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## CLARIFICATION ANNOUNCEMENT

Reference is made to the “ Form of proxy fo



# 哈爾濱動力設備股份有限公司

Harbin Diesel Engine Co., Ltd.

Incorporated in the People's Republic of China

(Stock Code: 1133)

## Form of proxy for use at the Special General Meeting

Number of share about this form <sup>(1)</sup>

H shares

I/V<sup>(2)</sup>

Address is

Hold this company' s share H shares

As HPEC shareholder ([this company]), now appoint<sup>(3)</sup> the chairman of the meeting/

as my/our proxy to attend for me at the Special General Meeting ([the Special 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 11, 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 <sup>(4)</sup>	AGAINST <sup>(4)</sup>
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		

- 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.
  9. Remuneration of directors and supervisors should be fixed according to the remuneration policies of the Company and the performance appraisal situation of directors and supervisors