consider the audited accounts of the Company and the auditors' report for the period ended 31st December, 2000;
4. To re-appoint Messrs. Deloitte Touche Tohmatsu and Messrs. Deloitte Touche Tohmatsu Shanghai Certified Public Accountants as the auditors of the Company and authorize the directors of the Company to fix their remuneration;
5. To declare the 2000 final dividend of Rmb0.0375 per share.

## As Special Business

6. To authorize the board of directors of the Company to appoint any person to fill in a causal vacancy in the board of directors or as an additional directors, his term of office shall expire at the conclusion of the next following annual meeting of the Company.

By order of the Board  
**Deng Xian-yuan**  
Company Secretary

23rd April, 2001

Registered office  
Block 3  
Nangang High Technology Production Base  
Harbin  
Heilongjiang Province  
People's Republic China

辦公通訊地址：

中華人民共和國  
黑龍江省、哈爾濱市  
動力區大慶路95號  
B座

Office Address

Block B, 95 Daqing Road  
Dongli District  
Harbin  
Heilongjiang  
PRC

附註：

Notes:

1. 為確定有權出席股東週年大會並表決和獲派予股東會擬派的二零零零年度股息的股東名單，本公司將於二零零一年五月二十三日至二零零一年六月二十二日期間（包括首尾兩天），暫停辦理股東名冊變更登記，暫停登記前已經在冊的股東有權出席股東週年大會並進行表決及有權獲派二零零零年度股息（如經該股東會宣派的話），暫停登記期間買入本公司股份的人士無權出席股東週年大會，亦無權獲派二零零零年度股息。
  2. 擬出席股東週年大會的股東應在二零零一年六月一日下午四時前，將擬出席會議的書面回覆送達本公司的註冊地址或辦公通訊地址。
  3. 任何有權出席股東週年大會並有權表決的股東，均有權委派一個或多個人（不論該人是否股東）作為其股東代理人，代他出席及表決。
  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它授權文件（如有的話）必須於股東週年大會指定舉行時間二十四小時前送交本公司的註冊地址或辦公通訊地址方為有效。
  5. 本公司的《公司章程》規定董事會委任任何人填補董事會臨時空缺或增任為董事的權力必須先獲股東大會批准授權。股東週年大會通知第六項所列的決議案是為了方便在董事會出現臨時空缺時，及時委任新董事，填補臨時空缺，給公司運作帶來方便，並無其他因素。
1. For the purpose of determining the list of shareholders entitled to attend and vote at the Annual General Meeting and the receive of the final dividend to be declared at that meeting, the Company shall temporarily suspend changes to the register of shareholders from 23rd May, 2001 to 22nd June, 2001 (both days inclusive). Shareholders whose names appear on the register at the time of the suspension of registration shall be entitled to attend and vote at the Annual General Meeting and shall be entitled to receive the final dividend if declared at that meeting. Persons who purchase shares of the Company during the period of suspension of registration shall not be entitled to attend the Annual General Meeting nor to the final dividend of the year 2000.
  2. Shareholders intending to attend the Annual General Meeting shall give written notice of the same to the Company, which shall be lodged at the registered office or office address of the Company on or before 4:00 p.m. on 1st June, 2001.
  3. A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more persons (whether or not a shareholder of the Company) as his proxy to attend and vote instead of him.
  4. To be valid, the form of proxy, together with a duly notarized power of attorney or other document of authority, if any, under which the form is signed must be deposited at the registered office or office address of the Company not less than 24 hours before the time for holding the Annual General Meeting.
  5. According to the regulations in the Articles, the authorization of the board of directors to appoint any person to fill in a casual vacancy in the board of directors or as an additional director must be approved by the general meeting in advance. The special resolution 6 is proposed for the purpose of timely appointing new director when the is a casual vacancy in the board of directors so as to facilitate the operation of the Company. No other factors exist.

