

茲通告哈爾濱動力設備股份有限公司（「本公司」）謹定於二零零三年六月二十日（星期五）上午九時在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，舉行二零零二年度股東周年大會，以便處理下列事項：

普通事項

1. 審議並批准本公司截至二零零二年十二月三十一日止年度的董事會報告書；
2. 審議並批准本公司截至二零零二年十二月三十一日止年度的監事會報告書；
3. 審議並批准本公司截至二零零二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德勤華永會計師事務所有限公司為本公司的核數師及授權本公司董事會厘定其酬金；
5. 宣佈派發本公司二零零二年度股息每股人民幣0.006元。

特別事項

6. 選舉產生公司第四屆董事會成員並厘定其酬金；
7. 選舉產生公司第四屆監事會成員並厘定其酬金；
8. 將本公司「章程」第82條首句內容「董事會由15名董事組成，其中至少2名為獨立董事。」修改為「董事會由11名董事組成，其中至少2名為獨立董事。」

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Harbin Power Equipment Company Limited (the "Company") for the year of 2002 will be held at Block B, 95 Daqing Road, Dongli District, Harbin, Heilongjiang Province, the People's Republic of China on Friday, 20th June, 2003 at 9:00 a.m. for the following purposes:

As Ordinary Business

1. To receive and consider the report of directors for the year ended 31st December, 2002;
2. To receive and consider the report of the supervisory committee for the year ended 31st December, 2002;
3. To receive and consider the audited accounts of the Company and the auditors' report for the year ended 31st December, 2002;
4. To re-appoint Messrs. Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants Limited as the auditors of the Company and authorize the directors of the Company to fix their remuneration;
5. To declare the 2002 final dividend of Rmb0.006 per share;

As Special Business

6. To elect the members for the 4th Board of Directors of the Company and fix their remuneration;
7. To elect the members for the 4th Supervisory Committee of the Company and fix their remuneration.
8. To revise the first sentence of the Clause 82 in the Articles of Association of the Company "The Board of Directors shall consist of 15 members, among which at least two members are independent directors." into "The Board of Directors shall consist of 11 members, among whom at least two are independent directors";



9. 將本公司章程第109條之首句「公司設總經理1名，副總經理若干名，但至多不超過5名」修改為「公司設總經理1名，副總經理若干名」。
10. 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大會完結時為止。

承董事會命
公司秘書
鄧先元

中國哈爾濱，二零零三年四月二十日

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

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

9. To revise the first sentence of the Clause 109 in the Articles of Association of the Company "The Company shall have one general manager and several but at most five deputy general managers." into "The Company shall have one general manager and several deputy general managers.";
10. To authorize the Board of Directors of the Company to appoint any person to fill in a casual vacancy in the Board of Directors or as an additional director, 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

Harbin, the People's Republic of China, 20th April, 2003

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

Office Address
Block B, No.95 Daqing Road, Dongli District
Harbin, Heilongjiang Province
People's Republic of China

附註：

1. 為確定有權出席股東周年大會並表決和獲派予股東會擬派的二零零二年度股息的股東名單，本公司將於二零零三年五月二十日至二零零三年六月十九日期間（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周年大會並進行表決及有權獲派二零零二年度股息（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周年大會，亦無權獲派二零零二年度股息；
2. 擬出席股東周年大會的股東應在二零零三年六月二日下午四時前，將擬出席會議的書面回覆送達公司辦公通訊地址。
3. 任何有權出席股東周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他授權文件（如有的話）必須於股東周年大會指定舉行時間二十四小時前送交本公司辦公通訊地址方為有效。
5. 關於董事會換屆。按規定本屆董事會任期至二零零三年九月三十日，為有利於公司上下的實際運作，提高工作效率，降低費用，從第四屆董事會開始，每次換屆和股東周年大會同時進行，因此，本屆董事會換屆從九月份提前至六月份進行，並無其他原因。

Notes:

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 20th May, 2003 to 19th June, 2003 (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 of 2002.
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 2nd June, 2003.
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, of 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 meeting.
5. Change of Board of Directors. Pursuant to certain regulation, the office term of this Board of Directors should expire on 30th September, 2003. In order to facilitate the actual operation of the Company, improve efficiency and reduce expenses, the change of Board of Directors and Annual General Meeting will be conducted at the same time since the fourth Board of Directors. Therefore, the change of the current Board of Directors will be advanced from September to June. There is no other reason for this.

