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**哈爾濱動力設備股份有限公司**  
**Harbin Power Equipment Company Limited**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1133)**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Harbin Power Equipment Company Limited (the "Company") for the year of 2008 will be held at 17th Floor Meeting Room, Block B, 39 Sadadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Friday, 12th June, 2009 at 9:00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To consider and approve the report of directors of the Company for the year ended 31st December, 2008.
2. To consider and approve the report of supervisory committee of the Company for the year ended 31st December, 2008.
3. To consider and approve the audited accounts and auditor's report of the Company for the period from 1st January, 2008 to 31st December, 2008.
4. To declare the 2008 dividend of Rmb0.075 per share (appropriate tax included).
5. To appoint Mr. Zou Lei as executive director of the Company. His tour of duty will expire until the term of the Board of Directors end (Note 5).

**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 general meeting of the Company.
7. To authorize the Board of Directors of the Company to determine the appointment of auditors and authorize the Board of Directors of the Company to fix their remuneration.
8. In order to ensure flexibility as issue any shares, the Board recommends that shareholders of the general authorization of the Board of Directors can be authorized to allot, issue and deal with no more than the total amount of issued shares listed on overseas stock markets 20% of Domestic Shares and H shares (Note 6).

9. To authorize the Board of Directors of the Company to determine to repurchase H shares not more than 10% of total issued share.

By order of the Board  
**Ma Sui**  
*Company Secretary*

Harbin, China, 24th April, 2009

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

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

*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 proposed dividend of the year of 2008 to be declared at that meeting, the Company shall temporarily suspend changes to the register of shareholders from 12th May, 2009 to 11th June, 2009 (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 of the proposed dividend of the year of 2008 (if declared at that General Meeting). Person 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 dividend of the year of 2008.
2. Shareholders intending to attend the Annual General Meeting shall give written notice of the same to the company, which shall be lodge at the office address of the Company on or before 5:00 p.m. on 22nd May, 2009.
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 office and communication address of the Company not less than 24 hours before the time for holding the Annual General Meeting.
5. Controlling shareholder of the Company, Harbin Electric Corporation nominated Mr. Zou Lei-based executive director of the fifth session Board of Directors of candidates.

Mr. Zou Lei resume: Mr. Zou, forty-two years old, graduated from mechanical design and manufacture major of Jiamusi technical college in Heilongjiang province in China and got baccalaureate, then he graduated from Harbin Institute of Technology and gained his master of business administration. Mr. Zou possesses rich experiences in power equipment industry, he was the dispatcher, Party office secretary, league deputy secretary, secretary in dispatching room of production division in Harbin Boiler Works, Party branch secretary of pipe first branch factory, factory director of heavy vessel workshop, factory director of Pingshan branch factory, production director, deputy general manager, Chairman of the Board, General manager and Party committee deputy secretary in Harbin Boiler Company Limited. Now Mr. Zou is the general manager of the controlling shareholder of the Company – Harbin Electric Corporation. Mr. Zou has been the company's executive director from 11th February, 2009.

6. The Board of Director suggested that shareholder gain generality delegation so as to ensure the flexibility when issuing any shares and give conditionally right to Board. This general delegation will authorize the Board of Director(or directors authorized by Board) to allocate, issue and handle as many as issued [domestic capital share] as well as overseas listing foreign capital share's 20% of total shares.
- (1) Under the conditions to obey the third and fourth paragraph below, according to PRC (China) Company Law and related regulations of listing location (revised now and again), general and unconditionally authorized Board to exercise all rights of company, allocating, issuing and handling new shares during "related period", as well as determine items and conditions to allocate and issue new shares, including below items:
    - a. Classification and amount of new shares planning to issue;
    - b. Fixed way and/or issued price of new shares (including price interval);
    - c. Starting and ending date of issuing shares;
    - d. Classification and amount of new shares issued to shareholder; and
    - e. Making and awarding suggestion, protocol and stock option that maybe needed when exercising these rights.
  - (2) Approval stated in the first paragraph will authorize boards make or award during "related period" suggestion, protocol and stock option that maybe needed when exercising these rights needed or maybe needed after ending "related period".
  - (3) According to the first paragraph stated in front, Board authorizes and approves the face value of [domestic capital new share] and overseas listing foreign capital share allocated and issued conditionally or unconditionally should not exceed 20% of [domestic capital share] and overseas listing foreign capital share issued already.
  - (4) When exercising rights according the first paragraph, the Board should: (a) obey China Company Law, related regulations of listing location (revised now and again), and (b) gain the approval of China Securities Regulatory Commission and other related Chinese government branch.
  - (5) Concerning this resolution:

"related period" means the interval from the date passing this resolution until the earlier date of three listing below:

    - a. Twelve months after passing this resolution;
    - b. At the end of next annual conference of stockholders; as well as
    - c. The authorized date shareholders pass special resolution recalling and revising this resolution.
  - (6) Under the conditions of related Chinese government and according to China Company Law, authorized board exercising rights according the first paragraph will increase company's registration capital to necessary amount.
  - (7) Authorized board signs necessary document, deals essential procedure, adopts other necessary action for completing allocation, issue and listing new shares on the basis of obeying related law, administrative regulation, controlling regulations of the listing location.

- (8) Under the conditions of related Chinese government, authorized board will make proper and essential revision to related contents of Company Regulation according to the way, category, amount of company new share allocation and issue as well as practical status of company stock right structure after completing new share allocation and issue, so as to reflect changes generated by company capital stock structure, register capital due to this authorization.

*At the date of this announcement, executive directors of the Company are Mr. Gong Jingkun, Mr. Zou Lei, Mr. Qu Dazhuang, Mr. Duan Hongyi, Mr. Shang Zhongfu and Mr. Wu Weizhang, while the independent non-executive directors are Mr. Zhou Daojiong, Ms. Ding Xuemei, Mr. Jia Chengbing, Ms. Li Hejun and Mr. Jiang Kui.*