



重要事項揭示

Disclosure of Significant Events

一、 公司於二零零三年六月二十日(星期五)上午9時在哈爾濱市動力區三大動力路39號B座17樓會議大廳,召開二零零二年度股東周年大會,會議除審議通過了有關年度業績事項外,還通過了以下事項:

1. 委任耿雷先生、宮晶坤先生、趙克非先生、段洪義先生、商中福先生、吳偉章先生為本公司第四屆董事會執行董事;李根紳先生、梁維燕先生為本公司第四屆董事會非執行董事;周道炯先生、都興有先生、丁雪梅女士本公司第四屆董事會獨立董事;以合約形式確定其酬金,任期自二零零三年六月二十日起為期三年。
2. 委任郎恩齊先生、楊旭先生為本公司第四屆監事會股東代表出任的監事,李振華先生為本公司第四屆監事會獨立監事,胡長付先生和盧春蓮女士為公司第四屆監事會職工代表監事,以合約形式釐定其酬金,任期自二零零三年六月二十日起為期三年。

特別議案

1. 將公司《章程》第82條之首句內容「董事會由15名董事組成,其中至少2名獨立非執行董事(獨立董事)」修改為「董事會由11名董事組成,其中至少2名獨立非執行董事(獨立董事)」。

1. The 2002 Annual General Meeting of the Company was held in the meeting-room on the 17th Floor, at Block B, No. 39 Sandadongli Road, Dongli District, Harbin, Heilongjiang Province, PRC on 20th June, 2003 (Friday). Besides discussing and passing the relating items on the yearly outstanding achievement, the meeting also passed the other followings:

- a. To appoint Mr. Geng Lei, Mr. Gong Jingkun, Mr. Zhao Kefei, Mr. Duan Hongyi, Mr. Wu Weizhang as the executive directors of the 4th Board of Directors of the Company; Mr. Li Genshen and Mr. Liang Weiyan as the non-executive directors of the 4th Board of Directors of the Company; Mr. Zhou Daojun, Mr. Du Xingyou and Ms. Ding Xuemei as the independent directors of the 4th Board of Directors of the Company; the remuneration of directors will be confirmed in the form of contracts, and their term of office is for three years commencing from 20th June, 2003.
- b. To appoint Mr. Lang Enqi and Mr. Yang Xu as the supervisors representing shareholders of the 4th Supervisory Committee of the Company; Mr. Li Zhenhua as the independent supervisor of the 4th Supervisory Committee of the Company; Mr. Hu Changfu and Ms. Lu Chunlian as the supervisors representing staff and workers of the 4th Supervisory Committee of the Company; the remuneration of supervisors will be confirmed in the form of contracts, and their term of office is for three years commencing from 20th June, 2003.

Special Resolution

- a. To revise the first sentence of the clause 82 in the Articles of Association of the Company "The Board of Directors shall consist of 15 members, among which at least two members are non-executive directors (independent directors)." into "The Board of Directors shall consist of 11 members, among which at least two members are non-executive directors (independent directors)."



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2. 將公司《章程》第109條之首句內容「公司設總經理1名，副總經理若干名，但至多不超過5名」修改為「公司設總經理1名，副總經理若干名」。

3. 授權公司董事會有權委任任何人填補董事會臨時空缺或增任為董事，其任期至公司下一次股東年會完結時為止。

b. To revise the first sentence of the clause 109 in the Articles of Association of the Company "The Company shall have one general manager and several but at most five deputy general managers." into "The Company shall have one general manager and several deputy general managers."

c. 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.

二、 本公司於二零零三年六月二十日（星期五）上午11時在哈爾濱市動力區三大動力路39號B座17樓會議大廳，分別召開了第四屆董事會第一次會議和第四屆監事會第一次會議，第四屆董事會第一次會議選舉耿雷先生為公司董事長，宮品坤先生、趙克非先生為公司副董事長；聘任趙克非先生為公司總經理，聘任商中福先生、姚金龍先生、張海權先生、桑洪先生為公司副總經理；聘任鄧先元先生為公司秘書；第四屆監事會第一次會議選舉郎恩齊先生為監事會主席。

2. The 1st meeting of the 4th Board of Directors of the Company and the 1st meeting of the 4th Supervisor Committee of the Company were separately held in the meeting-room on the 17th Floor, Block B, No. 39 Sandadongli Road, Dongli District, Harbin, Heilongjiang Province, the People's Republic of China on 20th June, 2003 (Friday) at 11:00 a.m.. The 1st meeting of the 4th Board of Directors of the Company elected Mr. Geng Lei as the Chairman of the Board of the Company, Mr. Gong Jingkun and Mr. Zhao Kefei as the Vice-chairmen of the Board of the Company; engaged Mr. Zhao Kefei as the general manager of the Company, Mr. Shang Zhongfu, Mr. Yao Jinlong, Mr. Zhang Haiquan and Mr. Sang Hong as the deputy general managers of the Company; appointed Mr. Deng Xianyuan as the company secretary. The 1st meeting of the 4th Supervisor Committee of the Company elected Mr. Lang Anqi as the Chairman of Supervisor Committee of the Company.

三、 二零零三年三月十日秦皇島出海口基地建設正式開工，十一月三十日燃機總裝和試車站廠房土建工程實現冷封閉，二零零四年四月十二日一期工程燃機總裝廠房、試車站廠房土建工程通過驗收，目前各項工作正在積極推進。

3. On 10th March, 2003, the Company formally started the Qinhuangdao seaside-base construction project, by 30th November, 2003, the constructing work of the assembly workshop and the test stand workshop for gas turbine has realized cold closing-in, by 12th April, 2004, the construction work of the first-scheduled projects, including the assembly workshop, the test stand workshop and the engineering general-distributing room, is supposed to be checked and accepted, and all these works are going on smoothly now.

四、 二零零三年三月六日，本公司與GE公司簽定「重型燃氣輪機技術轉讓協議」，與GE公司組成的聯合體在國家第一批燃機打捆招標項目10個電廠23台機組中，中標了6個電廠13台機組（包括汽輪機、發電機）。

4. On 6th March, 2003, the Company signed "The Technology Transfer Agreement of Heavy Duty Gas Turbine" with GE, and cooperated with GE to form a consortium to secure 13 units contracts (including steam turbines and generators) from 23 gas-turbine Bundle Buy project of the State for 6 Power Plants.





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| 五、 於二零零三年二月二十八日本公司決定組建燃機（聯合循環）事業部，以便與GE公司合作實施好燃氣輪機項目。 | 5. On 28th February, 2003, the Company decided to establish the Gas Turbine (Combined Cycle) Division, in order to cooperate better with GE to carry out the gas-turbine project. |
| 六、 本公司於二零零三年十二月二十三日與蘇丹電力公司簽定蘇丹麥絡維大壩項目輸變電供貨合同，合同金額3.97億美元。 | 6. The Company signed the supply contract for Sudan Merowe transmission line works with Sudan Electric-Power Company on 23rd December, 2003, totally amounting to \$0.397 billion U.S. Dollars. |
| 七、 二零零四年二月五日本公司與美國GE公司簽定協議，雙方合資組建「通用一哈動力能源服務（秦皇島）有限公司」，合資公司註冊資本600萬美元，本公司投資294萬美元，佔49%股權，GE投資306萬美元，佔51%股權。 | 7. The Company signed "Equity Joint Venture Contract" with GE on 6th February, 2004, to establish "GE-HPEC Energy Services Co., Ltd.". The registered capital of the joint venture company shall be the equivalent of \$6 million U.S. Dollars, the Company invests \$2.94 million U.S. Dollars, representing a forty-nine percent (49%) share of the registered capital; GE invests \$3.06 million U.S. Dollars, representing a fifty-one percent (51%) share of the registered capital. |
| 八、 本公司於二零零四年三月二十七日簽定三峽右岸4台水輪發電機組製造合同，合同金額15億元。 | 8. On 27th March, 2004, the Company signed hydraulic generators manufacture contract for Three Gorge Left Bank (4 units), totally amounting to RMB1.5 billion. |

除以上事項外，本公司期內未有其它應披露而未披露之重要事項。

Other than disclosed above, the Company did not have other significant events, which should be disclosed in the period under review.