



股東週年大會通知

Notice of Annual General Meeting

茲通告哈爾濱動力設備股份有限公司(「本公司」)謹定於二零零四年六月十八日(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三大動力路39號B座17樓會議大廳,舉行二零零三年度股東周年大會,以便處理下列事項:

普通事項

1. 審議並批准本公司截至二零零三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二零零三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二零零三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. 宣布派發本公司二零零三年度股息每股人民幣0.008元。

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Harbin Power Equipment Company Limited (the "Company") for the year of 2003 will be held in the meeting-room on 17th Floor, Block B, No. 39 Sandadongli Road, Dongli District, Harbin, Heilongjiang Province, the People's Republic of China on Sunday, 18th June, 2004 (Friday) 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, 2003;
2. To receive and consider the report of the supervisory committee for the year ended 31st December, 2003;
3. To receive and consider the audited accounts of the Company and the auditors' report for the year ended 31st December, 2003;
4. To re-appoint Messrs. Deloitte 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 2003 final dividend of Rmb0.008 per share.



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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大會完結時為止。
7. 授權公司董事會在遵守有關法律、法規的前提下，在董事會認為適當時機，一次或分多次配發面值總額不超過等於本決議案通過日本公司已發行H股面值總額的20%的新股。授權有效期為本決議案通過日起12個月或至股東大會通過特別決議撤消或更改本決議案時為止。如果上述配發新股決議案被通過並得以實施，授權董事會對本公司的《公司章程》第十五條、第十六條有關內容進行必要的修改，以反映公司股本結構和註冊資本由於配發新股所發生的變動。

承董事會命
公司秘書
鄧先元

中國哈爾濱，二零零四年四月二十五日

公司註冊地址：
中華人民共和國
黑龍江省，哈爾濱市
南崗區高科技生產基地三號樓

公司辦公通訊地址：
中華人民共和國
黑龍江省，哈爾濱市
動力區三大動力路39號B座

As Special Business

6. 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;
7. To authorize the Board of Directors of the Company, subject to the related law and regulations, to allot New Shares in aggregate up to 20% of nominal value of the H Shares in issue as at the date of the passing of this resolution in full or in batches in due course. The authorization will remain valid for a period of 12 months commencing on the date at which this resolution is passed or until a special resolution to revoke or alter the authorization granted under this resolution passed at general meeting. Subject to the above resolution to issue new shares being passed, the Board of Directors of the Company is authorized to make necessary alteration to the Article 15 and Article 16 of the Articles to reflect the changes resulting from the allotment of New Shares in the shareholding structure and registered capital of the Company.

By order of the Board
Deng Xian-yuan
Company Secretary

Harbin, the People's Republic of China, 25th April, 2004

Registered office of the Company:
Block B, Nangang High Technology Production Base
Harbin, Heilongjiang Province
People's Republic of China

Office Address of the Company:
Block B, No 39 Sandadongli Road, Dongli District
Harbin, Heilongjiang Province
People's Republic of China



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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二零零三年度股息的股東名單，本公司將於二零零四年五月十八日至二零零四年六月十七日期間（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二零零三年度股息（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，亦無權獲派二零零三年度股息；
2. 擬出席股東周年大會的股東應在二零零四年五月二十八日下午四時前，將擬出席會議的書面回覆送達公司的註冊地址或辦公通訊地址。
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它授權文件（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的註冊地址或辦公通訊地址方為有效。

Note:

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 18th May, 2004 to 17th June, 2004 (both day 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 of the final dividend 2003 declared at that meeting. Persons who purchased 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 2003.
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 28th May, 2004.
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 General Meeting.