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哈电集团
HARBIN ELECTRIC CORPORATION

哈尔滨动力设备股份有限公司

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Harbin Power Equipment Company Limited (the “Company”) will be held at 17th Floor Meeting Room, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People’s Republic of China on Wednesday, 6 July 2011 at 9:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT:**

- (A) the transactions contemplated under the financial services framework agreement entered into between the Company and 哈爾濱電氣集團財務有限責任公司 (HE Finance Company Limited*) on 13 April 2011 (the “Financial Services Framework Agreement”) (a copy of which is produced to the meeting marked “A” and initialled by the chairman for the purpose of identification) and the annual caps for each of the three years ending 31 December 2011, 2012 and 2013 in respect of the receipt of depository services by the Company and its subsidiaries from 哈爾濱電氣集團財務有限責任公司 (HE Finance Company Limited*) in accordance with the terms of the Financial Services Framework Agreement be and are hereby approved; and
- (B) the directors of the Company be and are hereby authorised to take all actions and execute all documents which they deem necessary, desirable or appropriate in order to implement or give effect to the Financial Services Framework Agreement and transactions contemplated thereunder.”

By order of the Board of
Harbin Power Equipment Company Limited
Ma Sui
Company Secretary

18 May 2011

* *For identification purposes only*

Notes:

1. For the purpose of determining the list of shareholders entitled to attend and vote at the EGM, the Company shall temporarily suspend changes to the register of shareholders from 4 June 2011 to 5 July 2011 (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 EGM. Person who purchased shares of the Company during the period of suspension of registration shall not be entitled to attend the EGM. In order to qualify the attendance at the EGM, all transfers documents, accompanied by the relevant share certificates, must be lodged with the Company's Registrar, namely, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:00 p.m. on 3 June 2011.
2. Shareholders intending to attend the EGM shall give written notice of the same to the Company, which shall be lodged at the office address of the Company before 5:00 p.m. on 13 June 2011.
3. A Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more persons (whether or not a shareholder of the Company) as his proxy to attend and vote on behalf 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 address of the Company not less than 24 hours before the time appointed for holding the EGM.

As at the date of this notice, the Directors of the Company are:

Executive Directors: Mr. Gong Jing-kun, Mr. Zou Lei, Mr. Duan Hong-yi, Mr. Wu Wei-zhang and Mr. Shang Zhong-fu

Independent non-executive Directors: Mr. Sun Chang-ji, Mr. Jia Cheng-bing, Ms. Li He-jun, Mr. Yu Bo and Mr. Liu Deng-qing