



## 二 零 零 一 年 度 股 東 週 年 大 會 通 告 Notice of 2001 Annual General Meeting

**茲通告**東方電機股份有限公司(「本公司」)謹訂於二零零二年五月二十七日星期一上午九時正在中華人民共和國(「中國」)四川德陽黃河西路188號本公司會議室舉行二零零一年度股東週年大會，藉以處理下列事項：

- 1 審議及批准本公司二零零一年度董事會工作報告。
- 2 審議及批准本公司二零零一年度監事會工作報告。
- 3 審議及批准本公司二零零一年度經審核的財務報告。
- 4 審議及批准本公司二零零二年工作計劃報告。
- 5 審議及批准本公司二零零一年度稅後利潤分配方案。
- 6 審議及批准聘任本公司二零零二年度會計師。本公司二零零二年度會計師目前正處選聘之中，待確定後另行公告。
- 7 審議及批准更改部分募股資金使用方向的議案。

由於原計劃與國外合資生產大水電機組專案已撤銷，鑒於公司的資金需求狀況，董事會決定將原安排與國外合資生產水輪發電機組的中方投資人民幣1億元改變其投向，用於彌補本公司營運資金之不足(請參考本公司於二零零二年一月二十四日刊登之公告)。

**NOTICE IS HEREBY GIVEN** that the 2001 Annual General Meeting of Dongfang Electrical Machinery Company Limited (the “Company”) will be held at 9:00am on Monday, 27th May, 2002 at the Company’s Conference Room, 188 Huanghe West Road, Deyang, Sichuan Province, the People’s Republic of China (the “PRC”) for the following purposes:

1. to consider and approve the 2001 Report of Directors;
2. to consider and approve the 2001 Report of the Supervisory Committee;
3. to consider and approve the 2001 Audited Financial Statements;
4. to consider and approve the 2002 work plan;
5. to consider and approve the 2001 net profit appropriation plan;
6. to consider and approve the appointment of accountant for 2002. The Company is recruiting an accountant for the year 2002. It will make announcement when and as appropriate;
7. to consider and approve the change in the use of net proceeds.

Since the intended joint venture projects of producing hydro turbine generator sets with foreign partners has been cancelled, and due to the Company’s funding requirement, the board of directors has decided to change the use of proceeds of the RMB 100 million originally allocated to the joint venture projects of hydro turbine generator sets as additional working capital of the Company.



- 8 更換本公司第三屆董事會部分成員。由於工作變動，三屆十九次董事會會議同意張繼烈先生辭去第三屆董事會董事職務，按照本公司章程第一百條規定，本公司控股股東東方電機廠提名荊甲川先生為董事候選人。其簡歷如下：

荊甲川先生，現年43歲，現任東方電機廠黨委副書記兼副廠長，擁有高級政工師職稱。荊先生畢業於四川師範學院政治系，於一九八三年加入東電。其長期從事企業管理、企業政工等方面工作，先後擔任廠團委副書記、書記，沖剪分廠黨支部書記兼副廠長，鍛壓分廠廠長兼黨支部書記，焊接分廠黨支部書記兼副廠長，廠黨委宣傳部部長兼黨支部書記等職務。

- 9 通報本公司第三屆監事會職工選舉監事變更。
- 10 審議及批准將本公司更改為中外合資股份有限公司事項。

本公司三屆二十次董事會決定，鑒於本公司境外上市的外資股(H股)佔總股本的37.78%，故特提出申請更改為中外合資股份有限公司。此事項現已報請國家外經貿部審批。

8. to elect new members of the board of directors. Due to change of jobs, the 19th session of the third board of directors agrees with the resignation of Mr. Zhang Jilie from the third board of Directors. According to Article 100 of the Articles of Association of the Company, the Company's holding company, Dongfang Electrical Machinery Works has nominated Mr. Jing Jiachuan to be a candidate of director. Mr. Jing's information are as follows:

Mr. Jing Jiachuan, aged 43, is currently Dongfang Electrical Machinery Work's Communist Party Deputy Secretary and Deputy Factory Manager. He holds the title of Senior Political Administrator. Mr. Jing graduated from the Political Science department of the Sichuan Teachers College, and joined the Company in 1983. He has been working on corporate management, and specializes in enterprise political work, and has assumed various duties in the Factory Community deputy secretary, secretary, deputy factory manager of the 沖剪分廠, 鍛壓分廠 branch secretary, welding factory branch secretary and deputy secretary, and branch manager of the Party publicity department.

9. Report on the change of employee representative supervisor of the Company's third Supervisory Committee.
10. Consider and approve the re-registration of the Company into a sino-foreign joint stock limited company.

The 20th session of the third board of directors resolved that since the foreign listed shares (H Shares) accounted for 37.78% of the total shareholding of the Company, the Company will apply to re-register as a sino-foreign joint stock limited company. The matter has been submitted to the Ministry of Foreign Trade and Economic Co-operation for approval.



## 二零零一年度股東週年大會通告 (續) Notice of 2001 Annual General Meeting (continued)

### 附註：

- 1 凡在二零零二年四月二十六日交易時間結束時登記在本公司股東名冊之人士，均有權出席本公司二零零一年度股東週年大會。持有本公司H股的股東請注意，本公司將於二零零二年四月二十七日至五月二十七日（首尾兩天包括在內）暫停辦理H股股份過戶登記手續，過戶文件連同有關之股票須於二零零二年四月二十六日星期五下午四時前交回本公司H股股份過戶登記處，地址為香港中環德輔道中一九九號維德廣場二樓，香港中央結算（證券登記）有限公司辦事處。在二零零二年四月二十六日登記在冊的本公司H股股東或其代理人可憑身份證或護照出席股東週年大會。如股東由代理人代為出席股東週年大會，代理人還須攜同代理人委託書出席。
- 2 凡有權出席股東週年大會並有權表決的股東均可委任一位或多位人士（不論該人士是否股東）作為其股東代理人，代其出席及投票。
- 3 委任超過一名股東代理人的股東，其股東代理人只能以投票方式行使表決權。
- 4 如要委任股東代理人須以書面形式進行；委託書須由作出委託的股東親自簽署或由其透過書面形式委任的授權人代其簽署。如果委任股東代理人的委託書由委託人的授權人簽署，則授權其簽署的授權書或其他文件須經過公證。經過公證的授權書或其他授權文件和股東代理人委託書須在股東週年大會指定開始舉行時間前二十四小時交回本公司之註冊地址，方為有效。
- 5 擬出席股東週年大會的股東應於二零零二年五月七日前，將擬出席會議的書面回覆送達本公司之註冊地址；回覆可採用來人、來函、或傳真送遞。書面回覆請採用所附「回執」或其複印件。而上述書面回覆不影響股東出席股東週年大會的權利。

### Notes:

1. All shareholders whose names appear on the Register of Members of the Company by the close of business on 26 April 2002 are entitled to attend the AGM for the year 2001 of the Company. The Register of Members of the Company's H Shares will be closed from 27 April 2002 to 27 May 2002 (both days inclusive) during which period no transfer of H Shares will be effected. All share transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrars in respect of the Company's H shares, namely Hong Kong Registrars Limited at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road, Central, Hong Kong by 4:00 p.m. on Friday, 26 April 2002. Holders of the Company's H Shares whose names appear on the Register of Members of the Company on 26 April 2002, or their proxies, are entitled to attend the AGM and should bring along their identity cards or passports when attending the AGM. If a shareholder attends the AGM by his proxy/proxies, the proxy/proxies should bring along the instrument appointing him as the proxy.
2. Any shareholders entitled to attend and vote at the AGM may appoint a proxy or several proxies (who need not be a shareholder) to attend the AGM and vote thereat.
3. For shareholders who appoint more than one proxy, the voting right can only be exercised when a poll is taken.
4. The instrument appointing a proxy must be in writing under the hand of the shareholder or his attorney duly authorized in writing. If the form of proxy is signed by the attorney on behalf of the shareholder, the power of attorney or other authority must be notorially certified. The notorially certified power of attorney or other authority together with the instrument appointing the proxy must be delivered to the registered address of the Company 24 hours prior to the time appointed for the holding of AGM.
5. Shareholders who intend to attend the AGM should send a written reply indicating the intention to attend the AGM to the Company's registered address before 7 May 2001. The dispatch of the reply may be by hand, by mail or by fax. It is hereby requested that the reply be made on the reply slip set out below or its photocopy. The above-mentioned written reply does not affect the right of shareholders to attend the AGM.

二 零 零 一 年 度 股 東 週 年 大 會 通 告 ( 續 )  
Notice of 2001 Annual General Meeting (continued)



- 6 預期股東週年大會需時半天，往返及食宿費自理。

本公司註冊地址：  
中國四川省德陽市黃河西路188號  
電話：86-838-2409358  
傳真：86-838-2402125  
郵政編碼：618000

6. The AGM is expected to last for half day. Shareholders and proxies attending the AGM should be responsible for their own travelling and accommodation expenses.

Registered address of the Company:  
13 Huanghe West Road, Deyang, Sichuan Province, the PRC  
Tel: 86-838-2409358  
Fax: 86-838-2402125  
Postal code: 618000

承董事會命  
董事會秘書  
龔丹

By Order of the Board  
**Gong Dan**  
*Secretary to the Board of Directors*

二 零 零 二 年 四 月 九 日  
中國四川省德陽市

Deyang, Sichuan Province, the PRC  
9 April 2002