



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)

(Stock Code: 1133)

Form of proxy for use at the extraordinary general meeting

I/We¹ _____
of _____
being the registered holder(s) of ² _____
H Shares/domestic shares* of RMB1.00 each in the capital of the above name company (the "Company"),
HEREBY APPOINT³ _____
of _____
or failing him the chairman of the meeting as my/our proxy to attend for me/us at the extraordinary general Meeting (the "Meeting") (and at any adjournment thereof) of the Company to 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 for the purpose of considering and, if thought fit, passing the resolution referred to the notice convening the Meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereinafter indicated, and, if no such indication is given as my/our proxy thinks fit.

| | | FOR ⁴ | AGAINST ⁴ |
|----|---------------------|------------------|----------------------|
| 1. | Ordinary resolution | | |

* Delete the inappropriate

Signature⁶ _____

Date _____

NOTES:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of H Shares or domestic shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desire in the space provided, failing which the chairman of the meeting will be appointed as your proxy. **ANY ALTERATION MADE TO THIS FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE BOX MARKED "AGAINST".** Failure to indicate which way you wish your vote to be cast will entitle your proxy to cast your vote at his direction.
5. A Shareholder entitled to attend and vote at the 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.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under its seal or (as the case may be) legal person's chop or under the hand of its director or an attorney duly authorised.
7. 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 Meeting.