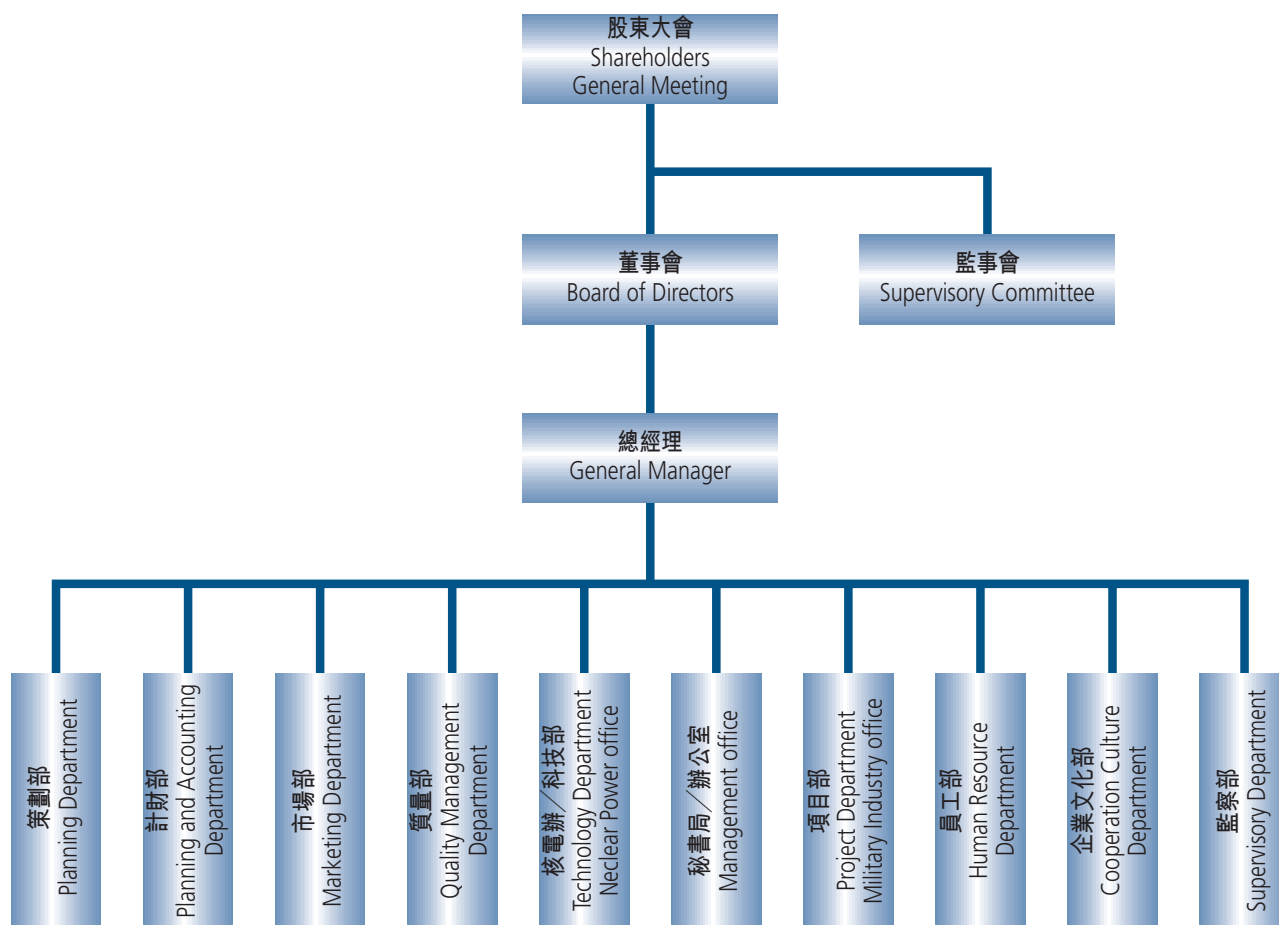


組織機構框架

ORGANIZATION CHART



股東和股東大會

本公司的控股股東為哈爾濱電站設備集團公司，其為一家在中華人民共和國註冊的國有企業。

本公司保護股東的權益，股東作為公司的所有者，享有法律、法規所規定的權利，並負有相應的義務，公司平等對待所有股東，倡導股東積極參與公司治理。股東對公司重大事項享有知情權和決定權。股東大會是公司的權力機構，依法行使職權。在批准關聯交易時，有利害關係的股東放棄在股東大會的投票權。

TO ALL SHAREHOLDERS AND GENERAL MEETING

The Harbin Power Plant Equipment Group Corporation the shareholder of controlling shares, which is a stated-owned company registered in The People's Republic of China.

The Company protects shareholder's profit. Shareholders as the owner of the Company enjoy rights regulated in laws and regulations and shoulder commensurately obligations. The Company will treat every shareholder equally and initiate shareholders to join in the Company's management. The shareholders enjoy rights to information and rights to decision-making for the Company's big events. The General Meeting of Shareholders is the power organization of the Company, and it exercise its functions and power according to laws. At the approval of connected transactions, the shareholder with common interests should give up to vote at the General Meeting.

股東和股東大會 (續)

本公司在2004年召開一次股東周年大會，會議審議通過了載於本公司2004年4月25日股東周年大會通知所列全部議案。

董事會

本公司董事會代表全體股東利益，並領導本公司在商業經營上持續取得成功。

本公司董事會由11名成員組成，其中執行董事6人，包括耿雷先生、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；非執行董事2人，即梁維燕先生、李根深先生；獨立董事3人，包括周道炯先生、都興有先生、丁雪梅先生。各董事的任期均為三年，到2006年6月20日屆滿。董事會成員能夠按照有關法規規定及本公司《董事會工作條例》，勤勉盡職地履行職責，維護本公司及所有股東的權益。

本公司在2004年共召開了4次由全體董事參加的董事會議。每次會議的董事出席率均為100%。

董事長及總經理

本公司自成立以來董事長與總經理一直是分別設立的，現董事長由耿雷先生擔任，總經理由趙克非先生擔任，董事長、總經理及其他董事之間無任何關係。

TO ALL SHAREHOLDERS AND GENERAL MEETING (continued)

In 2004, the Company had an annual General Meeting. All relevant items for discussion and shareholders' resolutions in the General Meeting are listed on the Note of the Annual General Meeting.

BOARD OF DIRECTORS

On behalf of the whole shareholders' profits, the Company's Board of Directors as the leader achieves a lot in business operation.

The Company's Board of Directors is consisted by 11 members, among which six members are the executive directors including Mr. Geng Lei, Mr. Gong Jingkun, Mr. Zhao Kefei, Mr. Duan Hongyi, Mr. Shang Zhongfu and Mr. Wu Feizhang; one member is non-execution director-Mr. Liang Wenyan, four members are independent directors-Mr. Zhou Daojiong, Mr. Du Xingyou, Ms. Ding Xuemei and Mr. Li Genshen. The term for every director is three years and will be expired in 20th June, 2006. Board members honestly, carefully and actively carries out their duties according to Board of Directors Regulations and protect shareholders' interests.

The Company had four Board of Directors meetings all together in the year of 2004 and the participant rate for every director is 100%.

CHAIRMAN AND GENERAL MANAGER

The Company's Chairman and General Manager is set independently. The Chairman is Mr. Geng Lei and the General Manager is Mr. Zhao Kefei. Their is no any other relationships among Chairman, General Manager and other directors.

各專門委員會

為進一步改善公司管治結構，提高運作水平，本公司於2004年8月27日成立了董事會各專門委員會。各專門委員會的構成和職責如下：

- 一、 審核委員會由3人構成：丁雪梅（獨立董事）、周道炯（獨立董事）、段洪義（獨立董事）丁雪梅擔任主任委員。主要職責：對外部審計師的聘任或解聘做出決定；對審計費用做出決定；監督公司的內部審計制度及其實施；負責內部審計與外部審計之間的溝通；對公司與會計專業標準及證券交易所規則的符合程度進行監督；審核公司中期業績及年度業績，並對存在問題與境內、外審計師溝通；監督公司內控制度，審核重大關聯交易；檢查、監督公司存在和潛在的各種風險；董事會授權或委托的其他事項。

- 二、 薪酬委員會由3人構成：李根深（非執行董事）、都興有（獨立董事）、梁維燕（非執行董事），非執行董事李根深擔任主任委員。主要職責：研究公司的薪酬體系及薪酬政策，提出意見和建議；擬定公司董事及高級管理人員的薪酬方案；考核、評定公司董事及高級管理人員的業績與薪酬；董事會授權或委托的其他事項。

SPECIAL COMMITTEE

In order to further improve corporate governance structure and operation level, the Company set up several special committees under Board of Directors on 27th August, 2004. The organization and functions of each special committee are as follows:

- A. The auditing committee is consisted by 3 members: Ding Xuemei (independent director), Zhou Daojiong (independent director), and Duan Hongyi. Ding Xuemei is the chairman for this committee. Main responsibilities: make decision on employing and fire auditors outside the Company; make decision on auditing fees; supervise the Company's inner auditing system and its enforcement; responsible for the communications between outside audit and inside audit; supervise the conformability between the Company and the accountant major standard and security exchange; review the Company's mid stage results and annual results and communicate with the domestic and foreign auditors on the existing problem; supervise the Company's inner control system and review the Company's important connected transactions; review and supervise the existing and potential risk; the other issues authorized or entrusted by the Board of Directors.

- B. The Salary Committee will be consisted by 3 members: Li Genshen (independent director), Du Xingyou (independent director), Liang Weiyang. Li Gengsheng is the chairman of this committee. Main responsibilities: research on the Company's salary system and salary policy and give advice and suggestions; draft the Company's directors' and the high level managers' salary; review and evaluate the Company's directors' and the high level managers' results and salary; the other issues authorized or entrusted by the Board of Directors.

各專門委員會 (續)

三、 提名委員會由3人構成：都興有（獨立董事）、丁雪梅（獨立董事）、段洪義（獨立董事）都興有擔任主任委員。主要職責：根據公司經營活動情況、資產規模和股權結構對董事會的規模和構成向董事會提出建議；研究董事、經理人員的選擇標準和程序，並向董事會提出建議；廣泛搜尋合格的董事和經理人員的人選；對董事候選人和經理人選進行審查並提出建議；對須提請董事會聘任的其他高級管理人員進行審查並提出建議；董事會授權或委托的其他事項。

四、 戰略發展委員會由5人構成：宮晶坤、李根深（非執行董事）、梁維燕（非執行董事）、商中福、吳偉章，宮晶坤擔任主任委員。主要職責：對公司長期發展戰略規劃進行研究並提出意見和建議；對須經董事會批准重大投資融資方案進行研究並提出意見和建議；對須經董事會批准重大資本運作、資產經營項目進行研究並提出意見和建議；對公司法人治理結構、管理體制進行研究並提出意見和建議；董事會授權或委托的其他事項。

SPECIAL COMMITTEE (continued)

C. Nomination Committee is consisted of 3 members: Dou Xingyou (independent director), Ding Xuemei (independent director), Duan Hongyi. Dou Xingyou is the chairman of this committee. Main responsibility: give suggestions to the Board of Director on the scale and structure according the Company's operating condition, asset scale and stock right structures; research the selection standard and procedures for director and managers and give suggestions to the Board of Directors; search for qualified directors and managers aboard.; review and give suggestions on the candidates for directors and managers; review and give suggestions to the other high level manager be proposed to the Board of Directors for employment; the other issues authorized or entrusted by the Board of Directors.

D. The Strategic Development Committee consists of five members: Gong Jing-kun, Li Gen-shen (non-executive director), Liang Wei-yan (non-executive director), Shang Zhong-fu, Wu Wei-zhang. Gong Jing-kun is the Chairman of this committee. The main functions are: studying the Company's long-term development strategies and plans and presenting ideas and suggestions; studying the important investment and financing plans which need the approval of Board of Directors and presenting ideas and suggestions; studying the important capital operation, assets operation projects which need the approval of Board of Directors and presenting ideas and suggestions; studying the Company's legal representative governance structure and administration system and presenting ideas and suggestions; other issues authorized or entrusted by the Board of Directors.



監事會

監事會向全體股東負責，對公司財務及董事、總經理及高級人員履行責任的合法、合規性進行有效的監督，維護股東的合法權益。

本公司監事會由5名監事組成。

監事會在2004年共召開了2次監事會議，以審閱本公司的財務報表。監事列席所有的董事會會議。

信息披露與監管

本公司注重與股東及投資者的溝通，以提高本公司透明度，並嚴格按照相關法律法規、公司章程及上市規則的規定，真實、準確、完整、及時地進行信息披露。在中期、年度業績公布及重大投資決策事項後，每年至少一次在香港舉行市場分析機構推介會、傳媒見面會，以提高公司透明度。本公司強化關聯交易的監管，關聯交易都必須經過獨立董事嚴格審核。

本公司將嚴格按照境內外證券監管機構的有關法律、法規的要求，嚴格履行各項義務，不斷完善公司治理，提高公司管治水平，繼續強化董事會戰略決策功能。

SUPERVISORY COMMITTEE

The supervisory committee holds responsibility to all shareholders and gives efficient supervision that whether duty implementation taken by finance professional, general managers and senior members is complied with laws and regulations and to protect all shareholders' legal interests.

The supervisory committee of the Company is consisted of 5 supervisors.

The supervisory committee had 2 supervisory meetings in 2004 for reviewing the Company's finance report. The supervisors should attend all the meetings hold by Board of Directors.

INFORMATION PUBLISMENT AND SUPERVISION

In order to improve the Company' transparence, the Company pays attention to communicating with shareholders and investors. The Company will publish information actually, accurately, completely and timely strictly according to laws and regulation, Company's regulations and listing rules. At the middle stage, after the publish of annual achievements report and big investment decision, recommend and introduction meeting of market analysis organization, press conference and one - one discussion with investment organization will be hold at least twice every year. The Company strengthened its supervision on connected transaction, and all connected transaction must be reviewed by independent boards.

The Company will do its duties, continuously complete its management, improve its management level according to laws and regulations of negotiable securities supervisory organization, continiously perfect the Company's management, promote management level and optimize the Board of Directors' decision ability,