



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)

Form of proxy for use at the Annual General Meeting

I/We¹ _____
of _____
being the registered holder(s) of² _____ 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 annual general Meeting (the "Meeting") (and at any adjournment thereof) of the Company to be held at Conference Room, 17/F, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Friday, 12th June, 2009 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions 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.

AS ORDINARY BUSINESS		FOR ⁴	AGAINST ⁵
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.		
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.	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.		
9.	To authorize the Board of Directors of the Company to determine to repurchase H shares not more than 10% of total issued share.		

* Please delete as appropriate

Signature⁶ _____

Date: _____

NOTES:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
- 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).
- 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.
- 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.
- 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 instead of him.
- 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.
- Where there are joint holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy, the person whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy, together with the duly notarised power of attorney or other document of authority (if any) under which it is signed must be lodged at the office address of the Company at Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China not less than 24 hours before the time appointed for holding the Meeting.
- Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Meeting if he so wishes, in the event that he attends the Meeting, his form of proxy will be deemed to have been revoked.