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哈尔滨动力设备股份有限公司

HARBIN POWER EQUIPMENT COMPANY LIMITED

(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 2010 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 Friday, 13th May, 2011 at 9:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To consider and approve the Report of the Directors of the Company for the year ended 31st December, 2010;
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31st December, 2010;
3. To consider and approve the audited accounts and the auditor’s report of the Company for the period from 1st January, 2010 to 31st December, 2010;
4. To declare the 2010 dividend of RMB0.14 per share.

AS SPECIAL BUSINESS

5. 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 general meeting of the Company.
6. 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.

7. To make amendments to the Articles of Association of the Company (Change of Company Name): “The registered name of the Company is 哈爾濱動力設備股份有限公司 in Chinese and HARBIN POWER EQUIPMENT COMPANY LIMITED (short name “HPEC”) in English.” in clause 2 of the Articles of Association be amended to:

“The registered name of the Company is 哈爾濱電氣股份有限公司 in Chinese and HARBIN ELECTRIC COMPANY LIMITED in English.”

8. To authorize the Board of Directors of the Company, in compliance with applicable laws and regulations and in opportunities they considered proper, to place the new shares at once or various times with a total par value of no more than twenty percent (20%) of the Company’s listed H shares’ or A shares’ total par value on this resolution approval day. The authorization will be valid from the resolution approval day, its duration will be 12 months or expire until the Annual General Meeting of the Company approves the special decision to withdraw or modify this resolution. If the above resolution of placing the new shares is approved and carried out, to authorize the Board of Directors of the Company to make necessary revision on the clause 15 and clause 16 in the Articles of Association of the Company, so as to reflect the alterations of the Company’s share capital structure and registered capital, which results from the new shares placing.

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

Harbin, China, 18th March, 2011

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 2010 to be declared at that meeting, the Company shall temporarily suspend changes to the register of shareholders from 13th April, 2011 to 12th May, 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 Annual General Meeting and shall be entitled to receive of the proposed dividend of the year of 2010 (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 2010. In order to qualify for the final dividend for 2010, all transfers documents, accompanied by the relevant share certificates, must be lodged with the Company’s Registrar in Hong Kong, 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 4:30 p.m., 12th April 2011.

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 office address of the Company before 5:00 p.m. on 15th April 2011.
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 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 Annual General Meeting.