



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 Extraordinary General Meeting

Number of share about this form^(附注1)

H shares

I/We^(附注2)

Address is

Hold this company' s share: H shares

As HPEC shareholder ([this company]), now appoint^(附注3) the chairman of the meeting/
as my/our proxy to attend for me at the Extraordinary General Meeting ([the Extraordinary
General Meeting]) (and at any adjournment thereof) of the Company to be held at Conference Room, 14/F, Block
B 39 Sandadongli Road, Xiangfang District. Harbin, Heilongjiang Province, the People's Republic of China on Friday, December 10,
2009 at 9:00 a.m. to vote for resolutions according to below indication, and, if no such indication is given as my/our proxy thinks fit.

RESOLUTIONS	FOR ^(附注4)	AGAINST ^(附注4)
AS ORDINARY RESOLUTIONS		
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 fifth session director meeting of the Company;		
10、Appoint Mr. Liu Deng-qing as independent director of the sixth session director meeting of the Company;		
11、Appoint Mr. Wang Zhi-sen as supervisors representing shareholder of the sixth session director meeting of the Company;		
12、Appoint Mr. Chen Guang as supervisors representing shareholder of the sixth session supervisor meeting of the Company;		
13、Appoint Mr.. Xu Er-ming as independent supervisors of the sixth session supervisor meeting of the Company;		
AS SPECIAL RESOLUTIONS		
1、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;		
2、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.		

Date: _____ 2009

Signature^(附注5):

NOTES:

- Please insert the number of ordinary 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).
- Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
- If someone beyond the chairman of the meeting is appointed as proxy, please delete the words 「 chairman of Meeting 」 ,then insert the name and address of proxy who is appointed by your proxy. if don't fill the name(s),the chairman of the meeting will appoint as your proxy. Shareholder may appoint one or more proxy to attend and vote. The proxy is appointed couldn't be shareholder of this Company. ANY ALTERATION MADE TO THIS FORM MUST BE INITIALLED 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.

5. 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 authorized.
6. The appointed proxy would be appointed by consignor or the consignment letter he/she represent to sign. If the consignment letter be signed by consigner, this letter or other authorizes documents should be signed by notary . In order to be valid, this form of proxy, together with the duly notarized power of attorney or other document of authority (if any) under which is signed must be lodged at the registered office address or at the office address of the Company not less than 24 hours before the time appointed for holding the Shareholder Special Meeting.
7. Where there are joint holders of any share of the Company, any one of such persons may vote at the Extraordinary General 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.
8. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Extraordinary General Meeting if he so wishes, in the event that he attends the Meeting, his form of proxy will be deemed to have been revoked.