

一、董事、監事、高級管理人員情況

(1) 董事、監事及高級管理人員變動情況

於二零零一年一月十六日，三屆九次董事會議同意，因工作變動，劉世剛先生辭去第三屆董事會副董事長、董事職務，鍾樹森先生、李紅東先生辭去第三屆董事會董事職務，楊士傑先生辭去第三屆監事會主席、監事職務，斯澤夫先生辭去總經理職務，鍾樹森先生辭去副總經理職務。三屆九次董事會議選舉朱元巢先生擔任第三屆董事會副董事長，董事會聘任朱元巢先生擔任本公司總經理，聘任賀建華先生擔任本公司副總經理、總工程師。

於二零零一年二月十六日，三屆十次董事會議同意田武先生因工作變動不再擔任公司董事會秘書，董事會聘任本公司董事龔丹先生兼任董事會秘書。

於二零零一年三月六日臨時股東大會選舉張繼烈先生、張天德先生、賀建華先生為董事，選舉李紅東先生為監事。同日三屆七次監事會議選舉李紅東先生為第三屆監事會主席。

於二零零一年九月十四日三屆十七次董事會議，董事會聘任周宏喜先生為本公司副總經理。

於二零零二年一月二十三日，三屆十九次董事會議同意張繼烈先生因工作變動辭去第三屆董事會董事職務。



1. Directors, supervisors, senior management and staff

(1) Changes in directors, supervisors, senior management and staff

On 16 January 2001, as a result of work reallocation, Mr. Liu Shigang resigned from his position as the Vice Chairman and Director of the 3rd Board of Directors; Mr. Zhong Shusen and Mr. Li Hongdong resigned from the position as directors of the 3rd Board of Directors; Mr. Yang Shijie resigned from the position of the Chairman and Supervisor of the Supervisory Committee; Mr. Si Zefu resigned from the position of General Manager; and Mr.

Zhong Shusen resigned from the position of Deputy General Manager. The above resignations were approved and Mr. Zhu Yuanchao was elected as the Company's Vice Chairman of the 3rd Board of Directors and the Company's General Manager, and Mr. He Jianhua was appointed as Deputy General Manager and Chief Engineer of the Company by the Board of Directors at the ninth meeting of the 3rd Board of Directors.

On 16 February 2001, the resignation of Mr. Tian Wu from the position of the Secretary to the Board of Directors due to work reallocation was approved at the tenth meeting of the 3rd Board of Directors and the Board of Directors appointed the Company's director Mr. Gong Dan as the Secretary to the Board of Directors.

On 6 March 2001, Mr. Zhang Jilie, Mr. Zhang Tiande and Mr. He Jianhua were elected as directors, and Mr. Li Hongdong was elected as supervisor at the Extraordinary General Meeting. On the same day, Mr. Li Hongdong was elected as the Chairman of the third Supervisory Committee at the seventh meeting of the 3rd Supervisory Committee.

At the seventeenth meeting of the 3rd Board of Directors held on 14 September 2001, the Board of Directors appointed Mr. Zhou Hongxi as the Company's Deputy General Manager.

On 23 January 2002, the resignation of Mr. Zhang Jilie from the 3rd Board of Directors due to work reallocation was approved at the nineteenth meeting of the 3rd Board of Directors.

一、董事、監事、高級管理人員情況 (續)

(1) 董事、監事及高級管理人員變動情況 (續)

於二零零二年四月一日本公司召開二屆六次職代會(二零零二)第二次職工代表團組長會議,同意由於工作變動原因肖世德先生辭去第三屆監事會職工代表監事職務,並選舉肖水泉先生為職工代表監事。

以上信息公告刊登於二零零一年一月十八日、二月十九日、三月七日、九月十四日、二零零二年一月二十四日及四月十日內地的《上海證券報》及香港的《文匯報》和《Hong Kong iMail》。

(2) 現任董事、監事及高級管理人員簡介

執行董事

斯澤夫先生,現年43歲,現任本公司董事長,東方電機廠黨委書記、廠長。擁有高級工程師職稱。斯先生一九八三年七月畢業於陝西機械學院機械系金屬材料專業,並於一九九三年九月,進入清華大學經濟管理學院攻讀工商管理碩士,一

九九五年七月畢業並獲得工商管理碩士(MBA)學位。斯先生於一九八三年八月加入東方電機廠,歷任東方電機廠團委副書記、書記,鑄造分廠副廠長、廠長兼黨總支書記,生產處黨支部書記兼副處長,東方電機廠副廠長及本公司董事、副總經理、總經理、德陽市副市長。



1. Directors, supervisors, senior management and staff (continued)

(1) Changes in directors, supervisors, senior management and staff (continued)

On 1 April 2002, the Company convened the second meeting of labour representative group leaders in the six meeting (2002) of the 2nd Board of Labour Representatives. The resignation of Mr Xiao Shide as the supervisor representing the labour from the 3rd Supervisory Committee was approved and Mr Xiao Shuiquan was appointed as the supervisor representing the labour.

The announcement of the above information was published on Shanghai Security Daily in the PRC and Wen Wei Po and Hong Kong iMail in Hong Kong on 18 January 2001, 19 February 2001, 7 March 2001, 14 September 2001 and 24 January 2002 and 10th April 2002 respectively.

(2) Current directors, supervisors, senior management and staff

Executive Directors

Mr. Si Zefu, aged 43, is currently the Chairman of the Company and Secretary to the Party Committee, General Manager of DFEW. Mr. Si graduated from Shanxi Machinery College with specialisation in metallurgy in July 1983. He was admitted to Qinghua University in September 1993 and graduated with a MBA degree from the School of Business Administration in July 1995. Mr. Si holds the title of Senior Engineer. He joined DFEW in August 1983 and had been Vice

Secretary and Secretary to the League Party Committee of DFEW, Deputy Head, Head and General Secretary to the party committee of the Casting Plant; Deputy Director and Secretary to the Party Committee of the Production Department of DFEW; Deputy Head of DFEW; Director, Deputy General Manager of the Company and Deputy Mayor of Deyang City.

一、董事、監事、高級管理人員情況
(續)

(2) 現任董事、監事及高級管理人員簡
介 (續)

執行董事 (續)

朱元巢先生，現年45歲，現任本公司副董事長、總經理，東方電機廠黨委副書記、副廠長。擁有正高級工程師職稱。朱先生畢業於合肥工業大學電氣工程系電機專業，於一九八二年加入東方電機廠，長期從事電機設計及技術管理工作。先後擔任電機處副科長、總工程師辦公室副主任、副總經理、總工程師等職務。

秦澤浚先生，現年57歲，現任本公司董事、常務副總經理。擁有高級工程師職稱。秦先生畢業於華中理工大學動力工程系水力機械專業，於一九六七年加入東方電機廠，從事水輪機製造工藝及管理工作，歷任廠辦副主任、主任、人勞處處長、水電分廠廠長兼黨總支書記、東方電機廠廠長助理、副廠長等職務。

周宏喜先生，現年55歲，現任本公司董事、副總經理。並任東方電機動力設備有限公司董事長兼總經理。擁有高級經濟師職稱。周先生畢業於武漢機械學院機械系鑄造專業，於一九七零年加入東方電機廠，主要從事鑄造工藝及企業管理等工作。歷任冶鍛科副科長、鑄造分廠廠長、計劃處處長、東方電機廠廠長助理、副廠長等職。

1. Directors, supervisors, senior management and staff
(continued)

(2) Current directors, supervisors, senior management and staff
(continued)

Executive Directors (continued)

Mr. Zhu Yuanchao, aged 45, is currently the Vice Chairman, and General Manager of the Company and Secretary to the Party Committee, Deputy Factory Director of DFEW. He holds the title of Senior Engineer. Mr. Zhu graduated from the faculty of Electrical Engineering of Hefei Industrial University specialised in electrical engineering. He joined DFEW in 1982 and engaged in electrical machinery design, technology and management. He had been the Deputy Head of Electrical Equipment Department, Deputy Director, Vice Chief Engineer, Deputy General Manager and Chief Engineer of the Chief Engineer Office.

Mr. Qin Zejun, aged 57, is currently the Director and Executive Deputy General Manager of the Company. He holds the title of Senior Engineer. Mr. Qin graduated from the faculty of Kinetic Engineering of Huazhong University of Science and Technology where he specialised in Hydraulic machinery. He joined DFEW in 1967 and was involved in the manufacturing technology of hydro turbines. He had been the Deputy Head and Head of the Administration Office, Head of the Personnel Department, Secretary to the party Committee and Head of the Hydro Turbine Manufacturing Workshop at DFEW, Assistant to the Factory Director and Deputy Factory Director of DFEW.

Mr. Zhou Hongxi, aged 55, is currently the Director and Deputy General Manager of the Company. He holds the title of Senior Economist. He graduated from the Department of Mechanical Engineering of Wuhan Institute of Mechanical Engineering where he specialised in casting. He joined DFEW in 1970 and was mainly engaged in casting operations and general administration. He had been the Deputy Head of the Refining Workshop, Head of the Casting Workshop, Head of the Planning Department, Assistant to the Factory Director and Deputy Factory Director of DFEW.

一、董事、監事、高級管理人員情況 (續)

(2) 現任董事、監事及高級管理人員簡介 (續)

執行董事 (續)

韓志橋先生，現年43歲，現任本公司董事、副總經理。擁有高級工程師職稱。韓先生畢業於陝西機械學院水利系水電站動力設備專業，於一九八三年加入東方電機廠，長期從事產品銷售及技術服務工作。歷任銷售服務處副科長、科長、副處長等職務。

龔丹先生，現年39歲，現任本公司董事、副總經理、董事會秘書。擁有高級工程師職稱。龔先生畢業於安徽工學院機械系鑄造專業，並於一九九四年至一九九七年，在四川大學經濟管理系現代經濟管理專業研究生班學習並畢業。龔先生於一九八三年加入東方電機廠，主要從事青工管理、組織部門工作。

歷任團委副書記、團委書記、青工辦主任、組織部長等職務。

張天德先生，現年48歲。現任本公司董事、副總經理。擁有高級工程師職稱。張先生畢業於華北水電學院水電站動力設備專業，於一九七一年加入東方電機廠，長期從事產品銷售、技術服務及生產管理工作。歷任銷售服務處副科長、科長、副處長，公司生產長等職務。



1. Directors, supervisors, senior management and staff (continued)

(2) Current directors, supervisors, senior management and staff (continued)

Executive Directors (continued)

Mr. Han Zhiqiao, aged 43, is currently the Director and Deputy General manager of the Company. He holds the title of Senior Engineer. Mr. Han graduated from the faculty of Irrigation of Shanxi Machinery College specialised in water power generating equipment. He joined DFEW in 1983 and engaged in product sale and technological service. He had been the Deputy Head and Head of Sale Service Department.

Mr. Gong Dan, aged 39, is currently the Director, Deputy General Manager and the Secretary to the Board of Directors of the Company. He holds the title of Senior Political Administrator. Mr. Gong graduated from Anhui Industrial College specialised in casting. He joined the postgraduate program in the Faculty of Economic Management of Sichuan University specialised in modern economic management in 1994 and graduated in 1997. He joined DFEW in 1983 and was mainly in charge of management of young workers and had been the Deputy Head and Head to the League Party

Committee, head of Young Worker's Office, Head of Organisation Department.

Mr. Zhang Tiande, aged 48, is currently a Director and Deputy General Manager of the Company. He holds the title of Senior Engineer. Mr. Zhang graduated from Huabei Water Power College specialised in water power generating equipment. He joined DFEW in 1971 and engaged in product sale and technological service and production management. He had been the Deputy Head, Head and Deputy Department Head of the Sale Service Department Head of the Sale Service Department, and Production Head of the Company and the Chairman.

一、董事、監事、高級管理人員情況
(續)

(2) 現任董事、監事及高級管理人員簡
介 (續)

執行董事 (續)

賀建華先生，現年39歲，現任本公司董事、副總經理、總工程師。擁有高級工程師職稱。賀先生畢業於重慶大學電氣工程系電機專業，並於一九八七年九月至一九九零年七月在華中理工大學電機專業攻讀碩士研究生並獲得碩士學位。於一九八四年加入東方電機廠，長期從事電機設計及技術開發工作。歷任電機處副科長、副總設計師兼副處長、總設計師兼副處長，公司副總工程師等職。

非執行董事

孫效良先生，現年68歲，現任本公司非執行董事、中華企業股份制諮詢公司董事長。歷任中國第一機械工業部處長、辦公廳副主任及政策研究室主任，國家體改委委員兼司長。一九九三年二月出任中華企業股份制諮詢公司總經理，現時兼任中國社會科學院工業經濟研究所研究員及對外經濟貿易大學法學院教授，及昆明機床股份有限公司和吉林化工股份有限公司等多家公司的非執行董事。

1. Directors, supervisors, senior management and staff
(continued)

(2) Current directors, supervisors, senior management and staff
(continued)

Executive Directors (continued)

Mr. He Jianhua, aged 39, is currently a Director and Deputy General manager and Chief Engineer of the Company. He holds the title of Senior Engineer and Deputy General Manager of the Company. Mr. He graduated from the Faculty of Electrical Engineering of Chongqing University specialised in electrical engineering. He attended the master postgraduate program in the Faculty of Electrical Engineering of Huazhong Polytechnic University between September 1987 and July 1990 and obtained a master's degree. He joined DFEW in 1984 and engaged in design of electrical machinery and technological development. He had been Deputy Head, Deputy Chief Engineer, Chief Designer and Deputy Department Head of the Electrical Equipment Department, and Deputy Chief Engineer of the Company.

Non-executive Directors

Mr. Sun Xiaoliang, aged 68, is currently an non-executive Director of the Company and the Chairman of China enterprise Share Restructuring management consultant Company. Mr. Sun had been the Division Head, Deputy Director of the General Office and Director of the Policy and Research Office of the PRC Ministry of First Machinery Industry and also a member and Department Head of the State Structural Reform Commission for several terms. In February 1993, he was appointed General Manager of China Enterprise Share Restructuring Management Consultant Company. Mr. Sun also holds the position of Researcher of the Industrial Economy Research Institute of Chinese Academy of Social Sciences, Professor of the Law School of Foreign Trade and Economics University and Non-executive Director of Kunming Machine tool Company Limited and Jilin Chemical Industrial Company Limited.

一、董事、監事、高級管理人員情況 (續)

(2) 現任董事、監事及高級管理人員簡介 (續)

非執行董事 (續)

黃英琦女士，現年42歲，律師，香港黃乾亨黃英豪律師事務所合夥人。現任本公司獨立非執行董事。獲美國加州布蒙拿大學榮譽文學士，並通過英國法律學院普通專業試及律師資格最後考試。兼任香港安國際集團有限公司和南京熊貓電子股份有限公司獨立非執行董事、灣仔區議會議員、香港文化委員會委員、香港政策研究所成員等多項公職。

監事

李紅東先生，現年52歲，現任本公司監事會主席、東方電機廠黨委副書記兼紀委書記、工會主席。擁有正高級工程師職稱。李先生畢業於西安交通大學焊接專業，於一九六九年加入東方電機廠，主要從事焊接工藝及企業管理等工作。歷任東方電機廠組織部副部長、部長，工會副主席。

馮雲敏女士，現年50歲，現任本公司監事、審計室主任。擁有高級會計師職稱。馮女士於一九六九年加入東方電機廠，於一九七五年開始從事會計工作。歷任廠財務處副科長，監察處科長。馮女士獲西南財經大學會計專業大專畢業證書。

1. Directors, supervisors, senior management and staff (continued)

(2) Current directors, supervisors, senior management and staff (continued)

Non-executive Directors (continued)

Ada Ying Kay Wong, aged 42, is a partner of Philip K.H. Wong, Kennedy Y. H. Wong & Co.. She is currently an independent non-executive Director of the Company and holds a B. A. (Hons.) degree from Pomona College, Claremont, California, U.S.A. and has passed the Common Professional Examination and the Solicitors' Final Examination, College of Law, Lancaster Gate, UK. She is also an independent non-executive director of Hengnan International Group Co. Ltd., Nanjing Panda Electronics Company Limited, a member of the Wanchai District Council, Culture and Heritage Commission and Hong Kong Policy Research Institute.



Supervisors

Mr. Li Hongdong, aged 52, is currently the Chairman of the Supervisory Committee of the Company, Deputy Secretary to the Party Committee and Secretary to Discipline Committee and Chairman of Labour Union of DFEW. Mr. Li graduated from Xian Jiaotong University specialised in welding. He joined DFEW in 1969 and engaged in welding technology and corporate management. He had been the Deputy Head and Head of the Organisation Department and Deputy Chairman of Labour Union.

Madam Feng Yunmin, aged 50, is currently the supervisor and the Head of the Audit Department of the Company. She holds the title of Senior Accountant. She joined DFEW in 1969 and has been taking up accounting work since 1975. Ms. Feng was appointed the Deputy Head of the Finance Department and the Head of the Supervisory Department. She obtained a diploma in accounting from Xinan Finance University.

一、董事、監事、高級管理人員情況
 (續)

(2) 現任董事、監事及高級管理人員簡介 (續)

監事 (續)

肖水泉先生，現年51歲，現任本公司監事、東方電機廠紀委副書記、紀委辦公室主任、本公司紀檢監察室主任、擁有高級政工師職稱。肖先生於一九六九年加入東方電機廠，歷任廠黨委辦公室副主任、主任、宣傳部部長、監察室主任。肖先生獲四川廣播電視大學電子自動化專業畢業證書和中央黨校函授黨政管理專業大專畢業證書。

(3) 董事、監事與高級管理人員任期情況

張天德先生、賀建華先生、李紅東先生任期自二零零一年三月六日至二零零二年十二月二十七日止，肖水泉先生任期自二零零二年四月一日至二零零二年十二月二十七日止，其餘董事、監事任期自一九九九年十二月二十八日起，任期三年。

(4) 董事、監事與高級管理人員持股情況

本公司各董事、監事與高級管理人員自本公司股份發行與上市以來並未持有本公司股份。

於二零零一年十二月三十一日，本公司各董事、監事或高級管理人員及彼等之聯繫人士於年末或本年內之任何時間概無擁有本公司或任何聯營公司（按香港證券（披露權益）條例所釋義）之股份或債券權益，一如按香港證券（披露權益）條例第二十九條的規定須設置的登記冊所載錄者。

1. Directors, supervisors, senior management and staff
 (continued)

(2) Current directors, supervisors, senior management and staff
 (continued)

Supervisors (continued)

Mr. Xiao Shuiquan, aged 51, is the supervisor of the Company, Deputy Secretary to the Disciplinary Committee and Manager of the Disciplinary Office of Dongfang Electrical Machinery Works as well as the Manager of the Disciplinary and Inspection Department of the Company. He also holds the title of Senior Political Administrator. Mr. Xiao joined Dongfang Electrical Machinery Works in 1969 and had been the Deputy Manager of the Office of the Communist Party, Manager, Bureau Chief of the marketing department, and Head of the Inspection Office. Mr. Xiao is a graduate of Sichuan Television Broadcast University specialised in electronic automation and a graduate of the Central Communist Party College in Party Management.

(3) Term of Office of Directors, Supervisors and Senior Management

The term of office of Messrs. Zhong Tiande, He Jianhua, Li Hongdong is from 6 March 2001 to 27 December 2002. The term of office of Messr. Xiao Shuiquan is from 1 April 2002 to 27 December 2002, and the term of office of other directors and supervisors is three years commencing from 28 December 1999.

(4) Shareholding of the directors, supervisors and senior management

None of the directors, supervisors and senior management held any shares of the Company since the issue and listing of the Company's shares.

As at 31 December 2001, none of the directors, supervisors or senior management or their connected persons had at the end of the reporting period or at any time during the reporting period any interest in the shares or debentures of the Company or any associated corporation (within the meaning of the SDI Ordinance) as recorded in the register required to be kept under section 29 of the SDI Ordinance.



一、董事、監事、高級管理人員情況
(續)

(5) 董事、監事及高級管理人員年度報酬

董事、監事及高級管理人員年度報酬依據董事服務合約、監事服務合約及本公司員工工資分配方案的有關規定。以上董事、監事及高級管理人員年度報酬總額為29.5萬元。金額最高的前三名董事的年度報酬總和為8.8萬元。獨立董事孫效良先生、黃英琦女士津貼均為7,200元/年。公司高級管理人員中前三名年度報酬總和為8.4萬元。

董事、監事及高級管理人員年度報酬中2至3萬元的有11人，2萬元以下的有2人。

(6) 公司董事於公司股東之權益

除斯澤夫先生兼任控股股東東方電機廠廠長、朱元巢先生兼任東方電機廠副廠長外，其餘董監事均未在股東單位任職。

二、公司員工情況

截至二零零一年十二月三十一日止，本公司及控股子公司共有員工7,273名，其中生產人員3,964名，銷售人員107名，技術人員1,103名，財務人員76名，行政及管理人員569名。公司員工中，具有大專或大專以上學歷的有1,808名。本公司及控股子公司離退休員工人數為3,401名。

1. Directors, supervisors, senior management and staff
(continued)

(5) Remuneration of directors, supervisors and senior management

During 2001, directors, supervisors and senior management of the Company received their annual remuneration pursuant to the provisions of the respective directors' and supervisors' service agreements and staff wages allocation plan of the Company. The total remuneration paid to directors and supervisors of the Company in 2001 amounted to Rmb295,000. The total remuneration for the year paid to the three highest paid directors was Rmb88,000. The allowances paid to Mr Sun Xiaoliang and Madam Ada Ying Kay Wong, who are independent non-executive directors, were Rmb7,200 per annum. The remuneration paid to the three highest paid senior management staff was Rmb84,000.

Of the Company's directors, supervisors and senior management, 11 were paid in the range from Rmb20,000 to Rmb30,000 and 2 were paid less than Rmb20,000

(6) Interest of directors in the shareholders of the Company

Mr Si Zefu is the factory manager of the controlling shareholder DFEW and Mr Zhu Yuanchao is the deputy factory manager of DFEW. Other than the above, all other directors and supervisors do not hold any positions in the shareholders.

2. Employees

As at 31 December 2001, the Company and its holding subsidiaries have employees of which 3,964 are for production, 107 are for sales, 7,273 are technicians, 76 are for accounting, 569 are for administration. Among the total number of employees, 1,808 hold degree higher than diploma. 3,401 employees of the Company and its holding subsidiaries were retired.