

# 重要事項揭示

## Disclosure of Significant Events

- 一、 2006年6月16日(星期五)上午9時,本公司在哈爾濱市動力區三大動力路39號B座17樓會議大廳,召開了2005年度股東周年大會,會議審議通過了載於2006年4月14日股東周年大會通知所列之全部議案。
- 二、 重要新接定單情況:
- 2006年1月,本公司與北京太陽宮燃氣熱電公司簽訂了為北京奧運工程供電、供熱、供冷的太陽宮燃氣輪機供貨合同;
- 2006年2月,本公司與中國華電集團公司簽訂了鐵嶺2 X 600MW超超臨界鍋爐、汽輪機和發電機供貨合同;
- 2006年3月,本公司哈爾濱電站工程有限責任公司與越南錦普火電廠簽訂了錦普一期300MW火電總承包合同;
- 2006年3月,本公司哈爾濱電站工程有限責任公司與廣州三新控股集團公司簽訂了廣東順德德勝300MW火電總承包合同;
- 2006年7月,本公司與印度STERLITE能源公司簽訂了印度2 X 600MW鍋爐供貨合同;
- 2006年8月,本公司與福建晉江天然氣發電有限公司簽訂了晉江4台9FA燃機及聯合循環機組供貨合同;
- 2006年11月,本公司與二灘水電開發公司簽訂了錦屏一級水電站6 X 600MW混流式水輪發電機製造合同;
1. The 2005 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, at 9 AM on 16th June, 2006 (Friday). All of the proposed resolutions stated in the Notice of Annual General Meeting on 14th April, 2006 were passed at the meeting.
2. Material New Contracts
- January 2006, the Company signed a contract with the Beijing Taiyanggong Heat and Power Company (北京太陽宮燃氣熱電公司) to supply Taiyanggong Gas Turbines for the Beijing Olympics' power, gas and cooling need.
- February 2006, the Company signed a contract with China Huadian Corporation to supply Tieling 2X600MW ultra super critical boiler, steam turbine and power generator.
- March 2006, Harbin Power Engineering Company Limited under the Company signed the general contract with the Vietnam Cam Pha Thermal Power Plant for the First Stage 300MW Cam Pha Thermal Power.
- March 2006, Harbin Power Engineering Company Limited under the Company signed the general contract with the Guangzhou Sanxin Holding Group Company for the Desheng 300MW Thermal Power Plant in Shunde, Guangdong.
- July 2006, the Company signed a contract with India STERLITE Energy company to supply India 2X600MW boiler.
- August 2006, the Company signed a contract with Fujian Jinjiang Gas Power Limited (福建晉江天然氣發電有限公司) to supply four 9FA gas turbines to the Jinjiang project.
- November 2006, the Company signed a manufacturing contract with the Ertan Hydropower Development Company Limited to manufacture 6 x 600MW francis turbine hydro-generators for Jinping-I Hydropower Project.

## 重要事項揭示 (續)

### Disclosure of Significant Events – (continued)

2006年11月，本公司與大唐國際公司簽訂了潮州2 X 1000MW鍋爐、汽輪機和發電機供貨合同；

November 2006, the Company signed a contract with Datang International to supply Chaozhou 2X1,000MW boiler, steam turbine and power generator.

2006年12月，本公司與新源公司簽訂了蒲石河4 X 300MW抽水蓄能機組供貨合同。

December 2006, the Company signed a contract with the Xinyuan Company to supply Pushi River 4X300MW pumped storage generators.

三、 2006年9月8日本公司召開第四屆董事會第十四次會議通過了公司總經理變更事項：同意趙克非先生因工作變動辭去公司總經理職務，姚金龍先生、桑洪先生辭去副總經理職務，決定聘任曲大莊先生為公司總經理，劉智全先生為副總經理。

3. The fourth session of Board of Directors held its fourteenth meeting on the 8th of September 2006 where the motion of the change of the General Manager was passed: the meeting approved Mr. Zhao Ke-fei's resignation from the duty of the General Manager due to job change, and Mr. Yao Jin-long and Mr. Sang-hong's resignations from the positions of Deputy General Manager. The Meeting appointed Mr. Qu Da-zhuang as the General Manager of the Company and Mr. Liu Zhi-quan as the Deputy General Manager.

四、 本公司於2006年9月29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，召開臨時股東大會，會議通過了以下事項：

4. On Friday, 29th of September 2006, 9 am, the Company held a provisional Shareholders' Meeting in the meeting-room on the 17th Floor, at Block B, No. 39 Sandadongli Road, Dongli District, Harbin. The Meeting passed the following motions:

(1) 委任宮晶堃先生、趙克非先生、曲大莊先生、段洪義先生、商中福先生、吳偉章先生為本公司第五屆董事會執行董事；周道炯先生、賈成炳先生、姜魁先生、丁雪梅女士、李荷君女士為本公司第五屆董事會獨立董事；以合約形式確定其酬金，任期自2006年9月29日起為期三年。

(1) The appointment of Mr. Gong Jing-kun, Mr. Zhao Ke-fei, Mr. Qu Da-zhuang, Mr. Duan Hong-yi, Mr. Shang Zhong-fu and Mr. Wu Wei-zhang as the Executive Directors of the Company's fifth session of the Board of Directors; the appointment of Mr. Zhou Dao-jiong, Mr. Jia Cheng-bing, Mr. Jiang Kui, Ms. Ding Xue-mei and Ms. Li He-jun as the independent directors of the Company's fifth session of the Board of Directors. Their remuneration terms are defined in the form of contract and their term of office is three years from the 29th of September 2006.

## 重要事項揭示 (續)

### Disclosure of Significant Events – (continued)

(2) 委任郎恩齊先生、楊旭先生、陳思先生為本公司第五屆監事會股東代表出任的監事，陳思先生為獨立監事，高旭光先生和盧春蓮女士為公司第五屆監事會職工代表監事，以合約形式釐定其酬金，任期自2006年9月29日起為期三年。

(2) The appointment of Mr. Lang En-qi, Mr. Yang Xu and Mr. Chen Si as the Shareholder Representative Supervisors of the fifth session of the Supervisory Committee, where Mr. Chen Si is the independent supervisor, and Mr. Gao Xu-guang and Ms. Lu Chun-lian are the Staff Representative Supervisors of the fifth session of the Supervisory Committee. Their remuneration terms are defined in the form of contract and their term of office is three years from the 29th of September 2006.

五、 本公司於2006年9月29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，召開了第五屆董事會第一次會議，第五屆董事會第一次會議選舉宮晶堃先生為公司董事長，趙克非先生為公司副董事長；聘任曲大莊先生為公司總經理，聘任商中福先生、張海權先生、劉智全先生、馮永強先生為公司副總經理。會議決定成立四個專門委員會。戰略發展與改革委員會成員：趙克非、姜魁、曲大莊、商中福、吳偉章，趙克非擔任主任委員；審核委員會成員：李荷君、丁雪梅、段洪義，李荷君擔任主任委員；薪酬委員會成員：周道炯、姜魁、段洪義，周道炯擔任主任委員；提名委員會成員：賈成炳、丁雪梅、曲大莊，賈成炳擔任主任委員。

5. On Friday, 29th of September 2006, 11 am, the fifth session of the Board of Directors held its First Board of Directors Meeting in the meeting-room on the 17th floor, at Block B, No. 39 Sandadonglilu, Dongli District, Harbin. The Meeting elected Mr. Gong Jing-kun as the Chairman of the Board, Mr. Zhao Ke-fei as the Vice Chairman of the Board; appointed Mr. Qu Da-zhuang as the General Manager of the Company, Mr. Shang Zhong-fu, Mr. Zhang Hai-quan, Mr. Liu Zhi-quan and Mr. Feng Yong-qiang as the Deputy General Managers of the Company. The Meeting also decided to set up four special committees: the members of the Strategic Development and Reform Committee include Zhao Ke-fei, Jiang Kui, Qu Da-zhuang, Shang Zhong-fu and Wu Wei-zhang, Zhao Ke-fei is the Chairperson of the Committee; the members of the Audit Committee include Li He-jun, Ding Xue-mei and Duan Hong-yi, Li He-jun is the Chairperson of the Committee; the members of the Remuneration Committee include Zhou Dao-jiong, Jiang Kui and Duan Hong-yi, Zhou Dao-jiong is the Chairperson of the Committee; the members of the Nominations Committee include Jia Cheng-bing, Ding Xue-mei and Qu Da-zhuang, Jia Cheng-bing is the Chairperson of the Committee.

六、 本公司於2006年9月29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，召開了第五屆監事會第一次會議，會議選舉郎恩齊先生為監事會主席。

6. On Friday, 29th of September 2006, 11am, the fifth session of the Supervisory Committee held its First Board of Directors Meeting in the meeting-room on the 17th Floor, at Block B, No. 39 Sandadongli Road, Dongli District, Harbin. The Meeting elected Mr. Lang En-qi as the Chairperson of the Supervisory Committee.

## 重要事項揭示 (續)

### Disclosure of Significant Events – (continued)

- 七、 2006年11月7日本公司召開第五屆董事會第二次會議，會議根據股東周年大會授權，決定聘任岳華會計師事務所為公司2006年度境內財務報告的主審計師，聘任岳華（香港）會計師事務所為公司2006年度境外財務報告的核數師。
7. On 7th November, 2006, the fifth session of the Board of Directors held its Second Board of Directors Meeting. The Meeting exercised the powers conferred by the shareholders' General Meeting to appoint Yue Hua Certified Public Accounts as the principal auditor of the Company's Domestic Financial Reports Year 2006; and Yue Hua Certified Public Accounts (Hong Kong) as the principal auditor of the Company's Overseas Financial Reports Year 2006.
- 八、 2007年1月15日本公司召開董事會議，決定投資成立哈爾濱電機廠交直流電機有限責任公司，註冊資本1億元人民幣，公司持有100%股權。
8. On the 15th of January 2007, the Company held a Board of Directors' Meeting. The Meeting decided to invest and found the Harbin Electric Machinery AC/DC Co. Ltd. with a registered capital of RMB100 million. The Company is its sole shareholder.
- 九、 2007年3月2日，本公司完成了H股增發工作。增發H股10235.5萬股，發行價格每股10.00港元，募集資金淨額約10億港元。同日，本公司控股股東將1023.5萬股國有股劃轉給社保基金並轉為H股。募集資金主要用於本公司秦皇島出海口基地二期重型廠房百萬千瓦級核島主設備建設項目。發行後本公司總股本137,680.6萬股，其中哈電集團持有70,123.5萬股，佔50.93%，H股67,557.1萬股，佔49.07%。
9. On 2nd March, 2007, the Company completed the issuance of H share, of which 102.355 million H shares were further issued. The price per share is HK\$10.00. The net listing proceeds amounted to HK\$1,000 million. On the same day, shareholders of the Company remitted 10.235 million shares of state share to National Social Security Fund and registered as H share. Such financing would be mainly invested in the 1,000MW class nuclear island main equipment project of the Second stage of Qinghuangdao Seaside Heavy Duty Workshop Construction. The total capital stock of the Company increased to 1,376.806 million shares. Among which 701.235 million shares, accounting for 50.93%, H share amounted to 675.571 million Shares, accounting for 49.07% were held by Harbin Power Engineering Corp.

除以上事項外，本公司未有其他需披露而未披露之事項。

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