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 with limited liability)

(Stock Code: 1133)

Form of proxy for use at the Shareholder Special Meeting

Number of share about this form(Note 1) ____________________ H shares

I/We(Note 2) ____________________

Address is ____________________

Hold this company's share: H shares ____________________

As HPEC's shareholder ("this company"), now appoint(Note 3) the chairman of the meeting/ ____________ as my/our proxy to attend for me at the Shareholder Special Meeting ("the Shareholder Special Meeting") (and at any adjournment thereof) of the Company to be held at Conference Room, 17/F, Block B 39 Sandadongli Road, Dongli District. Harbin, Heilongjiang Province, the People's Public of China on Friday, 29th September, 2006 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(Note 4)	AGAINST(Note 4)
1. Appoint Mr. Gong Jing-kun as executive director of the fifth session director meeting of HPEC;		
2. Appoint Mr. Zhao Ke-fei as executive director of the fifth session director meeting of HPEC;		
3. Appoint Mr. Qu Da-zhuang as executive director of the fifth session director meeting of HPEC;		
4. Appoint Mr. Duan Hong-yi as executive director of the fifth session director meeting of HPEC;		
5. Appoint Mr. Shang Zhong-fu as executive director of the fifth session director meeting of HPEC;		
6. Appoint Mr. Wu Wei-zhang as executive director of the fifth session director meeting of HPEC;		
7. Appoint Mr. Zhou Dao-jiong as independent director of the fifth session director meeting of HPEC;		
8. Appoint Ms. Ding Xue-mei as independent director of the fifth session director meeting of HPEC;		
9. Appoint Mr. Jia Cheng-bing as independent director of the fifth session director meeting of HPEC;		
10. Appoint Ms. Li He-jun as independent director of the fifth session director meeting of HPEC;		
11. Appoint Mr. Jiang Kui as independent director of the fifth session director meeting of HPEC;		
12. Appoint Mr. Lang En-qi as supervisors representing shareholder of the fifth session supervisor meeting of HPEC;		
13. Appoint Mr. Yang Xu as supervisors representing shareholder of the fifth session supervisor meeting of HPEC;		
14. Appoint Mr. Chen Si as independent supervisor of the fifth session supervisor meeting of HPEC.		

Date: ____________________ 2006 Signature(Note 5): ____________________

NOTES:

1. 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).
2. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
3. 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**.
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. 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 Annual 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.