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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)*  
**(Stock Code: 1133)**

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Harbin Power Equipment Company Limited (the "Company") will be held at 14/F Meeting Room Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Friday, 11 December, 2009 at 9:00 a.m. for the following purposes:

### AS ORDINARY RESOLUTIONS

— Appoint the directors of the sixth session director meeting and fix their remuneration

1 Appoint Mr. Gong Jing-kun as executive director of the sixth session director meeting of the Company;

2 Appoint Mr. Zou Lei as executive director of the sixth session director meeting of the Company;

3 Appoint Mr. Duan Hong-yi as executive director of the sixth session director meeting of the Company;

4 Appoint Mr. Shang Zhong-fu as executive director of the sixth session director meeting of the Company;

5 Appoint Mr. Wu Wei-zhang as executive director of the sixth session director meeting of the Company;

6 Appoint Mr. Sun Chang-ji as independent director of the sixth session director meeting of the Company;

7 Appoint Mr. Jia Cheng-bing as independent director of the sixth session director meeting of the Company;

8 Appoint Ms. Li He-jun as independent director of the sixth session director meeting of the Company;

9 Appoint Mr. Yu Bo as independent director of the sixth session director meeting of the Company;

10 Appoint Mr. Liu Deng-qing as independent director of the sixth session director meeting of the Company;

— Appoint the supervisors of the sixth session supervisor meeting and fix their remuneration

1 Appoint Mr. Wang Zhi-sen as supervisor representing shareholder of the sixth session supervisor meeting of the Company;

2 Appoint Mr. Chen Guang as supervisors representing shareholder of the fifth session supervisor meeting of the Company;

3 Appoint Mr. Xu Er-ming as independent supervisor of the sixth session supervisor meeting of the Company;

### AS SPECIAL RESOLUTIONS

— 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;

— 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.

By order of the Board

Ma Sui

Company Secretary

October 26, 2009

Harbin, China

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 extraordinary general meeting, the Company shall temporarily suspend changes to the register of shareholders from November 11, 2009 to December 10, 2009 (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 shareholders' meeting. Persons who purchased shares of the Company during the period of suspension of registration shall not be entitled to attend the extraordinary general meeting

2. Shareholders intending to attend the extraordinary 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 4:00 p.m. on November 21, 2009.
3. A Shareholder entitled to attend and vote at the extraordinary 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 office and communication address of the company not less than 24 hours before the time for holding the shareholders' special meeting
5. Mr.Gao Xu-guang and Ms.Lu Chun-lian are elected as supervisors representing staff and workers by all the staff of the sixth session supervisor meeting of the Company.
6. The directors of board and supervisors have been drafted and the resume as following:

#### **Resumes of Director Candidates of the sixth Board**

**Mr. Gong Jing-kun**, born in July 1958, senior engineer and with a master degree, now secretary of Party Committee, chairman of the Company, secretary of Party Committee, chairman of Harbin Electric Corporation and deputy director of China Machinery Industry Federation.

Mr. Gong graduated from Shenyang Institute of Machinery and Electronics in 1982 and joined in HE in the same year. Later on, he studied in Shanghai Fudan University, majoring in economic management and was conferred the master degree. Mr. Gong joined in HE in 1982. Mr. Gong has been vice director of production division, vice manager of production department, manager of hydropower workshop in former Harbin Electric Machinery Works of the Group, and general manager assistant and deputy general manager of the Electric Machinery Company of the Group. Mr. Gong was appointed as chairman of Archeng Relay Group Company and Archeng Relay Company Limited in 1999, in August 2000, he was appointed as vice chairman and general manager of HE and in September 2000, Mr. Gong was appointed as vice chairman of the Company. In May 2006, he was appointed as chairman of HE and in September, chairman of the Company.

**Mr. Zou Lei**, born in June 1966, senior economist and master of business administration, now executive director of the Company and director, general manager of Harbin Electric Corporation.

Mr. Zou graduated from Jiamusi Technical College in Heilongjiang Province in July, 1988, majoring in mechanical design and manufacture, and was conferred the bachelor degree. Then Mr. Zou graduated from Harbin Institute of Technology and was conferred the master of business administration. Mr. Zou 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. He was appointed as deputy general manager of Harbin Boiler Company Limited in July 2002 and chairman, general manager of Harbin Boiler Company Limited in September, 2007. In December 2008, Mr. Zou was elected as general manager of Harbin Electric Corporation. Mr. Zou has been executive director of the Company from February, 2009.

**Mr. Duan Hong-yi**, born in February 1963, senior accountant and master of business administration, now deputy general manager of HE, executive director of the Company.

Mr. Duan graduated from Harbin Electrical Machinery College in 1982, majoring in mechanics, and joined in HE in the same year. Mr. Duan has been a comprehensive planner and vice manager of planning department of former Boiler Works of the Group. He participated in the reorganization of HE as shareholding Company and issuing and listing of the Company's shares in 1994. He has been vice director and director of planning and accounting department, vice chief accountant of the Company and supervisor, deputy general manager of the Turbine Company of the Group and vice chairman of Harbin Power Technology & Trade Incorporation of the Group since 1995. He was appointed as deputy general manager of HE in August 2000, and executive director of the Company in September 2000.

**Mr. Shang Zhong-fu**, born in March 1961, master of business administration and researcher & senior engineer, now executive director and deputy general manager of the Company.

Mr. Shang graduated from Harbin Institute of Technology in 1982, majoring in steam turbine, and joined in HE in the same year. He has been assistant section head and deputy head of the Design Research Institute, vice chief economist and vice chief engineer of former Turbine Works of the Group. In October 1998, he was appointed as deputy general manager of the Turbine Company of the Group and in November 1999, chairman and general manager of the Turbine Company of the Group. In September 2000 he was executive director of the Company and in February 2002, appointed as deputy general manager of the Company.

**Mr. Wu Wei-zhang**, born in July 1962, researcher & senior engineer and with a doctor degree, now executive director of the Company and chairman and general manager of the Electric Machinery Company of the Group. Mr. Wu graduated from Tsinghua University, majoring in hydropower and was conferred master degree in 1988. Mr. Wu obtained a doctor degree in thermal energy engineering in Tsinghua University and joined in HE in 1988. Mr. Wu was deputy director of turbine department of Electrical Machinery Institute and deputy head of Electrical Machinery Institute, deputy manager of hydropower workshop, vice chief engineer and vice manager of product design department of the Electric Machinery Company of the Group. Mr. Wu has been the deputy general manager of the Electric Machinery Company of the Group in 1999. In October 2000, he was appointed as chairman and general manager of the Electric Machinery Company of the Group. He was appointed as executive director of the Company in September 2000. He was appointed as executive director in September, 2000. Mr. Wu was conferred doctor degree of Tsinghua University in 2002. Mr. Wu was appointed as other social duties, for example, chairman of large electrical machinery institute of China Electrical Equipment Industry Association, chairman of China Power Engineering Hydraulic Turbine Special Committees, chairman and secretary-general of China Hydraulic Turbine Standardization

Technical Committee, distinguished professor of Harbin Institute of Technology and Huazhong University of Science and Technology.

**Mr. Sun Chang-ji**, born in August 1942, researcher & senior engineering, now special adviser of China machinery Industry Federation, deputy head of preparatory group of State Nuclear Power Technology Corporation.

Mr. Sun graduated from Tsinghua University in September 1966 and joined in work in 1968. He was appointed as section manager, workshop director, deputy factory director and factory director of Dongfang Turbine Company Limited. He has been deputy department head of Mechanical Production of Machine Building Industry in January 1991, deputy director of Mechanical Production of Machine Building Industry in April 1993, deputy director of State Industry Bureau (deputy ministerial level) in April 1998. Since January 1999, he has been deputy secretary of Party Committee, deputy president (deputy ministerial level) of Bank of China. He was also appointed as general manager of China Orient Asset Management Corporation from September 1999 to August 2001. Since November 2000, Mr. Sun has been vice chairman of Bank of China and vice chairman of Bank of China (Hong Kong) and also was secretary of Discipline Committee of Bank of China from June 2003. Since August 2004, he has been vice chairman of Bank of China (Hong Kong), and also was deputy director of China Machinery Industry Federation. Mr. Sun was elected as member of the tenth CPPCC National Committee in January 2003 and deputy head of preparatory group of State Nuclear Power Technology Corporation in October 2004.

**Mr. Jia Cheng-bing**, born in August 1942, senior engineer and with a bachelor degree, now special adviser of China Machinery Industry Federation, president of China Foundry Association. Mr. Jia graduated from Hefei University of Technology, majoring in foundry. He joined in work in July 1965. He has been deputy section chief, section chief of Ministry of Machinery Electronics Industry and Ministry of Machine Building Industry; department head of Human Resources and director of the general office of Ministry of Machine Building Industry; Party commissioner of the Ministry of Machine Building Industry. In March 2001, chairman of the Supervisory Committee for various large State Council organizations (China National Materials Industry Group, China State Shipbuilding Corporation, The State Development and Investment Corp.). Since February 2006, he was appointed as deputy managing directors and special adviser of China Machinery Industry Federation and president of China Foundry Association. He was appointed as independent director of the Company since September 2006.

**Ms. Li He-jun**, born in June 1944, senior economist and with a bachelor degree, now vice chairperson of the Board of Southwest Aluminum (Group) Co. Ltd, vice chairperson of the Board of Shanxi Hancheng Coal Company, executive director of China Association of Women Entrepreneurs and committee member of the Financial Advisory Committee. Ms. Li graduated from Central Institute of Finance and Economics (currently known as Central University of Finance and Economics), majoring in finance and accounting. She joined in work in August 1966. She has been deputy section chief and section chief of Henan Province Planning Commission, vice president and Party's vice secretary of China Construction Bank Henan Branch. In 1993, she was president and Party secretary of China Construction Bank Henan Branch, and director of Henan Provincial Investment Association. In 1999, she was the chief commissioner of the Execute Commission and Audit Commission for China Cinda Asset Management Corporation. Since 2004, she was appointed as commissioner of China Cinda Asset Management Corporation Expert Advisory Commission, vice chairperson of the Board of Southwest Aluminum (Group) Co. Ltd, vice chairperson of the Board of Shanxi Hancheng Coal Company, executive director of China Association of Women Entrepreneurs, commissioner of Finance Inquiry Commission and senior advisor for Lehman Brothers Asia Holding Inc. She was appointed as independent director of the Company since September 2006. She was appointed as independent director of the Company since September 2006.

**Mr. Yu Bo**, born in October 1960, professor, doctoral tutor and with a doctor degree, now master of Economic and Management College of HIT.

Mr. Yu graduated from Harbin Institute of Technology in 1981, majoring in Electric Automation, and joined in work in 1982. He has been assistant, lecturer, vice professor and professor of Management College of HIT. Mr. Yu was appointed as director of business administration of administration college of HIT in 2000, director of MBA education center of administration college of HIT in 2002, assistant to the president and director of MBA education center of HIT in 2003, master of Economic and Management College of HIT in 2008. Mr. Yu has also been other social duties, for example, deputy director of Energy System Engineering Committee of China Energy Research Council, member of the National MBA Education Steering Committee, member of Military Science and Technology Management Committee of China Ordnance Society, director of China Technical and Economic Research Association, member of The Economic Commission for Space Technology of Beijing Society of Astronautics, director of Space Research Management Research Association, director of Heilongjiang Financial Budget Board and expert of industry group of Heilongjiang Science and Technology Advisory Committee.

**Mr. Liu Dengqing**, born in November 1970, Tsinghua University PHD in Management, China's registered public appraiser, registered real estate appraiser, registered mining rights assessor, the first assessment of the National Top Ten Youth division, now is a partner of Beijing Chinese Enterprise Appraisals Limited Liability Company. He served as executive vice president and chief appraiser.

Now a member of the Tenth National Youth Federation; director of China Asset Evaluation Association; the first senior member of China Asset Evaluation Association; member of State-owned Assets Supervision and Administration Commission and Ministry of Finance assessment project review group; member of China Securities Regulatory Commission at its 10th, 11th Session Fa Shenwei; member of China Appraisal Society Technical Committee on the assessment criteria of assets, member of Business Valuation Professional Committees, member of evaluation of intangible assets Professional Committee, China's Education editorial board member of the follow-up registration of CPV, member of Beijing Institute of Chartered Accountants asset evaluation Professional Committee,

member of Publicity Committee, member of the editorial board of "Beijing Certified Public Accountants,".

### **Resumes of Supervisor Candidates of the sixth Supervisory**

**Mr. Wang Zhi-sen**, born in 1950, senior engineer and with a bachelor degree, now secretary of Discipline Committee, chairman of the Supervisory of the Company and one member of the Company's Standing Communist Party Committee and secretary of Discipline Committee of Harbin Electric Corporation.

Mr. Wang graduated from Tsinghua University in October 1968, majoring in electrical engineering, and joined in work in the same year. He was deputy division chief of Enterprise Cadre Administration Office of Department of Cadre under Ministry of Machine Industry, deputy division chief of general office of department of personal and labor under Ministry of Machine Industry. He was director of information sector of China Electrical Engineering News in 1989, head and secretary of Party Committee of Instrument and Meter Technology Institute under Ministry of Machinery and Electronics Industry in 1992; deputy director of general office of Ministry of Internal Trade in January 1995. He was secretary of Party Committee, deputy general manager of China National Agricultural Machinery Corporation; director of State Commission for Economic Restructuring in 1996. He was secretary of Party Committee, and secretary of Discipline Committee of Huaxing Products Corporation in 1998; director, secretary of Party Committee, and secretary of Discipline Committee of China Huaxing Group in 2001. In June 2007, he was appointed as one member of the Company's Standing Communist Party Committee and secretary of Discipline Committee of Harbin Power Equipment Group Corporation, simultaneously as a one member of the Company's Standing Communist Party Committee and secretary of Discipline Committee of the Company. He was appointed as chairman of the Supervisory of Company in March 2008.

**Mr. Chen Guang**, born in August 1964, senior engineer and with a master degree, now is director of the enterprise development department of Boiler Company of HE.

Mr. Chen graduated from Xi'an Jiaotong University and joined in the Harbin Electric Corporation in 1986. He served as the designer of the design department of Boiler Company of HE, secretary of factories office, deputy manager of spare parts company, chairman and deputy secretary of pipe 2 branch, secretary and manager of steam package branch, manager of pipe 1 branch, security director and secretary of technology positions. In August 2009 he was appointed as the boiler Director of director and secretary of the enterprise development department of Boiler Company of HE.

**Mr. Xu Er-ming**, born in December 1949, professor, doctoral tutor and with a doctor degree, now is vice president of Graduate School of Renmin University of China.

Mr. Xu graduated from the Ren Min University of China in 1978, majoring in Industrial Economics and stayed to work as a former teaching assistant, lecturer, associate professor, professor. He has been director of China-Canada University Management Education Program Office of Renmin University of China, deputy director of the Department of Industrial Economics (concurrently), deputy director of Business Administration, Renmin University of China Education Center (concurrently), and Deputy Director of the Institute of Renmin University of China Foreign Economics and Management. In 1996, Mr. Xu was appointed as vice president of College of Business Administration of Renmin University of China, and became president in 1997. In June 2006, he was appointed as vice president of Graduate School of Renmin University of China. Now he was Deputy Secretary-General of the tenth School Academic Committee of Renmin University of China, member of the third session Council of Renmin University of China, also member of the sixth business management disciplines of the State Council Academic Degrees Committee, vice president of Chinese Enterprise Management Research Association, president of Beijing Hyundai Enterprise Research Association, non-executive director of China Telecom Co., Ltd enjoying the State Council Government Special Allowance. He also served as the State Council's Degree in Business Administration Discipline Review Committee at its fifth group of deputy convener of the National MBA Education Steering Committee and a member of the Ministry of Education College of Business Administration, chairman of the Steering Committee on Teaching. Professor Xu Erming was convicted more than ten universities, Zhe Jiang University, hired part-time professor, and worked in New York State University at Buffalo, University of Scranton, University of Technology Sydney, Australia, National Kyushu University in Japan and Hong Kong Polytechnic University.

**Mr. Gao Xu-guang**, born in 1971, senior engineer and with a bachelor degree, now head of organization division of Party Committee Harbin Turbine Company Limited.

Mr. Gao graduated from Harbin Institute of Technology with a bachelor degree. He joined in work in July 1994. He has been deputy director of the general manager office, the secretary of the Board and director of corporate development research center of Harbin Turbine Company Limited. He was appointed as supervisor of the Company in 2003 and head of organization division of Party Committee Harbin Turbine Company Limited in October 2009.

**Ms. Lu Chun-lian**, born in March 1959, senior engineer and with a bachelor degree, now supervisor representing staff and workers of the Company and vice chief engineer and deputy head of Electrical Machinery Institute of the Electric Machinery Company of HE. Ms. Lu graduated from Harbin Institute of Electrical Engineering in 1982 and joined in HE in the same year. She has been an engineer and deputy director of insulation material Research Section under Electrical Machinery Research Institute and director of technology department of coil factory in the Electric Machinery Company. In 2002, Ms. Lu was elected as head of coil workshop in the Electric Machinery Company. In September 2003, Ms. Lu was elected as supervisor of the Company. In March, 2008, Ms. Lu was elected as vice chief engineer of the Electric Machinery Company of HE. On 2<sup>nd</sup> April, 2009, Ms. Lu was elected as deputy head of Electrical Machinery Institute of the Electric Machinery Company of HE.

At the date of the announcement, directors of the Company are:

Executive directors: Mr. Gong Jing-kun, Mr. Zou Lei, Mr. Shang Zhong-fu and Mr. Wu Wei-zhang  
Independent directors: Mr. Zhou Dao-jiong, Mr. Jia Cheng-bing, Mr. Jiang Kui and Ms. Ding Xue-mei

## **Reply Slip for the Extraordinary General Meeting to held on Friday, 11 December 2009**

To: Harbin Power Equipment Company Limited (the “**Company**”)

I/We<sup>(附註2)</sup>

Address is

Hold this company’s share: H shares

As HPEC shareholder ([this company]) ,hereby inform the Company that I/We intend to attend the extraordinary general meeting of the Company to be held at 9:00 a.m on Friday, December 11, 2009 at Conference Room, 14/F, Block B 39 Sandadongli Road, Xiangfang District. Harbin, Heilongjiang Province, the People’s Republic of China.

Date: \_\_\_\_\_ 2009      Signature(s):

*Notes:*

1. Please insert full name(s) and address(es) as shown in the register of members in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s).
3. The completed and signed reply slip should be deposited at Computershare Hong Kong Investor Services Limited for holders of H shares of the Company on or before 21 November 2009. The address of Computershare Hong Kong Investor Services Limited is Rooms 1806-1807, 18<sup>F</sup>, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.