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**ANNUAL REPORT 2004**



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鞣膺莖影箴肇膺祛窠蚰胼芴肋

o 濇踰胼薈理式纈璿 膺菅鞣藻动蚨膺

欣蚨拯銜訖强朮朮蚨学庆朮还华蚨肯

# 公司簡介

## Overview of the Company

哈爾濱動力設備股份有限公司(「本公司」)是由中華人民共和國(「中國」)製造大型發電設備歷史最悠久的製造商—哈爾濱電站設備集團公司(「哈電集團公司」)及其所屬原哈爾濱電機廠、哈爾濱鍋爐廠、哈爾濱汽輪機廠(「三大動力」)「本集團」是中國國內規模最大的發電設備製造商,其主要業務包括:

火電主機設備:單機容量最大達 1,000MW 之鍋爐、汽輪機及汽輪發電機,重型燃氣輪機及聯合循環成套設備,中國之最大清潔煤燃燒設備製造基地 CFB BOILER、PFBC等

水電主機設備:單機容量最大達700MW之水力發電機組

核電主機設備:核電廠核島及常規島設備

其他產品:電站配套輔機、工業鍋爐、工業汽輪機、控制設備、交流電機、直流電機、電站閘門、壓力容器及軸流風機等

電站及其它工程總承包

火電及水電設備成套服務

經營電站設備進出口業務

Group Corporation ("HPEGC"), which is the oldest large-scale power plant equipment manufacturer in the People's Republic of China (the "PRC") and its three affiliates: Harbin Electrical Machinery Works, Harbin Boiler Works and Harbin Turbine Works ("the three major power factories"). These three major power factories were established in the 1950s. The Company was established in Harbin, PRC on 6th October, 1994. The dealings in the shares of the Company commenced on the Stock Exchange of Hong Kong Limited (the "HKSE") on 16th December, 1994.

As at 31st December, 2004, the share capital of the Company comprised of 1,189,151,000 shares, of which 469,151,000 shares were circulated on the HKSE as H shares.

The Company and its subsidiaries (the "Group") are the largest manufacturer of power plant equipment in the PRC. The Group's principal activities include:

- Thermal power equipment: boilers, steam turbines and steam turbine generators with single unit capacity up to 1,000MW heavy-duty gas turbine and combined cycle units, the largest manufacturing base for clean coal combustion equipment in the PRC: CFB boilers, PFBC, etc.
- Hydro power equipment: hydro power sets with single unit capacity up to 700MW
- Nuclear power main equipment: nuclear island and conventional island equipment for nuclear power plants
- Other products: ancillary equipment, industrial boilers, industrial steam turbines, control devices, AC/DC motors, valves for power stations, pressure vessels and axial compressor, etc.
- Turn-key construction of power station projects and other engineering projects
- Contract supply of complete sets of thermal and hydro power equipment
- Import and export of power equipment

成套發電設備的工程化技術研究與開發

- Engineering technology R&D of complete set of power equipment

成套發電設備的系統研究與開發

- System R&D of complete set of power equipment

發電設備及其配套產品的研究與開發

- R&D of power equipment and its ancillary equipment

技術轉讓、技術諮詢和技術服務

- Technology transfer, technical consultation and services

環保工程業務等

- Environmental protection engineering services

本集團擁有先進的生產和科研試驗設備，其研究開發能力、生產製造能力和電站承建能力在中國發電設備製造商中一直雄據領先地位。

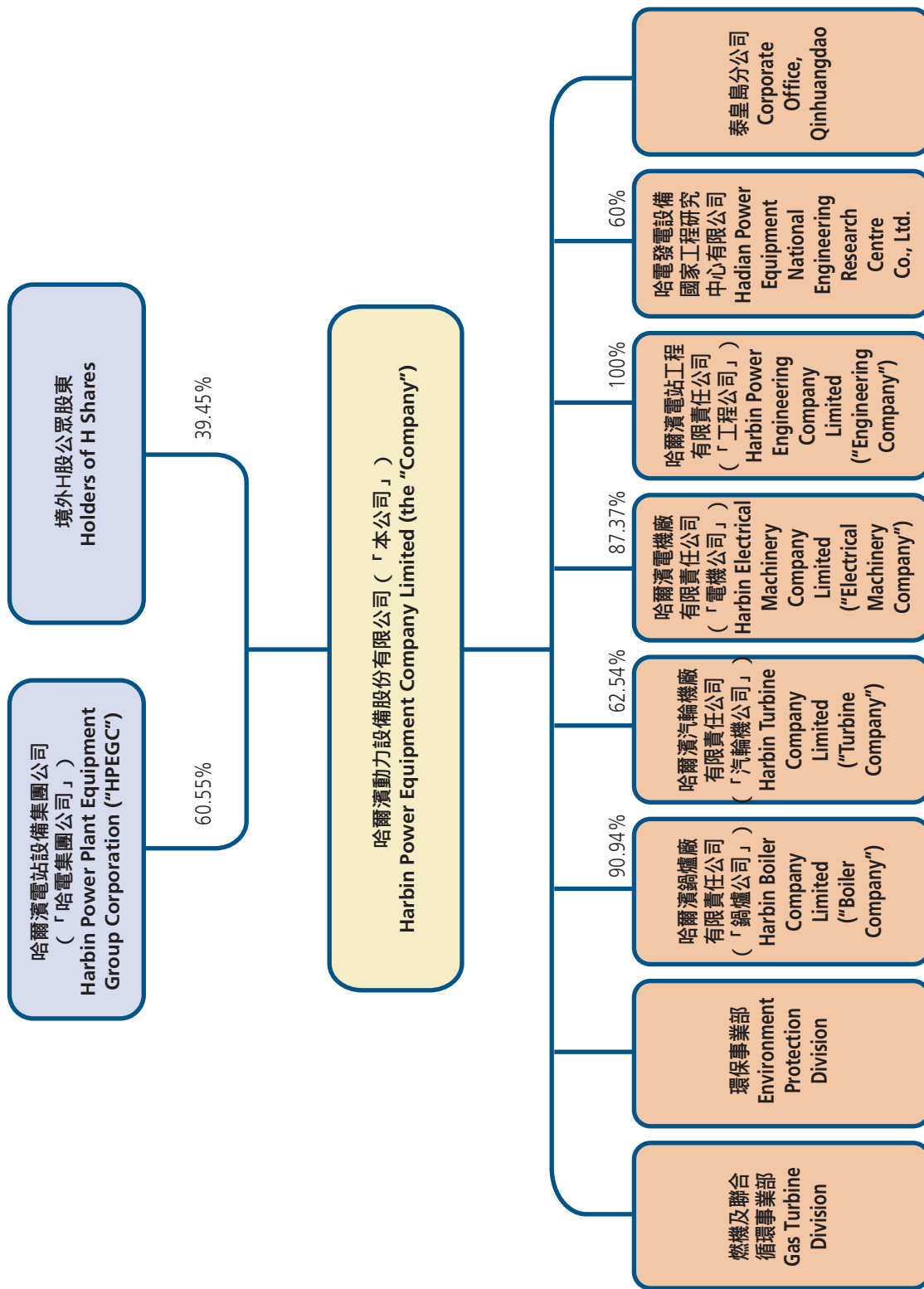
The Group possesses a comprehensive range of advanced production and research facilities. Its capabilities in research and development, product manufacturing and power station construction have been in the forefront of the power plant equipment manufacturing industry in the PRC.

本集團地處聞名中外的中國哈爾濱，被譽為「動力之鄉」。

The Group is located in Harbin, PRC, also known as the “City of the Power”.

### 主要業務架構

#### Corporate Structure and Main Business Line





# 財務摘要

## Financial Highlights

本集團五年之業績、資產及負債概列如下：

The summary of results, assets and liabilities of the Group for the last five years are as follows:

	Unit 單位	截至十二月三十一日止年度 Year ended 31st December,				
		2004	2003	2002	2001	2000
營業額 Turnover	人民幣千元 Rmb'000	<b>10,215,670</b>	5,144,246	3,821,280	2,860,696	3,028,914
除稅前溢利 Profit before tax	人民幣千元 Rmb'000	<b>168,963</b>	70,336	53,279	36,332	49,326
本年淨利潤 Net profit for the year	人民幣千元 Rmb'000	<b>117,572</b>	53,471	37,691	21,768	39,089
資產總值 Total assets	人民幣千元 Rmb'000	<b>31,015,199</b>	17,513,741	10,605,175	9,857,509	8,693,608
負債總值 Total liabilities	人民幣千元 Rmb'000	<b>27,361,591</b>	13,992,527	7,146,537	6,908,916	5,735,118
少數股東權益 Minority interests	人民幣千元 Rmb'000	<b>540,546</b>	516,189	499,949	21,649	8,721
股東權益 Shareholders' fund	人民幣千元 Rmb'000	<b>3,113,062</b>	3,005,025	2,958,689	2,926,944	2,949,769
每股淨資產 Net assets per share	人民幣元 Rmb	<b>2.62</b>	2.53	2.49	2.46	2.48
每股盈利 Earnings per share	人民幣元 Rmb	<b>0.099</b>	0.045	0.032	0.018	0.033

# 財務摘要

## Financial Highlights

### 主要業務

本公司主要作為投資控股公司並提供企業管理服務予其附屬公司。

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and provides corporate management services to its subsidiaries.

按主要產品分類營業額及營業利潤貢獻 Turnover and contribution to operating profit by major product categories	截至2004年12月31日止年度 Year ended 31st December, 2004		截至2003年12月31日止年度 Year ended 31st December, 2003	
	營業額 Turnover 人民幣千元 R '000	營業利潤 Contribution to operating profit 人民幣千元 R '000	營業額 Turnover 人民幣千元 Rmb'000	營業利潤 Contribution to operating profit 人民幣千元 Rmb'000
火電主機設備 Main thermal power equipment	7,208,106	559,194	2,898,839	395,225
水電主機設備 Main hydro power equipment	728,162	35,723	517,555	120,359
電站工程服務 Engineering services for power stations	1,180,669	59,675	1,179,968	62,996
電站輔機及配套設備 Power equipment accessories and parts	224,614	26,062	147,132	38,473
交直流電機及其他產品與服務 A.C./D.C. motors and other products and services	874,119	82,332	400,752	36,004
	<u>10,215,670</u>	<u>762,986</u>	<u>5,144,246</u>	<u>653,057</u>
其他業務收益 Profit from other activities		157,636		114,915
未分配到主要產品之費用 Expenses not allocated to major products		751,659		(697,636)
稅前溢利 Profit before tax		<u>168,963</u>		<u>70,336</u>





董事長耿雷先生  
Mr. Geng Lei, Chairman

致各位股東：

本人欣然提呈哈爾濱動力設備股份有限公司2004年1月1日至12月31日之年度報告，並代表本公司全體同仁向各位股東致意。

2004年中國經濟持續快速增長，電力需求旺盛。作為中國最大發電設備製造基地之一的哈爾濱動力設備股份有限公司，既迎來了新的發展機遇，也承擔著為中國電力發展提供優良產品和優良服務的重要責任。

2004年是公司發展史上的重要一年，國內政治經濟環境良好，得益於強大的市場需求和公司發展戰略的有效實施，公司全體同仁共同努力，公司業務高速增長，實現了多項突破。

經營業績穩步增長。截止2004年12月31日，公司實現除稅及少數股東收益後溢利為人民幣11,757萬元，比上年增長119.88%；每股溢利為人民幣0.099元；實現營業額人民幣1,021,567萬元，比上年增長98.58%。（有關上述業績的討論詳見本年報《管理層論述與分析》一節）

To all shareholders:

I am pleased to present the annual report of Harbin Power Equipment Co., Ltd (the company) for the year ended 31st December, 2004.

In the year of 2004, the economy of China continued to grow rapidly and the power supply is greatly needed. As one of the largest manufacture bases in the field of power generation equipments, Harbin Power Equipment Co., Ltd not only met with new developing opportunities but also take the responsibility for offering good quality equipments and service to Chinese power development.

2004 is important year in the company's developing history. With the support of sound domestic political environment, great market demand, implement effectively on the company's developing strategy and hard working for all the company's employees, the company's business has improved rapidly and has made breakthroughs in many fields.

The business results grew stably. For the year ended 31st, 2004, the Company recorded consolidated profit after taxation and minority interest of Rmb117.57 million, representing an increase of 119.88% over last year; earnings per share was Rmb0.099 yuan. Turnover was Rmb10,216 million, representing an increase of 98.58% over last year. (Pls see details in the section "Management Discussion and Analysis").

股東回報顯著增加。為回報廣大股東，董事會向股東大會建議從當年可供分配的利潤中提取人民幣6,065萬元向股東派發末期股息，即每股股息人民幣0.0510元。H股股東的股息將以港幣支付，匯率乃按股息宣派日前一周中國人民銀行公布的平均匯率計算，即港幣一元兌換人民幣1.0608元，每股H股可得股息0.0481港元。該股息將於2005年8月13日或之前派發予2005年5月13日已經登記在股東名冊上之股東。

公司期內正式簽訂合同人民幣302億元，從新簽訂單上分析，公司保持了在大型水電、大型火電、重型燃機等項目上的領先地位。大型水電市場佔有率超過65%，600MW超超臨界火電市場佔有率100%，重型燃機市場佔有率49%。同時，燃氣-蒸汽聯合循環發電機組餘熱鍋爐島和300MW大型抽水蓄能機組合同的簽訂，為公司開闢了新的市場空間；巴基斯坦恰其瑪工程項目2台核電蒸發器製造合同的簽訂，使公司核電製造推進了重要一步，為開發前景廣闊的核電市場奠定了基礎。300MW火電機組脫硫島合同的簽訂使公司在環保設備製造上實現了零的突破。

核心產品體系更加完備，核心技術躍上新台階。公司積極進行引進技術的消化吸收和技術創新，具備了自主設計製造700 MW大型水電、600MW大型空冷火電機組的能力，通過技術引進和技術合作，具備了設計製造600MW、1,000MW等超超臨界火電機組能力，基本掌握了9F級重型燃氣輪機的總裝和試車技術。新簽了1,000MW超超臨界燃煤鍋爐、300MW大型抽水蓄能機組和濕法脫硫、脫銷技術引進協議。加快推進公司主導產品的升級換代，增強了核心競爭力。

The rewarding for shareholders grew obviously. In order to reward our shareholders, The Board of Directors recommend a final dividend of Rmb60.65 million from the profit of the year available for distribution. The final dividend was Rmb0.0510 yuan per share. Dividend of shareholders for H shares will be paid in Hong Kong dollars, the exchange rate used, this is HK\$1 = RMB1.0608, is based on average closing rate of the People's Bank of China during the calendar week proceeding the date of recommending final dividend. The final dividend for every H share will be HK\$0.0481. On or before the day of 13th August, 2005, The dividend will be distributed to shareholders who have registered on the shareholders' list by the day of 13th May, 2005.

The officially signed contract value is amounted to 30.2 billion. The Company kept in leading position in large scale hydro power projects, large scale thermal power equipment and large scale heavy duty gas turbine projects. The market occupation rate for large scale hydro power exceeded 65%. The market occupation rate for 600MW ultra super critical thermal power is 100%; The market occupation rate for heavy duty gas turbine is 49%. At the same time the winning contract of gas-steam combined cycle generation unit HRSG island and 300MW large scale pump storage units exploited new market filed for the Company. The winning manufacture contract for 2 units' nuclear power steam generator of Pakistan Chashma Project pushed the Company to make a big movement in nuclear power manufacture and laid the foundation for nuclear power market with great prospects. The winning contract of 300MW thermal power unit Desulphurization Island shows that the Company has the capability to manufacture environment protection products.

Leading product system is more perfected and the core technology has reached to a new stage. The Company took positive actions on the absorption of transferred technology and technology renovation including design and manufacture 700MW large scale hydro power and 600MW large scale air-cooling thermal power. The Company is capable to design and manufacture 600MW, 1000MW ultra super critical thermal power by the way of technology introduce and technical cooperation. The Company has mastered the technology of assembly and test for 9FA heavy duty gas turbine. The newly signed technology introduce agreements on 1000MW ultra super critical coal combustion boiler, 300MW large scale pump storage units, wet desulphurization and desalpetre technology speeded up the Company's leading projects' upgrade and increased leading competitive capability.

生產系統經受了考驗，生產能力大幅度提升。火電三大主機的產量都在1,200萬千瓦以上，按合同交貨的難度很大。經過一年的不懈努力，實現了主要產品產量由2003年的500萬千瓦到2004年1,400萬千瓦的重大飛躍，兌現了對用戶的承諾，維護了公司市場信譽，帶動了公司各方面工作水平的提高，也使公司上下對完成今後幾年繁重的生產任務充滿了信心。

公司治理日臻完善。公司董事會組建了戰略發展委員會、審核委員會、提名委員會和薪酬委員會，進一步規範和完善了董事會的運作，提高了公司治理水平。

總之，通過一年的有效工作，公司生產能力大幅度提高，實現利潤快速增長，資產質量和運營效率進一步好轉，全體員工士氣高昂，信心倍增，公司呈現出良好的發展勢頭。

2005年，國內宏觀環境持續看好，發電設備市場規範發展，振興東北老工業基地的政策加快推進，這都為公司的發展提供了良好的外部環境。公司近幾年改革發展取得的成果、飽滿的在手訂單和綜合競爭優勢的提高，為公司今後的發展奠定了基礎。

董事會和本人認為，2005年，公司將繼續施行技術領先、國際化發展、機制創新、管理創新和以人為本的發展戰略，積極做好各方面工作，完成生產經營任務，提高經濟效益，為股東創造更多的回報。

The production system bear proof and the production capability have increased rapidly. The production output for three leading units were above 12000MW. It was difficult to delivery the equipment according to contract's requirement. With one year's continuous hard working, the Company has achieved a big improvement from 5000MW in 2003 to 14000MW in 2004, met its commitment to customer, maintained the company's reputation, improved the Company's work ability in all fields and made the Company feel confidence in finish heavy tasks in the following years.

The Company's management system was more and more completed. The company board of directors set up strategy development committee, audit committee, nomination committee and salary committee to further complete and regulate the board of director's operation, which have improved the Company's management level.

In general, with one year's efficient work, the Company's manufacture capability has been improved a lot, the Company's profits have increased a lot and the asset quality and operation efficiency was looking up. All employees were working diligently and confidently and the Company was in a positive developing tide.

In 2005, the positive condition of domestic macro environment, the canonical development of power equipments market and further implement of "Thrive Northeast Old Industry Base" strategy provided a sound outer environment for the Company's development. The results achieved through renovation and development, full contracts on hand and the improvement in the comprehensive competitive advantages laid a foundation for the Company's development in the following years.

Board of Directors and me is aware that the Company will continue to take active actions in all fields, finish production and management task, improve economy profit and create more rewards for our shareholders with implement of advanced technology, international development, system renovation, management renovation and strategy of regarding human resource as the core of the Company's development in 2005.

公司將加快引進技術的消化、吸收和創新，大力加強核心技術的自主開發形成具有自主知識產權之產品體系。通過提高科研設計水平，降低設計成本和生產成本，進一步提高產品質量。通過采用新科技和新工藝，縮短製造周期，提高生產效率。

在繼續抓好重點項目開發的同時，公司將加大以國際電站工程總承包項目為主的國際市場開發力度，構建國際、國內市場互補的戰略格局；繼續加強與跨國公司多層次、全方位的合作，改進公司的技術、管理、營銷等各方面工作，加快公司國際化發展步伐。

公司將繼續抓住降低成本這個重要環節，以提高產品毛利率為重點，改進成本控制，以有效控制設計成本、採購成本、製造成本、管理費用，提高公司贏利能力；加強對分包、擴散企業的控制，完善社會化生產組織體系。公司將加快企業信息化進程，以此為切入點，推動先進的管理理念和管理手段在公司的應用。年內將成立資金結算中心，對全公司的資金實行統一管理。

公司將進一步規範各類專業人員的培訓，為人才的成長和發揮作用創造條件，持續推動員工隊伍素質的提高，適應公司快速發展的需要。

本人堅信，公司一定能夠把握住發展的機遇，在2005年的工作中取得更大的突破。公司董事會和管理層對未來的發展充滿信心。

董事長  
耿雷

於中國·哈爾濱，二零零五年四月十六日

The Company will speed up the digestion, absorption and renovation of transferred technology to strengthen its core technologies and knowledge in order to create its own technologies and skill sets. It will reduce design cost and production cost and improve its product quality by way of improve scientific research design ability. It will reduce manufacture cycle and enhance productive efficiency by way of adopting new technology and new process.

As the same time of working on the important projects development, the Company will strengthen on international market taking general contract for international power station projects as dominant factor to build the structure that the domestic and foreign market can complementary mutually. With continuing to strengthening cooperation with multinational companies in multi-levels and all-directional, it will improve its work in all fields, such as technology, management and marketing etc and speed up its developing internationally.

Continuing cost reduction as key process, taking improving product gross profit as key point, updating cost control system, the Company will control design cost, sourcing cost, manufacture cost and managing cost efficiently to enhance the Company's ability of winning profit. Strengthening control on subcontracts, the Company will complete societalized production organization system. The Company will speed up informationization and takes it as point of contact to push forward the implement on advanced managing philosophy and managing methods in the Company. Within the year of 2005, the Company will set up a financial setting account center to reach a common management on the whole capitals.

The Company will further regulate training on professionals to create positive conditions for talented people to make progress and give full play to their skills.

I believe that the Company will grasp develop opportunity and make greater breakthrough in the work of 2005. The Board of Directors and managers are confidence on the development in the further.

Chairman  
Geng Lei

Harbin, the People's Republic of China, 16th April, 2005

### 宏觀經濟與行業發展

2004年中國經濟繼續保持快速增長，國內生產總值比上年增長9.5%。伴隨國民經濟快速增長，電力需求更加旺盛，全年發電量比上年增長14.8%，儘管如此，國內仍有26個省級電網曾經拉開限電，電力緊缺影響了經濟發展和居民生活。為滿足電力需求，電源建設步伐進一步加快，全年新批開工項目超過6000萬千瓦，推動了發電設備的旺盛需求。國家振興東北老工業基地相關政策的逐步落實，為公司創造了良好的政策環境。本集團迎來了前所未有的發展機遇。

### 訂貨情況

面對有利的外部環境和快速增長的市場定單，本集團調整營銷策略，以「為用戶服務」為宗旨，著眼於集團長遠發展，著力在大容量機組及新產品項目上下功夫，在鞏固常規產品市場佔有率的同時，擴大本集團在新產品開發方面的優勢，推動產品的升級換代，為集團的長遠發展奠定基礎。全年累計新接定單達302億元，僅次於歷史最好水平的2003年。其中主機設備定單259億元，佔定單總量的85.76%；工程服務項目定單19億元，佔定單總量的6.30%。在新接定單中600MW火電主機產品的市場佔有率約為45%，300MW火電主機產品的市場佔有率約為32%，大型水電機組的市場佔有率為66%。600MW火電及大型水電與上一年相比均有提高。特別是三峽右岸4X700MW大型水電機組、白蓮河300MW抽水蓄能水輪機、營口2X600MW兩缸兩排氣超超臨界、浙江鎮海等7台燃氣-蒸汽聯合循環項目以及巴基斯坦恰其瑪2台核電蒸發器等新產品合同的簽定，增加了本集團產品品種，進一步推動了集團主導產品的升級換代，鞏固了本集團主導產品的領先地位。

### MACRO-ECONOMY SITUATION AND INDUSTRY DEVELOPMENT

In the year of 2004, China economy continued to grow rapidly. The gross domestic product grew by 9.5 per cent compared with last year. With the rapid development of economy, the demand for electric power obviously increased. The electric power consumption grew by 14.8 per cent compared with that of last year. In spite of this, 26 provincial electric power grids restricted power supply by turning off power brakes and the shortage of electricity have effected economy development and people's life. In order to meet power demand, the power supply construction was speeded up and the new approved start-up projects for the whole year have exceeded 60000MW. The step-by-step implementation of the national policy "To revitalize the Northeast old industry base" has created a sound policy environment. Now, the Group faces unprecedented opportunities.

### NEW CONTRACTS

With positive external environment and rapidly increasing contracts, the Group adjusted marketing strategy, took "Serving our customer" as tenet, focused on long term development, and took effort on unit with big capacities and new products. Consolidating the market occupation rate of regular products, meanwhile, the Group enlarged its advantages in exploring new products and impelled product's upgrade, which laid foundation for the Group's long-term development. The new-receiving contracts have already amounted to Rmb30.2 billion, which just next to the history record in the year of 2003. Among which, the main equipments contracts have reached Rmb25.9 billion, representing 85.76 per cent of the whole contracts; engineering service contracts was up to Rmb1.9 billion, representing 6.3 per cent of the whole contracts. Among new contracts, the market share of 600MW thermal power main units' product is 45 per cent, for 300MW thermal power main units product is 32 per cent, for large hydro power units product is 66 per cent. 600MW thermal power main units and large hydro power units have increased to certain extent compared with that of last year. Especially, the contracts of 4X700MW Three Gorges Project right bank large-scale hydro power equipment, Bailianhe 300MW pump storage hydraulic turbine, Yingkou 2X600MW ultra super critical units with double casings and double exhausts, 7 gas-steam combined cycle units such as Zhenhai project in Zhejiang province and 2 units of Chashma nuclear steam generator in Pakistan have broadened the Group's product lines, impelled the Group's upgrading on leading products and consolidated the Group's leading position in its main products.



### 生產與服務

2004年生產的特點是新產品多、交貨周期緊，生產任務繁重，主要設備滿負荷運行。為了滿足客戶的需求，確保交貨周期，本集團採取了改進生產組織方式等多項措施，對生產瓶頸環節進行改造，增添關鍵設備，新建鍋爐生產廠房，同時通過加強質量控制，完善質量管理體系，增加對外擴散的數量，加強對外採購、擴散產品的管理，從而使產品產量大幅度提高。全年共完成發電設備14,555MW(以汽輪發電機組和水電機組計)，比上年增長137.39%，其中電站鍋爐完成50台12,295MW，比上年增長133.52%；電站汽輪機完成63台13,677MW，比上年增長205.15%；汽輪發電機完成48台12,122MW，比上年增長137.50%；水輪發電機組完成25台2,433MW，比上年增長136.84%。

期內，本集團自主開發的山西大同600MW空冷汽輪機和本集團製造的我國首台國產化沁北600MW超臨界機組的投入運行以及本集團與GE公司合作生產的9FA重型燃氣輪機在本集團秦皇島分公司總裝試車成功，為本集團進一步拓展市場，提升核心競爭力。

財務數據與分析

### 科研開發與技術合作

2004年,本集團投入技術開發費用2.04億元,完成了167項新產品開發和科研課題,主要對已有的600MW、300MW火電主機設備進行改進,並對600MW、1000MW超超臨界300MW循環流化床鍋爐、300MW抽水蓄能機組、重型燃氣輪機等展開科研工作。對已經引進的技術進行消化吸收,基本掌握了9F級重型燃氣輪機的總裝和試車技術,其他重要產品如浙江玉環1000MW超超臨界鍋爐、常熟600MW超臨界鍋爐、開遠300MW循環流化床鍋爐、新型三缸四排汽600MW機組以及大型抽水蓄能機組的研製都取得重要進展。

在自主研發的同時本集團還加強了與跨國公司的合作,技術引進工作取得了重要進展。先後與國外公司簽署了600-1000MW超超臨界鍋爐技術許可協議、300-1000MW單筒式除氧器技術轉讓協議、選擇催化NO<sub>x</sub>還原系統(SCR)技術轉讓協議、濕法煙氣脫硫技術的許可協議;引進了300MW抽水蓄能機組製造技術和200MW空冷汽輪發電機技術。這些項目的實施,將使本集團主導產品達到當代國際水平,對本集團的長遠發展具有重要意義。

本集團主導產品年內捷報頻傳,秦山2X650MW核電站獲得國家科技進步一等獎,該電站2X650MW常規島設備由本集團提供;本集團製造的天津大唐盤山4號機組刷新了國產600MW機組連續運行的最新記錄,該機組在全國17家發電企業的38台機組競賽中榮獲特等獎;十里泉電廠6號機組在全國80家發電企業217台機組的全國火電30萬千瓦大機組競賽中榮獲特等獎,為本集團爭得了榮譽。

### R&D AND TECHNOLOGY COOPERATION

In the year of 2004, the Group invested 204 million in R&D and completed 167 items of new products' R&D. Among which, the 600MW and 300MW thermal power units were upgraded; the 600MW and 1000MW ultra super critical units, the 300MW Circulated Fluidized Bed Boiler, the 300MW pump storage project and heavy duty gas turbine have been researched and developed. By absorbing the digesting technology, the Group has mastered assembly and test skill for 9FA gas turbine. The R&D for the other projects such as Zhejiang Yuhuan 1000MW ultra super critical boiler, Changshu 600MW super critical boiler, Kaiyuan 300 MW circulated fluidized boiler, new type 600MW units with 3 casings and 4 exhausts and large-scale pumped storage unit have been successfully developed.

Meanwhile, the Group strengthened its cooperation with international companies and achieved a lot in technology transfer. Within the year, the Group successfully signed with foreign companies Technology License Agreement on 600-1000MW ultra super critical boiler; Technology Transfer Agreement on 300-1000MW deaerator, SCR and wet fuel gas desulphurization; introduced manufacture technology on 300MW pumped storage units and 200MW air cooling steam turbine generation units. The enforcement of these contracts promoted the Group's leading products to international level, consolidated and improved the Group's position in this industry and was of significant meanings for the Group's further development.

The group has achieved significant results for its leading products in the year of 2004. Qinshan Nuclear Power Station Project has won the first prize of National Science Progress Award, for which the Group supplied 2X650MW conventional island equipment; the No. 4 unit of Tianjin Datang Panshan project has set up a new record of continuing operation for 600MW units. In addition, this unit won special prize in the competition with 38 units provided by 17 power generation companies; the No. 6 unit from Shiliquan Power Plant won a special prize competed with 217 thermal power units with 300MW from 80 power generation companies all over the country, which gained reputation for the Group.

### 溢利

2004年,本集團實現淨溢利11,757萬元,比上年增長119.88%;每股盈利0.099元,比上年增加0.054元;期末資產淨值為311,306



### 毛利及毛利率

年內，本集團營業毛利為76,299萬元，毛利率為7.47%，比上年下降5.22個百分點

其中，火電主機設備毛利為55,919萬元，毛利率為7.76%，比上年下降5.87個百分點；水電主機設備毛利為3,572萬元，毛利率為4.91%，比上年下降18.35個百分點；電站工程服務毛利為5,968萬元，毛利率為5.05%，比上年下降0.29個百分點；電站輔機及配套產品毛利為2,606萬元，毛利率為11.60%，比上年下降14.55個百分點；交直流電機及其它產品與服務的毛利為8,233萬元，毛利率為9.42%，比上年增加0.44個百分點。毛利率下降的主要原因是本期銷售的產品大部分為2003年上半年以前的訂單，價格較低，而期內原材料價格大幅上升、外委加工擴散產品比例增大等因素。

### 期間費用

2004年，本集團發生營業及管理費用支出為68,398萬元，較上年增加9,962萬元。其中人工成本增加約3,896萬元；多計提壞帳準備、存貨跌價準備2,350萬元；任務量增加，管理幅度及市場開發力度加大使業務經費增加約1601萬元；醫療保險增加約615萬元。

### 利息支出

2004年，本集團發生利息費用4,789萬元，比上年減少6,364萬元。主要是本集團償還了大部分短期貸款，使貸款減少。

### GROSS PROFIT AND PROFIT MARGIN

In 2004, the gross profit of the Group was Rmb762.99 million and the profit margin is 7.47 per cent, a decrease 5.22 per cent over last year.

Among which the profit for thermal power main units were Rmb562.84 million. The profit margin for thermal power main units was 7.76 per cent, a decrease of 5.87 per cent compared to last year. The profit for hydropower main units was 35.72 million. The profit margin for hydropower power main units was 4.91 per cent, a decrease of 18.35 per cent compared to last year. The profits for power plant engineering services were Rmb59.68 million, the profit margin for engineering services was 5.05 per cent, a decrease of 0.29 per cent over last year. And the profit for power plant accessories and parts were Rmb26.06 million. The profit margin for power plant accessories and parts were 11.60 per cent, a decrease of 14.55 per cent over last year. The profit for the AC/DC motors and other product and service was Rmb82.33 million. The profit margin for the AC/DC motors and other product and service was 9.42 per cent, a increase of 0.44 per cent compared to last year. The main reason for profit margin decrease is that most contracts for the products sold by the Group in 2004 were signed before the first half year of 2003, at that time, the contracts were secured at low prices and the price of raw material continued to grow and subcontracts were increased.

### EXPENSES DURING THE YEAR

The Group's expenses from operation and administration activities during the year of 2004 amounted to Rmb683.98 million, an increase of 99.62 million compared to last year. Among which, labor cost increased about Rmb38.96 million; preparation value for bad debt and price decrease of stock-in-trade was Rmb23.50 million; expenses for business activities increased about Rmb16.01 million due to the enhancement of administration and marketing. The medical insurance increased about Rmb6.15 million.

### FINANCE COSTS

During the period under review, the Group's finance cost amounted to 47.89 million, a decrease of 63.64 million over last year. This was because the Group paid back most short-term loans, which decreased the number of loans.

### 資金來源及借款情況

本集團之營運及發展所需資金主要有三個來源：股東資金、客戶貸款和銀行借款。本集團之借款乃根據具體項目而安排，除特殊情況外，借款一般由旗下各子公司分別籌措，但屬於資本投資性借款須先由總公司批准。由於近兩年本集團訂單及預收貨款大幅度增加，本集團營運資金充裕，償還了絕大部分營運資金貸款。截至2004年12月31日，本集團銀行借款總額為227,366萬元(2003年12月31日為262,474萬元)，均為按國家規定利率從各商業銀行及國家政策性銀行取得的借款。其中，須於一年內償還之借款為78,420萬元，比年初增加22,242萬元，原因是三峽改造貸款及伊朗工程項目共6.6億元貸款將於一年內到期所致。須於一年後償還之借款為148,946萬元，比年初減少57,350萬元。

### 存款及現金流量

於2004年12月31日，本集團銀行存款及現金為559,569萬元，比年初增加148,334萬元。年內，本集團經營業務現金流入淨額為720,463萬元(2003年為457,201萬元)；融資業務之現金流出淨額為40,870萬元(2003年為142,488萬元)；投資業務之現金流出淨額為569,834萬元(2003年為26,369萬元)。本集團經營業務現金流入數額較大，主要是年內新訂單大量增加，預收貨款增加所致。

### 資產結構及變動情況

於2004年12月31日，本集團資產總值為3,101,520萬元，比年初增加1,350,146萬元。其中，流動資產為2,480,125萬元，佔資產總值的79.96%；非流動資產為621,395萬元，佔資產總值的20.04%。

### FUNDING AND BORROWINGS

The Group's funding for operation and development mainly has three resources, they are shareholder capital, customer loans and bank borrowings. The borrowings of the Group will be arranged according to specific projects. Except for those special situations, the loans will be separately conducted by subsidiaries under the Group. However, the Group must approve the capital investment borrowings in advance. With the dramatic increase of contracts and prepayment, the Group has compensated for most loads for operating funds. As at 31st December, 2004, the total sums of the Company borrowings are Rmb2,273.66 million (that at 31st December, 2003 was Rmb2,624.74 million). The Group's borrowings are loans from various commercial banks and the State's policy banks with interest rates stipulated by the state. Among which the Group's borrowings due within one year were Rmb784.20 million, an increase of Rmb222.42 million compared to the beginning of the year. The reason is that Rmb660 million loans for The Three Gorges Reconstruction and Iran projects would be due within one year. The Group's borrowings due after one year were Rmb1,489.46 million, a decrease of Rmb573.50 million compared to the beginning of the year.

### DEPOSITS AND CASH INFLOW

As at 31st December, 2004, the bank deposits and cash of the Group amounted to Rmb5,595.69 million, an increase of 1,483.34 million over the beginning of the year. During the year, the net cash used by operating activities amounted to Rmb7,204.63 million (the sum in 2003 was Rmb4,572.01 million). The net cash from financing activities amounted to Rmb408.70 million (the sum in 2003 was Rmb1,424.88 million) and the net cash used by investment activities was Rmb5,698.34 million (the sum in 2003 is Rmb263.69 million). The reason that the Group's inflow sum of cash for operating activities is big is because of the increasing of new contracts and prepayment.

### CAPITAL STRUCTURE AND ITS CHANGES

As at 31st December, 2004, the total assets of the Group amounted to Rmb31,015.20 million, an increase of Rmb13,501.46 million compared to the beginning of the year. Among which, the total current assets were Rmb24,801.25 million, representing 79.96 per cent of the total assets. The total non-current assets were Rmb6,213.95 million, representing 20.04 per cent of the total assets.

### 負債

於2004年12月31日,本集團負債總值為2,736,159萬元,比年初增加1,336,906萬元,增長95.54%。其中,流動負債總值為2,271,578萬元,佔負債總值的83.02%,比年初增長135.70%;非流動負債總值為464,581萬元,佔負債總值的16.98%,比年初增長6.68%。於2004年12月31日本集團的資產負債率為88.22%。本集團負債大幅度增加的原因是預收帳款大幅度增加所致。

### 股東權益

於2004年12月31日,本公司股東權益總額為311,306萬元,比年初增加10,804萬元;每股資產淨值為2.62元。2004年,本公司淨資產收益率為3.84%,比上年增長2.05個百分點。

### 資本與負債比率

於2004年12月31日,本集團的資本杠杆比率(非流動負債比股東權益總額)為1.49:1,上年為1.45:1。

### 或有負債及抵押

2004年,本集團未發生未決訴訟所產生之或有負債。於2004年12月31日,本集團有2.33億元對外擔保,其中2.07億元與承包項目有關,另外有4,818萬元資產抵押用於流動資金貸款。

### LIABILITIES

As at 31st December, 2004, the Group's liabilities totaled Rmb27,361.59 million, an increase of Rmb13,369.06 million and 95.54 per cent compared to the beginning of the year. Among which, the total current liabilities were Rmb22,715.78 million, representing 83.02 per cent of the total liabilities, an increase of 135.70 per cent over the beginning of the year. The non-current liabilities were Rmb4,645.81 million, representing 16.98 per cent of the total liabilities, an increase of 6.68 per cent over the beginning of the year. At 31st December, 2004, the Group's current liability ratio is 88.22 per cent. The reason for the dramatic increasing is the increase of prepayment.

### SHAREHOLDER'S FUND

As at 31st December, 2004, the shareholder's fund of the Company totaled Rmb3,113.06 million, an increase of Rmb108.04 million over the beginning of the year. The net assets per share were Rmb2.62. In 2004, the Company's assets-income ratio was 3.84 per cent, an increase of 2.05 per cent compared with that of last year.

### GEARING RATIO

As at 31st December, 2004, The Group's gearing ratio (non-current liabilities/total shareholders' fund) was 1.49:1, as compared to that of 1.45:1 of last year.

### CONTINGENT LIABILITIES AND MORTGAGE ASSET

In 2004, there was no any contingent liabilities arising from outstanding litigation of the Group. As at 31st December, 2004, the Group's external guarantee was Rmb233 million, among which Rmb207 million was related to contracting projects. In addition, of pledge assets with net book value of Rmb48.48 million were used for bank borrowings for working capital.



### 資本開支及所持重大投資情況

2004年,本集團用於基本建設和技術改造的資本開支總額約為72,053萬元,使用募集資金1.68億元。主要是為生產9FA重型燃氣輪機及大型循環流化床鍋爐和餘熱鍋爐產品而進行的基本建設和技術改造投資。出海口基地建設項目一期總投資30,758萬元,其中固定資產總投資28,258萬元,到2004年年底,已累計完成投資28,349萬元,總裝廠房、燃機試車站及配套設施於2004年4月投入使用,全年共完成6台燃機的總裝和5台燃機的試車。出海口基地的建成將為重型燃機、核電、百萬千瓦級超超臨界及其它大型產品的發展奠定基礎,提高本集團的行業地位和競爭能力。另外大型燃氣輪機項目總投資24,750萬元,其中固定資產投資21,900萬元,已完成投資11,396萬元;大型循環流化床鍋爐改造項目總投資10,700萬元,其中固定資產投資8,300萬元,已完成投資7,818萬元,廠房已竣工並投入使用。

### 匯率波動風險及相關對沖

本集團擁有部分外幣存款,於2004年12月31日,本集團外幣存款折合人民幣67,555萬元。本集團出口及以外幣結算之業務,存在匯兌風險。年內本集團已委託中國銀行對部分外幣結算的日元採取對沖措施,以規避匯率波動風險。

### 募集資金運用

2004年,本公司共運用募集資金1.68億元,用於出海口基地建設項目。

截至2004年12月31日,本集團已累計運用H股募集資金約10億元,剩餘款項約2.4億元暫存放於銀行,將用於出海口基地建設及其它技術改造項目。

### CAPITAL EXPENDITURE AND IMPORTANT INVESTMENT

In the year of 2004, the Group invested Rmb720.53 million for basic construction and technology renovation and used Rmb168 million from the listing proceeds. The main projects were 9FA heavy duty gas turbine, large circulated fluidized bed boiler and heat recovery boiler. The first stage investment in Seaside Workshop Construction project of QHD was Rmb307.58 million, among which the investment in fixed assets were Rmb282.58 million. By the end of 2004, the accumulated investment was up to Rmb283.49 million. The assembly factory and test station of heavy-duty gas turbine and relevant facilities were put into operation in April, 2004. Altogether 6 units were assembled and 5 units were tested within this year. The accomplishment of Seaside Workshop Construction project of QHD will lay a foundation for the development of heavy-duty gas turbine, nuclear power, 1000MW class ultra super-critical product and the other large product and promote the Company's industry status and competitive capability. In addition, the investment in large gas turbine projects was Rmb247.50 million, among which the fixed asset investment was Rmb219 million, the completed investment was Rmb113.96 million; the investment on large circulated fluidized bed boiler renovation is Rmb107 million including the fixed asset investment of Rmb83 million, the completed investment was Rmb78.18 million. The workshop was completed and has been put into operation.

### EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

The Group has certain amount of deposits that are in foreign currencies. As at 31st December, 2004, the amount of the Group's deposits in foreign currencies was Rmb675.55 million after conversion. The export business of the Group is also settled in foreign currencies and there is exchange risk. In 2004, the Group entrusted the Bank of China to adopt hedging measures for part of the Japanese yen to avoid exposure to fluctuation in exchange.

### USE OF LISTING PROCEEDS

The Group used a total of Rmb168 million from its listing proceed for Workshop Construction project of QHD.

As at 31st December, 2004, the Group used a total of Rmb1 billion from its listing proceedings and the remaining balance of Rmb240 million of listing proceeds was deposits in the bank and it will be used in Workshop Construction project of QHD and other technology renovation projects.

### 投資計劃

2005年本集團計劃投資約6.4億元繼續用於出海口基地建設項目、超臨界項目、大型燃氣輪機技術引進項目、聯合循環餘熱鍋爐技術引進及技術改造項目、大型抽水蓄能機組技術引進及企業信息化建設項目等，以促進產品升級換代，增強核心競爭能力。同時，本集團也將增添部分關鍵設備，解決生產瓶頸環節，擴大生產能力。此外，鑒於核電潛在的巨大市場需求，本公司計劃開始建設秦皇島出海口二期工程，建設資金擬通過銀行貸款等融資方式解決。

### 員工及薪酬

於2004年12月31日，本集團擁有在崗員工17300人，年薪酬總額為5.27億元。本集團採取崗位培訓到大專院校培訓和到跨國公司培訓等多種措施培訓員工，提高員工素質，創建人性化的人才培養、使用機制。全年培訓8618人次。實行崗位工資制度，加強考核，把員工的個人目標與公司的目標有效結合起來，調動各方面的積極性，加快公司發展。

### 展望

2005年本集團將快速發展，經營業績將進一步改善。從企業外部來看，一方面中國宏觀經濟將繼續保持快速增長，國家振興東北老工業基地和大力振興裝備製造業的發展戰略將進一步實施，為公司提供了良好的外部環境。另一方面，隨著國家宏觀調控的加強，今後兩年發電設備市場將平穩發展，以大容量、高效率、低污染為特點的高新技術產品將成為市場發展的重點，市場競爭漸趨激烈。從企業內部來看，700億元的在手訂單為本集團今後幾年的發展提供了重要的保障，但同時創紀錄的生產任務也給生產系統帶來壓力。為此，公司將採取有效措施，重點做好以下幾方面工作：

### INVESTMENT PLAN

In the year of 2005, in order to upgrade products and improve core competition capability, the Group are planning to invest Rmb640 million in super-critical project, large gas turbine technology transfer project, Workshop Construction project of QHD, combined cycle HRSG technology renovation and technology transfer and technology transfer and renovation of large pumped storage units projects. At the same time, the Group will buy some key equipment to solve the bottleneck problems and to enlarge producing capability. In addition, facing great potential demand of





三是以高新技術產品為重點，加大市場開發力度，為公司可持續發展奠定基礎。2005年本集團在鞏固大水電、抽水蓄能、600MW超臨界、超超臨界、1000MW超超臨界和大型聯合循環機組市場優勢的基礎上，做好核電項目的投標準備工作，並儘快開工建設秦皇島核電生產廠房，為迎接能源結構調整作好準備。立足於公司可持續發展，積極做好脫硫、脫硝以及風力發電等環保產品的市場開發，培育新的經濟增長點。加大以國際電站工程總承包項目為主的國際市場開發力度，構建國際、國內市場互補的戰略格局。

四是以提高產品毛利率為重點，深入開展「降成本、降費用、提高經濟效益」活動，提高管理水平。通過招標、集中採購嚴格控制採購成本，通過科學核定工時和控制質量，降低製造成本，嚴格控制管理費用、財務費用。加快結算中心的建設，對全公司的資金實行統一管理。積極推進公司大企業信息化工作，以注重實效、提高效率為原則，建立起公司資源共享的信息平臺，提高工作效率和管理水平。

五是以建立現代企業制度為方向，著眼於增強公司的活力和競爭力，不斷深化改革。積極開展業務流程重組研究，參照國內外先進企業的經驗，改造公司業務流程。積極做好主輔分離改制分流工作，精幹主業。繼續深入開展三項制度改革，完善技術人才、經營管理人才的培養、選用、考核和激勵機制，使各類人才能夠脫穎而出。

Third, regarding high-tech products as work core. The Company will strengthen on market development to lay foundation for its continuous development. In the year of 2005, the Company will make full preparation of nuclear power plant bidding work on base of consolidating large hydro power units, pumped storage units, 600MW super critical units, ultra super critical, 1000MW ultra super critical units and large scale combined cycle units. Also the Company will speed up on constructing Qinhuangdao nuclear power manufacture workshop in order to make preparation on energy source restructure. Basing itself on the Company's continuous development, the Company will take positive actions on market development in field of desulphurization, deNOx and wind energy power products etc. and tap new sources of economic growth. The Company will strengthen on international market development mainly in field of general contract for international power plant engineer project and establish a pattern that the international market and domestic market compensate mutually.

Forth, regarding product's profit margin as the core of the Company's development. The Company will promote its management capability by way of "Reduce Cost And Improve Economic Profit". The Company will strictly control sourcing cost by way of tendering and centralized sourcing and reduce manufacture cost by way of value man-hour reasonably and control quality accident. Also it will strictly control management cost and financial cost. The Company will speed up to establish the financial settlement center to unite the whole Company's management. Pushing forwards IT work, taking efficiency as principle, the Company will establish information platform for share resource and improve work efficiency and management level.

Five, regarding set up modern company as the Company's orientation. The Company will focus on its energy and competitive capability and deepen its reform. Researching on restructure of business process, the Company will renovate the Company's business process in reference to experience of advanced companies inside and outside of China. Also the Company will continue to separate the supplementary business from main business and focus on main business. Consisting with the policy of reforms for three systems, the Company will perfect training, selecting, value and encourage system for technical and managing talents, which will make talented people show themselves.



### 董事

#### 執行董事

耿雷先生，現在57歲，碩士學位，高級經濟師職稱，現任本公司及哈電集團公司董事長、黨委書記。耿先生生於一九六八年加入哈電集團，後就讀於哈爾濱工業大學管理學院，獲碩士學位。耿先生曾任本集團原鍋爐廠黨委辦公室主任、黨委書記等職務。一九九四年十月起任本公司執行董事兼本集團鍋爐公司董事長兼總經理及本公司副總經理等職務。一九九七年八月任哈電集團公司黨委書記兼副董事長及本公司黨委書記，同年十月任本公司副董事長。一九九九年十一月任哈電集團公司董事長，二零零零年一月任本公司董事長。耿先生現被聘為哈爾濱工業大學客座教授。

宮晶坤先生，現年46歲，碩士學位，高級工程師職稱，現任本公司副董事長及哈電集團公司副董事長兼總經理。宮先生一九八二年畢業於瀋陽機電學院，同年加入哈電集團，後就讀於上海情。事掣 辰八月任哈電集團公司副董事長兼總經理，九月任本公司副董事長。

#### Executive directors

**Mr. Geng Lei**, 57, senior economist and with a master degree, secretary of the Communist Party Committee and chairman of the Company and HPEGC. Mr. Geng joined HPEGC in 1968 and has been director, secretary of the Communist Party Committee of the former Boiler Works. He began to act as the executive director of the Company, chairman and general manager of the Boiler Company of the Group and deputy general manager of the Company in October 1994. He has been the secretary of the Communist Party Committee and vice chairman of HPEGC since August 1997 and in October 1997, he was appointed vice chairman of the Company. He began to act as chairman of HPEGC in November 1999 and in January 2000, he was appointed as chairman. Mr. Geng was appointed by Harbin Institute of Technology as a professor.

**Mr. Gong Jing-kun**, 46, senior economist and with a master degree, now is vice chairman and general manager of HPEGC and vice chairman of the Company. Mr. Gong graduated from Shenyang Institute of Machinery and Electronics in 1982 and joined HPEGC at the same year. Later on, he studied in Shanghai Fu Dan University majoring economic management and was conferred master degree. Mr. Gong has been vice manager of production department, manager of hydropower workshop in former Harbin Electric Machinery Works and general manager assistant and vice general manager of Electric Machinery Company of HPEGC. Mr. Gong was appointed as chairman of Archeng Relay Group Company and Archeng Relay Company Limited in 1999, In August 2000, he was appointed vice chairman and general manager of HPEGC and in September 2000, Mr. Gong was appointed vice chairman of the Company.



趙克非先生，現年48歲，碩士學位，高級經濟師職稱，現任本公司副董事長兼總經理及哈電集團公司副董事長。趙先生一九八二年畢業於東北重型機械學院，後於一九八七年就讀於哈爾濱工業大學管理學院，獲碩士學位。趙先生於一九八二年加入哈電集團。曾任本集團原電機廠工程師、黨委組織部副部長、汽輪發電機分廠副廠長等職務。一九九二年任哈電集團黨委組織部部長；一九九四年任本集團電機公司常委副書記，一九九五年十二月任常務副總經理，一九九七年八月任哈電集團公司董事，同年十月任本公司執行董事、總經理。一九九九年十一月任哈電集團公司副董事長，二零零零年一月任本公司副董事長。趙先生現被聘為哈爾濱工業大學、哈爾濱工程大學客座教授。

段洪義先生，現年41歲，大學學歷，高級經濟師職稱，現任哈電集團公司副總經理。段先生一九八二年畢業於哈爾濱電機製造學校機械專業，同年加入哈電集團。曾任本集團原鍋爐廠計劃處綜合計劃員，副處長等職務。段先生一九九四年參加哈電集團股改和本公司股票發行與上市工作，一九九五年起先後任本公司計財部副部長、部長、公司副總會計師以及本集團汽輪機公司監事、副總經理及本集團動力科貿公司副董事長等職務。二零零零年八月任哈電集團公司副總經理。段先生曾於二零零二年三月至二零零三年一月在中央黨校中青年幹部培訓班學習。

商中福先生，現年43歲，工商管理碩士，高級工程師，現任本公司執行董事、副總經理。商先生一九八二年畢業於哈爾濱工業大學汽輪機專業，同年加入哈電集團。曾任本集團原汽輪機廠設計研究所副科長、副所長、副總經濟師、副總工程師等職務。一九九八年十月任本集團汽輪機公司副總經理。一九九九年十一月任本集團汽輪機公司董事長兼總經理。二零零零年九月任本公司執行董事。二零零二年二月任本公司副總經理。

**Mr. Zhao Ke-fei**, 48, senior economist, general manager and vice chairman of the Company and vice chairman of HPEGC. Mr. Zhao graduated from Northeast Heavy Machinery Institute in 1982 and began his master course in the Management College of Harbin Institute of Technology in 1987. He joined HPEGC in 1982. He was the engineer, vice chief of Organization Department and vice director of turbine-generator workshop of the former Electrical Machinery Works. He began to act as head of Organization Department of HPEGC in 1992 and vice secretary of the Communist Party Committee, managing deputy general manager of the Electrical Machinery Company in 1994 and in December 1995, respectively. He was appointed director of HPEGC and general manager of the Company in August and October 1997 respectively. In November 1999, he was appointed as vice chairman of HPEGC and in January 2000 he was appointed as vice chairman. Mr. Zhao was appointed by Harbin Institute of Technology and Harbin Engineering University as a professor.

**Mr. Duan Hong-yi**, 41, senior accountant and with a bachelor degree and deputy general manager of HPEGC. Mr. Duan graduated from Harbin Electrical Machinery College majoring in mechanics in 1982 and joined in HPEGC at the same year. Mr. Duan has been a comprehensive planner and vice manager of planning department of former Boiler Works of HPEGC. He joined in the reorganisation of HPEGC as share-holding Company and listing of the Company's share in 1994. He has been vice manager and manager of financing department, vice chief accountant of the Company and supervisor, deputy general manager of Turbine Company of HPEGC and vice chairman of Harbin Power Technology & Trade Incorporation of HPEGC since 1995. He was appointed as deputy general manager of HPEGC in August 2000. From March 2002 to January 2003, Mr. Duan studied at Young Cadre Training Class of CPC Central School.

**Mr. Shang Zhong-fu**, 43, senior engineer, Master of Business Administration, deputy general manager of the Company. Mr. Shang was a graduate in turbine from Harbin Institute of Technology and joined HPEGC in the same year. He was assistant section head, deputy head of the Turbine Research Institute, vice chief economist and vice chief engineer of the Turbine Company of the Group. In February 1998, he was appointed as deputy general manager of the Turbine Company of the Group and in November 1999, chairman and general manager of the Turbine Company. In February 2002, Mr. Shang was appointed as deputy general manager of the Company.



### 獨立董事

周道炯先生，現年71歲，現任本公司獨立董事和中國陶行知基金會理事長，中國投資發展促進會會長，中國財政學會、中國市場經濟學會顧問，北京大學、中國人民大學、中南財經大學、東北財經大學、西南財經大學兼職教授等職務。周先生一九五零年參加工作，先後任安徽省財政廳廳長，省人民政府秘書長，中國建設銀行行長，中國投資銀行董事長，國務院證券委常務副主任，國家開發銀行副行長及中國證券監督管理委員會主席等職務。

都興有先生，現年75歲，高級工程師職稱，現任中國電機工程學會秘書長，中國動力工程學會副理事長。都先生一九五二年畢業於上海同濟大學電機系。曾任徐州賈汪電廠總工程師、徐州電業局總工程師等職務，一九七八年任水利電力部科技司處長、總工程師、司長等職務，一九八八年任能源部科技司司長，工



### 監事

#### 股東代表監事

郎恩齊先生，現年58歲，高級工程師職稱，現任哈電集團公司董事、黨委副書記、紀委書記及本公司監事會主席、黨委副書記、紀委書記及本公司監事會主席、黨委副書記、紀委書記。郎先生一九六八年畢業於哈爾濱航空工業學校，同年加入哈電集團。曾任本集團原汽輪機車間主任、廠黨委組織部部長、汽輪機輔機工業公司經理、副廠長、黨委副書記等職務。一九九四年任哈電集團哈汽實業開發總公司總經理，一九九五年十二月任本集團汽輪機公司常務副總經理，一九九九年十一月任哈電集團公司董事、黨委副書記、紀委書記以及本公司黨委副書記和紀委書記，二零零零年一月任本公司監事會主席。

楊旭先生，現年42歲，研究生學歷，高級工程師職稱，現任本集團鍋爐公司企業管理發展處副處長。楊先生一九八六年畢業於吉林工業大學，同年加入哈電集團，曾任本集團鍋爐公司企管辦企管員、組長，總經理辦公室秘書、組長、企業管理發展處處長助理等職務，二零零零年任企業管理發展處副處長。

#### 職工代表監事

胡長付先生，現年43歲，大專學歷，高級會計師職稱，現任本集團汽輪機公司審計處處長。胡先生一九八五年加入哈電集團，曾任本集團原汽輪機廠財務處、廠辦秘書、哈爾濱哈汽實業開發總公司計財處計劃科科長、本集團汽輪機公司審計處副處長等職務，一九九七年任審計處處長。

### SUPERVISORS

#### Supervisors representing shareholders

**Mr. Lang En-qi**, 58, senior engineer, director, assistant secretary of the Communist Party Committee and secretary of the disciplinary committee of HPEGC and chairman of the supervisory committee, assistant secretary of the Communist Party Committee and secretary of the disciplinary committee of the Company. Mr. Lang graduated from Harbin Aviation Industry School in 1968 and joined HPEGC in the same year. He has been workshop chief, head of Organization Department of the former Turbine Works, manager of Turbine Auxiliaries Company, vice director and assistant secretary of the Communist Party Committee of the Turbine Company. He was appointed as general manager of HTC Industrial Development Company of the Group in 1994. He began to act as the managing deputy general manager of the Turbine Company of the Group in December 1995. In November 1999, he was appointed as director, assistant secretary of the Communist Party Committee, secretary of the disciplinary committee of HPEGC and assistant secretary of the Communist Party Committee and secretary of the disciplinary committee of the Company. In January 2000, he was appointed as chairman of the supervisory committee of the Company.

**Mr. Yang Xu**, 42, master degree, senior engineer, vice director of enterprise management and development department of Boiler Company of the Group. Mr. Yang graduated from Jilin Industry University in 1986 and joined HPEGC in the same year. He has been enterprise management staff in the enterprise management department, secretary of President's office, assistant director of enterprise management and development department of the Boiler Company. In 2002, he was appointed as vice director of enterprise management and development department.

#### Supervisors representing staff and workers

**Mr. Hu Chang-fu**, 43, university graduate, senior accountant, director of auditing department of Turbine Company. Mr. Hu joined HPEGC in 1985, he worked for accounting department and general administration office of the former Harbin Turbine Works. He has been head of accounting and planning department of HTC Industrial Development Company and vice director of auditing department of Turbine Company. In 1997, he was appointed director of auditing department.

盧春蓮女士，現年45歲，大學學歷，高級工程師職稱，現任本公司股東代表監事和本集團電機公司線圈分廠廠長。盧女士一九八二年畢業於哈爾濱電工學院，同年加入哈電集團。曾任本集團電機公司大電機研究所絕緣材料研究室工程師、副主任以及電機公司線圈分廠技術室主任等職務。盧女士二零零二年起任電機公司線圈分廠廠長。

### 獨立監事

李振華先生，現年44歲，大學學歷，高級審計師、註冊會計師、註冊資產評估師，現任哈爾濱中盛會計師事務所和哈爾濱中盛資產評估有限公司董事長。李先生一九七七年參加工作，曾任哈爾濱市審計局主任科員、副處長和哈爾濱市審計事務所所長等職務。李先生現為黑龍江省註冊會計師協會常務理事、中國審計學會會員。

### 高級管理人員

姚金龍先生，現年58歲，教授級高級工程師，現任本公司副總經理。姚先生一九六八年畢業於合肥工業大學機械製造專業，同年加入哈電集團。曾任本集團廠鍋爐廠技術員、勞動人事處副處長、廠長助理等職務。一九九四年任哈電集團哈鍋實業開發總公司總經理，一九九五年十二月起任本集團鍋爐公司副總經理及常務副總經理等職務。一九九九年十一月任本公司副總經理。

**Mrs. Lu Chun-lian**, 45, with a bachelor degree, senior engineer and head of coil factory of Electrical Machinery Company of the Group. Mrs. Lu graduated from Harbin Electronics College in 1982 and joined in the Group. She has been an engineer and deputy director of Insulation Material Department of Electrical Machinery Research Institute and director of technology department of coil factory of Electrical Machinery Company of the Group. She was appointed as general manager of coil factory of Electrical Machinery Company in 2002 and elected as a deputy of People's Congress Of Heilongjiang Province in 1997.

### Independent Supervisors

**Mr. Li Zhen-hua**, 44, with bachelor degree and senior auditor and registered accountant, registered asset evaluator and chairman of Harbin Zhong Sheng Asset Evaluation Company Limited. Mr. Li joined in work in 1977. He has been a office staff and deputy manager of Harbin Audit Bureau and director of Harbin Auditing Affair Institute. Mr. Li is the executive director of Registered Accountant Association of Heilongjing Province and a member of Society Of Auditor of China.

### SENIOR MANAGEMENT

**Mr. Yao Jin-long**, 58, senior engineer (professor), deputy general manager of the Company. Mr. Yao graduated from Hefei Institute of Technology majoring in mechanical manufacturing in 1968 and joined HPEGC in the same year. He was technician, vice chief of personnel department and assistant director of the former Boiler Works of the Group. In 1994, Mr. Yao was appointed as general manager of HBC Industrial Development Company of the Group. He began to act as deputy general manager and managing deputy general manager of the Boiler Company in December 1995. In November 1999, he was appointed deputy general manager of the Company.

## 董事、監事及高級管理人員

## Directors, Supervisors and Senior Management

張海權先生，現年43歲，工商管理碩士，高級工程師職稱，現任本公司副總經理。張先生一九八四年畢業於哈爾濱電工學院，同年加入哈電集團。曾任本集團原鍋爐廠機修分廠工程師，廠黨委辦公室秘書及主任助理等職務。張先生一九九四年參加哈電集團股改及本公司股票發行與上市工作。一九九四年十一月起先後任本集團鍋爐公司總經理辦公室副主任、計劃處副處長及企業管理處處長、審計法律處處長等職務。一九九八年調任哈電集團公司及本公司黨委常委、組織部部長；一九九九年調任哈電集團所屬企業 - 阿城繼電器集團公司及阿城繼電器股份有限公司黨委書記、副董事長。二零零零年十月起任本公司副總經理。

桑洪先生，現年55歲，碩士學位，高級工程師職稱，現任本公司副總經理及本集團動力科貿公司董事長、哈電置業股份公司總經理等職務。桑先生一九六六年入黑龍江省生產建設兵團工作，一九七三年就讀於華南理工大學，一九七六年畢業後加入電子工業部第39所，曾任該所研究室副主任職務。一九八八年就讀於哈爾濱工業大學管理學院，一九九零年工業並獲碩士學位。桑先生曾任哈爾濱電子儀錶總公司副總經理、保利集團哈爾濱科技股份有限公司總經理等職務。桑先生一九九五年加入本集團，先後任本集團動力科貿公司總經理、董事長、哈電置業股份公司總經理等職務，二零零零年十月起任本公司副總經理。

**Mr. Zhang Hai-quan**, 43 senior engineer, master of business administration, deputy general manager of the Company. Mr. Zhang graduated from Harbin Institute of Electrical Engineering in 1984 and joined the Group in the same year. He had been engineer of the former Boiler Works, secretary and assistant director of the Communist Party Committee office of the Works. Mr. Zhang participated in the reorganization of the Group and share issuing and listing of the Company in 1994. Since November 1994, he had been appointed vice director of the general manager office, vice director of planning department, director of enterprise administration department and director of auditing department in the Boiler Company of the Group. In 1998, he was transferred to the Group acting as one member of the Group's and the Company's standing Communist Party Committee and head of organization department. In 1999, Mr. Zhang was appointed as secretary of Communist Party Committee and vice chairman of Acheng Relay Company Limited, one of the Group's associated companies. He has been deputy general manager of the Company since October 2000.

**Mr. Sang Hong**, 55, senior engineer with a master degree, deputy general manager of the Company and chairman of Harbin Power Technology & Trade Incorporation under the Group. Mr. Sang began to work for Heilongjiang Production and Construction League in 1966 and in 1973 he began his study in South China Science and Technology University. After graduating from the university in 1976, Mr. Sang joined No. 39 research institute of the Electrical Industry Ministry. He had been vice director of research office of this institute. From 1988 to 1990, Mr. Sang was an undergraduate in the Management College of Harbin Institute of Technology. He had been deputy general manager of Harbin Electrical Instrument Company and general manager of Harbin Technology Company Limited under the Polytech Group. Mr. Sang joined the Group in 1995, he has been appointed general manager and chairman of Harbin Power Technology & Trade Incorporation of the Group. In October 2000, he was appointed deputy general manager of the Company.

馮永強先生，現年42歲，工商管理碩士，高級政工師職稱，現任本公司副總經理。馮先生一九八五年畢業於哈爾濱電工學院電機專業，同年加入哈電集團。曾任本集團原鍋爐廠黨辦秘書、團委書記、管子分廠書記、廠長、重容分廠廠長等職務。一九九七年任本集團鍋爐公司黨委副書記、紀委書記。二零零一年十一月任內蒙古自治區通遼市市委常委、副市長（掛職鍛煉）。二零零三年十一月任鍋爐公司黨委副書記。

**Mr. Feng Youquan**, 42, master of business administration, senior engineer, deputy general manager of the Company. Mr. Feng graduated from Harbin Institute of Electrical Engineering in 1985 majored in electrical engineering, and joined the Group in the same year. He was secretary of the Communist Party committee office, secretary of Youth League of the former Boiler Factory, secretary of the Communist Party committee and manager of Pipe Subsidiary under Boiler Factory and manager of Heavy Duty Vessel Factory. He was the deputy secretary of the Communist Party committee and manager of Commission for Inspecting Discipline of Boiler Company in 1997. He was the standing committee and deputy mayor of the city of Tong Liao in the Inner Mongolia Autonomous Region in November 2001. He was the deputy secretary of the Communist Party committee of Harbin Boiler Co., Ltd. at November 2003.

### 公司秘書

鄧先元先生，現年45歲，大學文化，高級經濟師職稱，現任本公司公司秘書兼秦皇島分公司副總經理。鄧先生一九八一年加入哈電集團，曾於本集團原汽輪機廠長期從事企業策劃工作。一九九四年參加哈電集團股份制改組及本公司股票發行與上市業務，同年十月調任哈電集團哈汽實業開發總公司辦公室副主任，一九九五年三月起任本公司董事會秘書局副主任、公司辦公室（董事會秘書局）副主任以及本公司鍋爐公司監事等職務。鄧先生自本公司上市以來，一直負責本公司董事會日常事務及公司信息披露等與上市有關的業務。

### COMPANY SECRETARY

**Mr. Deng Xian-yuan**, 45, bachelor of science, senior economist, company secretary and director of Corporate Administration Office and Board Secretaries Department of the Company. Mr. Deng joined the Group in 1981. He had been engaged in enterprise planning in the former Turbine Works of the Group for years. In 1994, he participated in the reorganization of the Group and the Company's shares placing and listing. He was appointed as deputy chief of Administration Office of the HTC Industrial Development Company in October 1994 and in March 1995, he began to act as vice director of Corporate Administration Office (Board Secretaries Department) of the Company and supervisor of the Boiler Company of the Group. Since the Company's listing, Mr. Deng has been responsible for routine work of the Board, information disclosure and other business relevant to the listing.



董事會欣然提呈本公司2004年度報告和截至2004年12月31日止年度經審計的財務報表。

### 主要業務

本公司及其主要附屬公司主要從事各種發電設備的生產、銷售及電站工程服務業務，詳情載於財務報表附註15。

本集團所有業務均以中國為基地，其中約80.99%之集團營業額來自中國。

截至2004年12月31日止年度，本集團產品出口營業額為23,460萬美元，佔總營業額的19.01%。本集團的出口地區主要包括亞洲、非洲地區。

### 附屬公司

本公司擁有4家主要附屬公司。哈爾濱電機廠有限責任公司主要從事水輪發電機組、汽輪發電機的生產與銷售；哈爾濱鍋爐廠有限責任公司主要從事電站鍋爐的生產與銷售；哈爾濱汽輪機廠有限責任公司主要從事電站汽輪機的生產與銷售；哈爾濱電站工程有限責任公司主要從事電站項目總承包及電站設備成套業務。

於2004年12月31日，本公司主要附屬公司詳情載於本年報財務報表附註15。

The Directors have the pleasure in submitting their 2004 annual report and audited financial statements for the year ended 31st December, 2004.

### PRINCIPLE ACTIVITIES

The Company and its principal subsidiaries are in the field of power equipment manufacture, sales and power engineering services which are set out in Note 15 to the financial statements.

All the activities of the Group are based in the PRC, where 80.99% of the Group's turnover is derived from.

The export sales of the Group for the year ended 31st December, 2004 amounted to US\$234.60 million, representing 19.01% of the Group's total turnover for the year. The Group's export markets mainly include Asian, African and American countries.

### SUBSIDIARIES AND ASSOCIATED COMPANIES

The Company has four principal subsidiaries. Harbin Electrical Machinery Co., Ltd is mainly in the field of manufacture and sales of hydro generator units and steam turbine units, Harbin Boiler Co., Ltd is mainly in the field of manufacture and sales of boilers for power stations. Harbin Turbine Co., Ltd is mainly in the field of manufacture and sales of steam turbine for power stations and Harbin Power Engineering Co., Ltd is mainly in the field of the turn key construction of power station projects and complete set of power stations. Boilers for power stations, steam turbine for power stations and steam turbine units are the three main equipment of thermal equipment.

Details of the Company's principal subsidiaries as at 31st December, 2004 are set out in Note 15 to the financial statements.



### 業績及分配

本集團截至2004年12月31日止之年度業績載於本年報第50頁的綜合損益表中。

董事會建議本公司二零零四年度除稅及少數股東收益後溢利分配如下：

1. 提取法定盈餘公積金人民幣1,166萬元。
2. 提取法定公益金人民幣1,166萬元。
3. 董事會建議向2005年5月13日登記在股東名冊的股東派發二零零四年度股息每股人民幣0.051元，合共派發股息人民幣6,065萬元。

### 董事、監事

有關董事及監事的詳情載於本年報《董事、監事及高級管理人員》一節。

### 董事、監事及高級管理人員的股本權益

於2004年12月31日，本公司各董事、監事及高級管理人員概無在本公司及其／或在任何相關法團（定義見《證券及期貨條例》第 部）的股份、相關股份及／或債券證（視情況而定）中擁有任何需根據《證券及期貨條例》第 部的第7及第8分部知會本公司及香港聯交所的權益或相關股份或債券證的淡倉（包括根據《證券及期貨條例》該等章節的規定被視為或當作這些董事、監事及高級管理人員擁有的權益或淡倉），或根據《證券及期貨條例》第352條規定需記錄於本公司保存的登記冊的權益或淡倉，或根據上市規則附錄十中的《上市公司董事進行證券交易的標準守則》須知會本公司及香港聯交所的權益或淡倉。

### FINANCIAL RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December, 2004 are set out in the consolidated income statement on page 50 of the annual report.

The Directors recommend the appropriation of profit after taxation for 2004 as follows:

1. To transfer Rmb11.66 million to the statutory surplus reserve.
2. To transfer Rmb11.66 million to the statutory public welfare fund.
3. The Directors recommend that the dividend for shareholders who registered on shareholder' list until 13th May, 2005 is Rmb0.051 per share, payment of dividends is totally amounted to Rmb60.65 million.

### DIRECTORS AND SUPERVISORS

Details of directors and supervisors are set out in the Section Director, Supervisors and Senior Management of the annual report.

### DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

As at 31st December, 2004, none of the directors, supervisors and senior management of the Company had any interest or short position in the shares, underlying shares and/or debentures (as the case may be) of the Company of any of its associated corporations (within the meaning of Part XV of the SFO) which was required to be notified to the Company and the HKSE pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest and short position which any such director, supervisor or senior management is taken or deemed to have under such provisions of the SFO) or which was required to be entered in the Register kept by the Company pursuant to section 352 of the SFO or which was required to be notified to the Company and the HKSE pursuant to the Model Code for Securities Transactions by Directors of Listing Companies as contained in Appendix 10 to the Listing Rules.

### 董事、監事的服務合約

各董事及監事均與本公司訂有服務合約，該等合約於2006年6月20日到期。除此以外，各董事及監事與本集團任何成員公司之間概無任何既有或建議的服務合約。

### 董事、監事在重要合約中的權益

年內各董事或監事概無在本公司及其附屬公司訂立的重要合約中直接或間接擁有權益。

### 董事及監事酬金

截至2004年12月31日止之年度，本公司董事及監事酬金詳情載於本年報財務報表附註10。

### 獲最高酬金的前五名人士

獲最高酬金的前五名人士均為本公司董事及監事。

### 員工退休及福利計劃

員工退休及福利計劃詳情載於本年報財務報表附註37。

### 固定資產

本集團固定資產的變動詳情載於本年報財務報表附註14。

### 儲備

於2004年12月31日，本公司可供分派的儲備總額為人民幣6,244萬元，本集團及本公司年內的儲備變動情況載於財務報表綜合股東權益變動表。

### DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

There are service contracts between every Director, supervisor and the Company. The contracts will expire by 20th June, 2006 and can be terminated without compensation (legal compensation is not included). Besides this, there are no existing and suggesting service contracts between every Directors, supervisor and any of its subsidiaries.

### DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Apart from service contracts, no contract of significance, to which the Company or any of its subsidiaries was a party and in which a director or supervisor of the Company had material interests in whether directly or indirectly, existed at the end of the year or at any time during the period.

### REMUNERATION OF DIRECTORS AND SUPERVISORS

Details of the salaries and bonuses of the directors or supervisors of the Company for the year ended 31st December, 2004 are set out in Note 10 to the financial statements.

### FIVE HIGHEST PAID PERSONNEL

The five highest paid personnel of the Company during the year are all directors and supervisors.

### RETIREMENT BENEFIT SCHEME

Details of the retirement benefit scheme are set out in Note 37 to the financial statements.

### FIXED ASSETS

Details of the movements in fixed assets of the Group are set out in Note 14 to the financial statements.

### RESERVES

The Company's reserves available for distribution are 62.44 million until 31st December, 2004. Movements in the reserves of the Group during the year are set out in the Statement of Changes in Equity.

### 財務摘要

本集團過去五年之財務摘要載於本年報《財務摘要》一節。

### 借款及利息資本化

本集團銀行借款和其他借貸細節載於本年報財務報表附註26和28。

本集團期間內在建工程的利息資本化金額為人民幣544.4萬元。

### 購買、出售及贖回本公司之上市證券

年內本公司或其附屬公司概無購買、出售及贖回任何本公司之上市證券。

### 優先購買權

根據本公司章程或中國法律，並無優先購買權規定本公司須按持股比例向現有股東提呈發售新股之建議。

### 重大訴訟事項

年內本公司無任何重大訴訟事項。

### 重大合約

本集團年內簽訂的重大合約詳情載於本年報《管理層論述與分析》一節。

### FINANCIAL HIGHLIGHTS

The financial highlights of the Group for the last five years are set out in the Section Financial Highlights to the annual report.

### BORROWINGS AND INTEREST COSTS CAPITALISED

Details of bank loans and other borrowings of the Group are set out in Note 26 and 28 to the financial statements.

Interest capitalized by the Group during the year amounted to Rmb5.444 million in respect of construction-in-progress.

### PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTED SECURITIES

No purchase, sale or redemption of the Company's listed securities has been made by the Company or any of its subsidiaries during the period.

### PRE-EMPTIVE RIGHTS

According to the Article of Association of the Company and the laws of the PRC, there are no provisions for pre-emptive rights requiring the Company to offer new shares to the existing shareholders in proportion to their shareholdings.

### MAJOR LITIGATION

The Company was not engaged in any major litigation of material importance during the year.

### MATERIAL CONTRACTS

The material contracts of the Group for the year are detailed in the Section Management Discussion and Analysis of the annual report.

### 主要供應商和客戶

1. 期內本集團首五大供應商合共佔總採購百分比為12.45.其中最大的供應商為舞陽鋼鐵有限公司,佔總採購百分比為3.21。
2. 期內本集團首五大客戶合共佔總營業額百分比為17.94.其中最大的客戶是韓城工程,佔總營業額百分比為4.69。
3. 本公司董事、監事及其聯繫人以及任何股東(根據董事會所知擁有5%或以上本公司股本者)在上述供應商或客戶中概無任何權益。

### H股所得款項之運用

期內本公司募集資金的運用詳情載於《管理層論述與分析》一節。

### 委托存款及逾期定期存款

於2004年12月31日,本公司在商業銀行或非銀行金融機構未有委托存款,亦未有逾期未取回的存款。

### 稅收政策

根據中國財政部及中國國家稅務局於1994年3月29日發出之《關於企業所得稅若干優惠政策的通知》中關於(國務院批准的高新技術產業開發區內的高新技術企業,減按15%稅率徵收所得稅)之規定,本集團主要附屬公司一直執行15%的稅率。董事會認為,由於本集團符合國家有關法律、法規之規定,因此,本集團主要附屬公司仍應執行15%企業所得稅率。

根據國家稅務總局之規定由2003年10月15日開始,本集團新接出口產品定單退稅率為13%。

### MAJOR SUPPLIERS AND CUSTOMERS

1. The aggregate amount of purchases during the period attributable to the Group's five largest suppliers represented 12.45% of the Group's total purchases. Among which the largest supplier is Wuyang Iron Co., Ltd., presenting 3.21%.
2. 17.94% of the total turnover of the Group during the period was attributable to the Group's five largest customers. Amongst which the Hancheng Project was the largest customer, accounting for 4.69% of the total turnover.
3. None of the directors, supervisors, their associates or any shareholders of the Company (which to the knowledge of the directors own more than 5% of the Company's share capital) has any interest in above mentioned suppliers or customers.

### PROCEEDS FROM THE H SHARES ISSUE

The use of listing proceeds of the Company for the period details in the Section Management Discussion and Analysis of the annual report.

### ENTRUSTED DEPOSITS AND OVERDUE TIME DEPOSITS

As at 31st December, 2004, the Company had no entrusted deposits in commercial banks or non-bank financial institutions and had no due deposits that had not been withdrawn.

### INCOME TAX AND EXPORT VAT REBATE

Pursuant to the regulation of the Notice on Several Preferential Income Tax Policies issued by the PRE Ministry of Finance and the State Tax Bureau on 29th March, 1994, the high technological enterprises in the high technological development zones approved by the PRC State Council enjoy an income tax rate of 15% in main subsidiaries, so the taxable income earned by the Group are subject to a rate of 15%. So the Board of Directors of the Company holds that, according to the relevant regulations of PRC laws, the Group still enjoys an income tax rate of 15% in main subsidiaries.

Pursuant to the stipulations in the document of the PRC Ministry of Finance, the export VAT rebate applicable to the Group' newly signed export products contracts is 13% from 15th October, 2003.



### 對關聯交易的確認

本公司審核委員會已經審核了載於財務報表附註38中的關聯交易(定義見上市規則),並且確認:

1. 這些交易是本公司按照其業務一般通常過程達成的;及
2. 這些交易是(I)按照通常商業條款(運用此條款時須參考中國境內由類似的企業達成的類同性質的交易)達成的或(II)(如無可比較的例子)按照對本公司的股東而言,為公平和合理的條款達成的以及;
3. 這些交易是(I)按照與相關的協議條款達成的或(II)(如無這類協議)按照不比第三方可取得的條件差的條款達成的。

### 合資格會計師

本公司已經存在一位符合《上市規則》第3.24條規定的會計師,惟彼未具有香港會計師公會或獲香港會計師公會認可獲豁免其會籍考試要求所認可的類似會計師組織之資深會員或會員資格。為此,本公司將委聘一位具有該資深會員或會員資格的人士協助本公司會計師履行其監督本公司財務匯報程序及內部監控的職責,本公司目前尚未找到合適人選。

### CONFIRMATION ON CONNECTED TRANSACTIONS

The Audit Committee have, in such capacity, reviewed the connected transactions referred to in Note 38 to the financial statements and confirmed that:

1. Such transactions have been entered into by the Company in the ordinary and usual course of its business; and
2. Such transactions have been entered into either (I) on normal commercial terms (which expression will be applied by reference to transactions of a similar nature and to be made by similar entities with PRC) or (II) (where there is no available comparison) on terms that are fair and reasonable so far as the shareholders of the Company are concerned; and
3. Such transactions have been entered into either (I) in accordance with the terms of the relevant agreements governing such transactions or (II) (where there is no such agreement) on terms no less favorable than terms available to third parties.

### QUALIFIED ACCOUNTANT

The Company already has an accountant who meets the regulations set out in article 3.24 of the List Rules, but he is neither a fellow or associate member of the Hong Kong Society of Accountants nor of a similar body of accountants recognized by that Society for the purpose of granting exemptions from the examination requirement for membership of that Society. Therefore, the Company will employ a person who meets the above-mentioned qualification to assist the Company's accountant in supervising the Company's financial reporting procedures and internal controls. Until now, the Company has not found such a suitable person yet.

### 董事會專門委員會

本公司於2004年8月27日成立了董事會專門委員會，包括戰略發展委員會、審核委員會、薪酬委員會和提名委員會。戰略發展委員會由五名董事組成，其中執行董事三名、非執行董事兩名。審核委員會由三名董事組成，其中獨立非執行董事兩名、非執行董事一名。薪酬委員會由三名董事組成，其中獨立非執行董事一名、非執行董事兩名。提名委員會由三名董事組成，其中獨立非執行董事兩名、執行董事一名。（詳見公司管治報告一節）

### 獨立非執行董事獨立性的確認

本公司已經收到每名獨立非執行董事就其獨立性作出的年度確認函，其獨立性符合《上市規則》第3.13條所載的任何一項獨立指引，屬於獨立人士。

### 股本情況

於2004年12月31日，本公司總股本為1,189,151,000股，其中發起人持有720,000,000股，佔總股本的60.55%，境外H股股東持有469,151,000股，佔總股本的39.45%。本公司在二零零四年內概無發行任何股票。

### 股東人數

於2004年12月31日，本公司註冊股東人數及類別如下：

國有法人股股東(由發起人持有)	1
H股股東數	121
股東總數	122

### BOARD OF DIRECTORS SPECIAL COMMITTEE

The Company established Board of Director Special Committee in 27th August, 2004, including Strategy Develop Committee, Supervision Committee, Salary Committee and Nomination Committee. Strategy Develop Committee is consisted of 5 directors. Among which, 3 members are executive directors and 2 members are non-executive directors. Supervision Committee is consisted of 3 directors. Among which, 2 members are independent non-executive directors and 1 members are non-executive directors. Salary Committee is consisted of 3 directors. Among which, 2 members are independent non-executive directors and 1 members are executive directors. Nomination Committee is consisted of 3 directors. Among which, 2 members are independent non-executive directors and 1 members are executive directors.

### THE CONFIRMATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS INDEPENDENCE

The Company has already received the Annual Letter of Confirmation from every independent non-executive director on their independence. Their independence accord to every independence index issued in article 3.13 in List Regulation and they are independent person.

### SHARE CAPITAL STRUCTURE

As at 31st December, 2004, the share capital structure of the Company comprised of 1,189,151,000 shares, of which 720,000,000 shares were held by the promoter (representing 60.55% of the entire share capital) and 469,151,000 shares were held by overseas H shares investors (representing 39.45% of the entire share capital). The Company did not issue any stocks in the year of 2004.

### NUMBER OF SHAREHOLDERS

Details of the Company's registered shareholders as at 31st December, 2004 were as follows:

Holders of State Shares (held by the Promoter)	1
Holders of H Shares	121
Total number of shareholders	122

### 首十名股東

於2004年12月31日,本公司股東名冊上持股量最多的首十名股東的持股情況如下:

### TOP TEN SHAREHOLDERS

At 31st December, 2004, the top ten registered shareholders who hold the most shares were as follows:

股東名稱 Name of Shareholders	股數 Number of Shares	持股百分比 Percentage of Shares Holding	備註 Remark
哈爾濱電站設備集團 Harbin Power Plant Equipment Group Corporation	720,000,000	60.55%	國有法人股 state shares
HKSCC Nominees Limited	457,890,798	38.50%	H股 H shares
HSBC Nominees (Hong Kong) Limited A/C BR-1	7,410,000	0.62%	H股 H shares
Cheung Yum Tin	460,000	0.04%	H股 H shares
HSBC Nominees (Hong Kong) Ltd	254,000	0.02%	H股 H shares
Li Siu Kei	250,000	0.02%	H股 H shares
Tang Lai Ming Cavini	250,000	0.02%	H股 H shares
Yang Tak Kee	120,000	0.01%	H股 H shares
Au Lei Man	100,000	0.008%	H股 H shares
Chan Suk Wan	100,000	0.008%	H股 H shares



### H股股東股權分析(根據2004年12月31日股東名冊)

#### 範圍

Scope (number of shares)

1-1000	1-1000
1,001-5,000	1,001-5,000
5,001-10,000	5,001-10,000
10,001-100,000	10,001-100,000
100,001-以上	100,001-above

合計 total

### INTEREST'S IN THE SHARE CAPITAL ANALYSIS OF HOLDERS OF H SHARES (ACCORDING TO SHAREHOLDERS LIST AT 31ST DECEMBER, 2004)

人數 People Number	持股數 Number of Share Holding	佔已發行H股百分比 Percentage to Issued H Shares
3	202	0.000%
24	58,000	0.012%
37	336,000	0.072%
50	2,122,000	0.452%
7	466,634,798	99.464%
<u>121</u>	<u>469,151,000</u>	<u>100%</u>

### 最佳應用守則及標準守則

本公司在2004年任何時間均已遵守香港聯交所上市規則《最佳應用守則》的規定。

本公司董事、監事及高級管理人員於報告期內均遵守《標準守則》中所載的有關標準。

### 核數師

自本公司成立日始,德勤·關黃陳方會計師行及德勤華永會計師事務所有限公司已被聘任為核數師。

承董事會命

董事長

耿雷

於中國 哈爾濱,二零零五年四月十六日

### CODE OF BEST PRACTICE

The Company obeyed the regulation of Code of Best Practice of Stork Exchange of Hong Kong Limited at any time in 2004.

Having made specific enquiry of all directors, the Company confirmed that all directors have complied with the required standard set out in the Model Code for Securities Transactions by Directors of Listed Companies within the period under review.

### AUDITORS

Messrs. Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants Limited have acted as auditors of the Company since its date of incorporation.

On behalf of the Board of Directors

Chairman

**Geng Lei**

Harbin, the People's Republic of China, 16th April, 2005

致各位股東：

截止2004年12月31日止年度(本年度),哈爾濱動力設備股份有限公司監事會(本監事會)全體成員,按照《中華人民共和國公司法》、《香港聯合交易所有限公司之證券上市規則》和本公司章程賦予的職責,認真履行監事會職能,通過參加股東大會、列席公司董事會會議和召開監事會會議,對公司提交的有關資料進行審議,對公司生產經營活動和董事會成員、經理層人員履行公司職責等實施了監督,並對公司的生產經營、技術改造及投資計劃等重大事項積極參與,提出諸多建設性意見和建議,促進了公司各項工作的健康開展。

對公司本年度之工作,本監事會發表如下獨立意見:

1. 在本年度內,公司能夠嚴格執行國家法律法規,按上市公司的規範程序運作,認真執行股東大會的各項決議,通過深化改革,加強管理,扎實開展了降成本、降費用,提高經濟效益工作,全面完成了生產經營任務,實現了目標,其經營業績是令人滿意的。
2. 本監事會認為,公司董事、經理及其高級管理人員在履行職責、遵紀守法、維護股東權益等方面盡職盡責,能夠認真執行股東大會和董事會的決議、決定,尚未發現有違反國家法律、法規和公司章程以及損害公司利益的行為。

To all shareholders:

For the year ended at 31st December, 2004, all members of the supervisory committee ("the Committee") of Harbin Power Equipment Company Limited ("the Company") fulfilled their Supervisory of Committee functions in accordance with the regulations of the PRC Laws on Companies, the Listing Rules of the HKSE and the Articles of Association of the Company. The Committee had reviewed documents submitted by the Company and supervised the Company's productive and managing activities and the manager level members' work performance by way of participating the General Meeting and the Company's Board of Directors meetings and setting up supervisory committee meetings. In addition, the Committee had participated actively big events, such as the Company's production, management, technology renovation and investment plan etc. and gave a lot of positive opinions and suggestions, which pushed forward the Company's work. The Committee's specific duties are as follows:

1. During the period under review, the Company operated strictly according to national laws, regulations and regulations and procedures for List Company. With carrying out every resolutions of the General Meetings, deepening reform, strengthening management and working with the strategy of reducing cost and improving efficiency, the Company had finished production and operation task in all fields and achieved its target. In general, the managing results are satisfied.
2. The Committee is aware that the directors, the managers and other senior managers have actively carried out their duties in accordance with relevant regulations of the Articles of Association of the Company and in the best interests of the shareholders. In addition, they carried out carefully the resolutions and decisions from the General Meetings and Board of Directors. They have not abused their powers to act against the interests of the shareholders and the Company.

3. 本監事會對公司的財務制度和財務狀況進行了審查,認為公司的財務系統組織機構完整,制度健全,財務工作能夠按照內部控制制度和財務管理制度有序運行,進一步強化了資金管理、成本管理、合同管理及資產處置的研究和管理,保證了資金的安全和有效運用。董事會擬提交本次股東周年大會審議的年度財務報告和紅利分配方案等相關資料,均能夠如實地反映了公司的財務狀況、資產狀況和經營成果,尚未發現違紀、違規問題。
  4. 本監事會審核了董事會工作報告,認為報告客觀真實地反映了公司在本年度所做的各項工作。
  5. 本監事會認為,公司的關聯交易均按公平合理之原則訂立,尚未發現有損害公司利益和股東權益的行為。
  6. 本監事會認為,公司要進一步加強管理,在提高經濟效益上狠下功夫,不斷提高公司的盈利能力和水平,繼續保持公司的可持續發展勢頭。
3. The Committee has reviewed the Company's financial system and financial situations and got the conclusion that the Company's organization and system of the financial section is completed. In addition, with further strengthening capital management, cost management, contract management and management and research on asset disposition, the financial work was operated step by step according to inner control system and financial management system and ensured the capital operate safe and efficiently. The annual financial statement and dividend distribution scheme and the related documents submitted by Board of Directors to the annual General Meeting for review can truly reflect financial situation, asset situation and operation results of the Company. They have not abused their powers to act against disciplines and regulations.
  4. The Committee reviewed work report of the Board of Directors. These reports truly, fully and fairly reflected the Company's every operation in this year.
  5. The Committee is aware that the connected transactions are done in fair and reasonable principle. They have not abused their powers to act against the interests of the Company and shareholders.
  6. The Committee is aware that with further strengthening management and improving economy benefit, the Company should continue to improve its payoff capability and level and keep continuable developing tide.

本監事會由衷感謝公司各位同仁及股東的信任和支持,並將積極探索新的監督途徑和方法,制定具體的監督檢查措施,更好地履行監督職能,為全面實現公司2005年度的生產經營目標而努力工作。

The Committee sincerely appreciates trust and supports from every employee of the Company and shareholder. With positively exploring new supervisory approach and method, establishing detailed supervisory and inspect method, the Committee will performance supervisory function better and work hard for achieving production and operation target in 2005 of the Company.

承監事會命  
主席  
郎恩齊

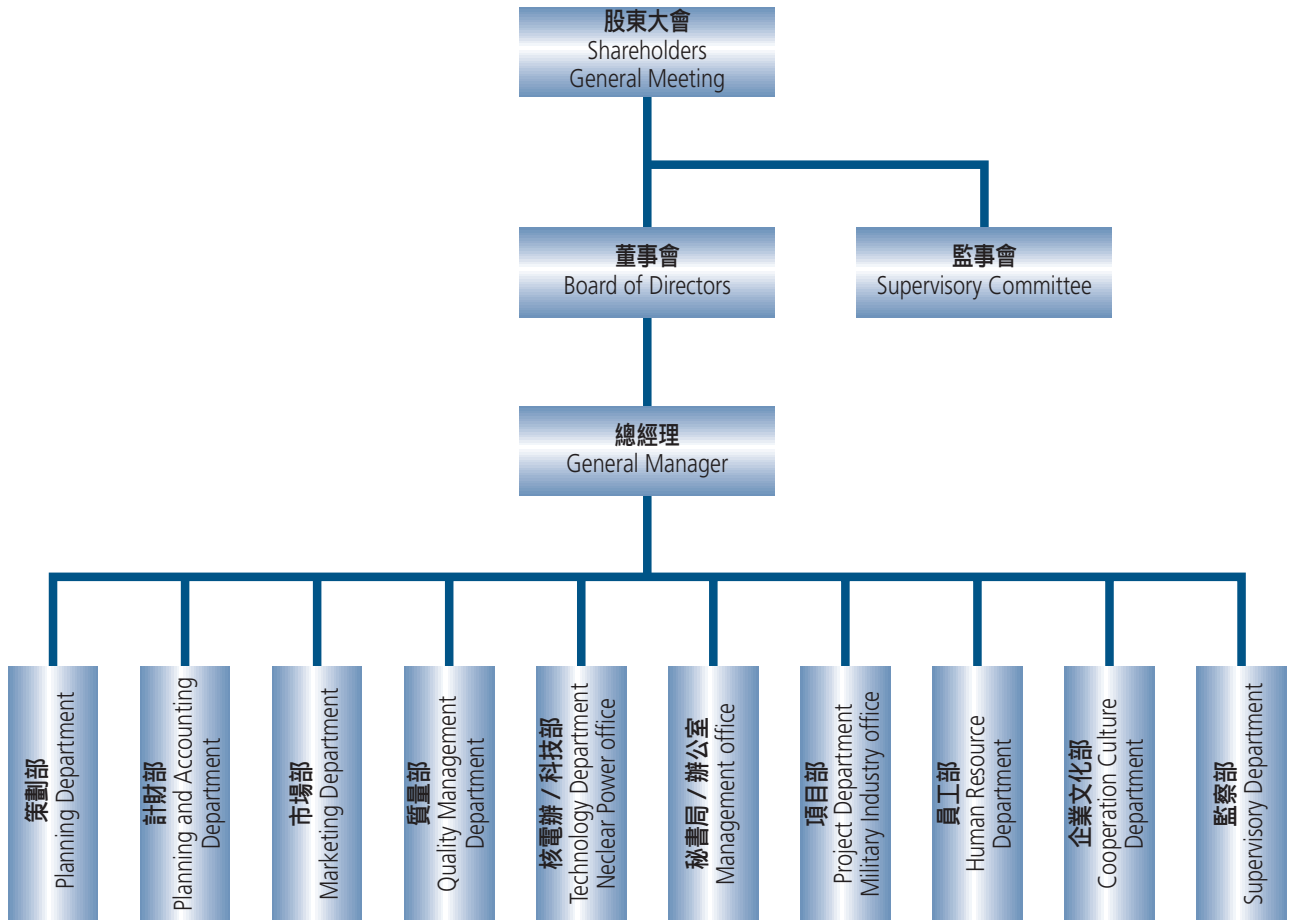
For and On behalf of the supervisory committee  
Chairman  
**Lang en-qi**

於中國·哈爾濱,二零零五年四月十六日

Harbin, the People's Republic of China, 16th April, 2005

### 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.



### 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定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 Weiyan. 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, contiiously perfect the Company's management, promote management level and optimize the Board of Directors' decision ability,



致哈爾濱動力設備股份有限公司股東

(於中華人民共和國註冊成立之股份有限公司)

本核數師行已完成審核載於第50頁至96頁按照香港普遍採納之會計原則編製的財務報表。

### 董事及核數師的個別責任

貴公司之董事須負責編製真實與公平的財務報表。在編製該等財務報表時，董事必須貫徹採用合適的會計政策。

本行的責任是根據本行審核工作的結果，對該等財務報表表達獨立的意見，並按照雙方所協議之應聘條款，僅向全體股東報告本行之結論，而不可用作其它用途。本行並不就本報告內容對任何其它人士承擔責任。

### 意見的基礎

本行是按照香港會計師公會頒布的核數準則進行審核工作。審核範圍包括以抽查方式查核與財務報表所載數額及披露事項有關的憑證，亦包括評估董事於編製該等財務報表時所作的重大估計和判斷。所釐定的會計政策是否適合貴公司及貴集團的具體情況，及是否貫徹應用並足夠地披露該等會計政策。

本行在策劃和進行審核工作時，均以取得一切本行認為必須的資料及解釋為目標，使本行能獲得充分的憑證，就該等財務報表是否存有重要錯誤陳述，作出合理的確定。在表達意見時，本行亦已衡量該等財務報表所載的資料在整體上是否足夠。本行相信，本行的審核工作已為下列意見建立了合理的基礎。

## TO THE SHAREHOLDERS OF HARBIN POWER EQUIPMENT COMPANY LIMITED

哈爾濱動力設備股份有限公司

(A joint stock company established in the People's Republic of China with limited liability)

We have audited the financial statements on pages 50 to 96 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

### Respective responsibilities of directors and auditors

The Company's directors are responsible for the preparation of financial statements which give a true and fair view. In preparing financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### Basis of opinion

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Institute of Certified Public Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company and the Group, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

### 意見

本行認為上述的財務報表均真實與公平地反映 貴公司及 貴集團於二零零四年十二月三十一日的財務狀況及 貴集團截至該日止年度的溢利和現金流量，並已按照《公司條例》之披露要求而妥善編製

德勤•關黃陳方會計師行  
執業會計師

香港，二零零五年四月十六日

### Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 31st December, 2004 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*

Hong Kong, 16th April, 2005

# 綜合損益表

## Consolidated Income Statement

截至二零零四年十二月三十一日止年度

	附註 NOTES	2004 人民幣千元 Rmb'000	人民幣千元 Rmb'000
主營業務收入	5	10,215,670	
主營業務成本		(9,452,684)	( )
主營業務溢利		762,986	
其它業務收入	7	153,513	
營業費用		(117,178)	( )
管理費用		(566,802)	( )
其它業務支出		(19,790)	( )
營業溢利	8	212,729	
財務支出	9	(47,889)	( )
於聯營公司溢利		4,123	
除稅前溢利		168,963	
稅項	11	(27,034)	( )
除稅後溢利		141,929	
少數股東權益		(24,357)	( )
本年淨利潤		117,572	
股息	12	9,513	
每股盈利 - 基本(仙)	13	9.9 cents	

# 綜合資產負債表

## Consolidated Balance Sheet

於二零零四年十二月三十一日 At 31st December, 2004

			<b>2004</b>		
	應收賬款	Trade debtors		19	8,120
	其它應收款 按金及預付款項	Other debtors, deposits and prepayments			<b>2,459</b>
	建造合同應收款	Amounts due from customers for contract work		20	<b>5,906</b>
	應收聯屬公司款項	Amounts due from fellow subsidiaries		21	<b>1,013</b>
	證券性投資	Investments in securities		17	<b>32</b>
	已抵押銀行存款	Pledged bank deposits		36	<b>1,672</b>
	銀行存款	Bank deposits			<b>1,035</b>
	銀行結存及現金	Bank balances and cash			<b>4,560</b>
				<b>24,801,247</b>	<b>14,980,592</b>
<b>流動負債</b>	<b>CURRENT LIABILITIES</b>				
建造合同預收款	Amounts due to customers for contract work	20	<b>607,981</b>	71,873	
應付賬款	Trade creditors	22	<b>2,381,212</b>	1,475,544	
其它應付款及應計費用	Other creditors and accrued charges		<b>262,455</b>	341,172	
已收按金	Deposits received	23	<b>18,621,301</b>	7,151,541	
欠最終控股公司款項	Amount due to ultimate holding company	24	<b>36,133</b>	29,970	
應交稅金	Tax liabilities	25	<b>22,499</b>	5,813	
須於一年內償還之借款	Borrowings – due within one year	26	<b>784,200</b>	561,779	
				<b>22,715,781</b>	<b>9,637,692</b>
<b>流動資產淨額</b>	<b>NET CURRENT ASSETS</b>				
				<b>2,085,466</b>	<b>5,342,900</b>
<b>扣除流動負債後的總資產</b>	<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>				
				<b>8,299,418</b>	<b>7,876,049</b>

# 綜合資產負債表 (續)

## Consolidated Balance Sheet (continued)

於二零零四年十二月三十一日 At 31st December, 2004

		附註 NOTES	2004 人民幣千元 Rmb'000	2003 人民幣千元 Rmb'000
股本及儲備	CAPITAL AND RESERVES			
股本	Share capital	27	1,189,151	1,189,151
股本溢價及儲備	Share premium and reserves		1,923,911	1,815,874
			<b>3,113,062</b>	3,005,025
少數股東權益	MINORITY INTERESTS		<b>540,546</b>	516,189
非流動負債	NON-CURRENT LIABILITIES			
已收按金	Deposits received	23	2,878,848	2,014,878
須於一年後償還之借款	Borrowings – due after one year	26	1,489,462	2,062,957
欠最終控股公司款項	Advance from ultimate holding company	28	277,500	277,000
			<b>4,645,810</b>	4,354,835
			<b>8,299,418</b>	7,876,049

截於第50頁至96頁之財務報表經由董事會於二零零五年四月十六日通過及批准發布,並由下列董事代表董事會簽署:

The financial statements on pages 50 to 96 were approved and authorised for issue by the Board of Directors on 16th April, 2005 and are signed on its behalf by:

趙克非  
Zhao Ke-fei  
董事  
DIRECTOR

商中福  
Shang Zhong-fu  
董事  
DIRECTOR

# 資產負債表

## Balance Sheet

於二零零四年十二月三十一日 At 31st December, 2004

		附註 NOTES	2004 人民幣千元 Rmb'000	2003 人民幣千元 Rmb'000
<b>非流動資產</b>	<b>NON-CURRENT ASSETS</b>			
固定資產	Property, plant and equipment	14	298,891	97,532
於附屬公司權益	Interests in subsidiaries	15	2,518,612	2,712,959
於聯營公司權益	Interest in an associate	16	49,730	40,100
證券性投資	Investments in securities	17	17,879	14,300
			<b>2,885,112</b>	<b>2,864,891</b>
<b>流動資產</b>	<b>CURRENT ASSETS</b>			
存貨	Inventories	18	86,288	–
應收賬款	Trade debtors		88,976	1,807
其它應收款、按金及預付款項	Other debtors, deposits and prepayments		59,578	4,285
銀行存款	Bank deposits		323,436	367,103
銀行結存及現金	Bank balances and cash		85,952	161,694
			<b>644,230</b>	<b>534,889</b>
<b>流動負債</b>	<b>CURRENT LIABILITIES</b>			
應付賬款	Trade creditors		44,881	2,495
其它應付款及應計費用	Other creditors and accrued charges		9,416	10,144
已收按金	Deposits received	23	85,311	48,342
欠最終控股公司款項	Amount due to ultimate holding company	24	7,950	7,950
應交稅金	Tax liabilities		736	699
須於一年內償還之借款	Borrowings – due within one year	26	135,000	90,000
			<b>283,294</b>	<b>159,630</b>
<b>流動資產淨額</b>	<b>NET CURRENT ASSETS</b>		<b>360,936</b>	<b>375,259</b>
<b>扣除流動負債後的總資產</b>	<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>3,246,048</b>	<b>3,240,150</b>
<b>股本及儲備</b>	<b>CAPITAL AND RESERVES</b>			
股本	Share capital	27	1,189,151	1,189,151
股本溢價及儲備	Share premium and reserves		1,698,397	1,632,499
			<b>2,887,548</b>	<b>2,821,650</b>
<b>非流動負債</b>	<b>NON-CURRENT LIABILITIES</b>			
須於一年後償還之借款	Borrowings – due after one year	26	315,000	375,000
欠最終控股公司款項	Advance from ultimate holding company	28	43,500	43,500
			<b>3,246,048</b>	<b>3,240,150</b>

趙克非  
Zhao Ke-fei  
董事  
DIRECTOR

商中福  
Shang Zhong-fu  
董事  
DIRECTOR

# 股東權益變動表

## Statement of Changes in Equity

截至二零零四年十二月三十一日止年度 31 December 2004

	股本	股本溢價	資本公積金	法定公積金	法定公益金	保留溢利	總計
	Share capital	Share premium	Statutory capital reserve	Statutory surplus reserve	Statutory public welfare fund	Retained profits	Total
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000
<b>本集團</b>							
於二零零三年一月一日	1,192,111	99,111	0	211	99,200	104,111	2,395,633
本年利潤						3,411	3,411
轉撥				13	3	(1,441)	
股息						(1,131)	(1,131)
於二零零四年一月一日	1,192,111	99,111	0	224	102,411	131,004	3,005,056
由部份出售之聯屬公司				(3)	( )	21	(22)
本年利潤				24,978	23,978	11,411	40,367
轉撥						(4,131)	
股息						(1,131)	(1,131)
於二零零四年十二月三十一日	<b>1,189,151</b>	<b>788,155</b>	<b>709,850</b>	<b>113,877</b>	<b>121,712</b>	<b>190,317</b>	<b>3,113,062</b>
<b>本公司</b>							
於二零零三年一月一日	1,192,111	99,111	0	2,193	2,193	31,978	2,328,586
本年利潤						4,978	4,978
轉撥				130	130	(10,200)	
股息						(1,131)	(1,131)
於二零零四年一月一日	1,192,111	99,111	0	3,313	3,313	23,725	2,428,673
本年利潤						4,411	4,411
轉撥				11,411	11,411	(23,330)	
股息						(1,131)	(1,131)
於二零零四年十二月三十一日	<b>1,189,151</b>	<b>788,155</b>	<b>709,850</b>	<b>68,978</b>	<b>68,978</b>	<b>62,436</b>	<b>2,887,548</b>



# 股東權益變動表 (續)

## Statement of Changes in Equity (continued)

截至二零零四年十二月三十一日止年度 2004年12月31日止年度, 2004

根據中國公司法, 除稅後溢利之分配順序如下:

- (1) 彌補虧損;
- (2) 提取法定盈餘公積金;
- (3) 提取法定公益金;
- (4) 提取任意盈餘公積金; 及
- ( ) 派發普通股之股息。

根據中國公司法及本公司和附屬公司之公司章程, 本公司及各附屬公司均須個別按照中國會計準則編製之財務報表, 提取10%及 %至10%除稅後溢利, 撥入其個別之法定盈餘公積金及法定公益金賬內。

法定盈餘公積金為股東權益的一部份, 當其餘額達到公司註冊資本之 0%時, 可不須再提取。根據中國公司法, 法定盈餘公積金可用以彌補虧損、擴充本公司之業務或撥充資本。當本公司之法定盈餘公積金轉充為資本時, 該賬內未轉充資本之金額不得少於註冊資本2 %。

法定公益金亦為股東權益的一部份, 根據中國公司法, 其僅可應用於公司職工集體福利的資本性支出, 而該等員工福利設施仍為本集團所擁有。法定公益金除非進行清算, 否則不能分配。

資本公積金為向哈爾濱電站設備集團公司(「哈電集團公司」)收購其主要經營業務, 在本公司成立時其淨資產的公平價值與發行予哈電集團公司的國有法人股股票總面值兩者之間的差額盈餘。

根據中國公司法, 除稅後溢利之分配順序如下:

- (1) 彌補虧損;
- (2) 提取法定盈餘公積金;
- (3) 提取法定公益金;
- (4) 提取任意盈餘公積金; 及
- ( ) 派發普通股之股息。

根據中國公司法及本公司和附屬公司之公司章程, 本公司及各附屬公司均須個別按照中國會計準則編製之財務報表, 提取10%及 %至10%除稅後溢利, 撥入其個別之法定盈餘公積金及法定公益金賬內。

法定盈餘公積金為股東權益的一部份, 當其餘額達到公司註冊資本之 0%時, 可不須再提取。根據中國公司法, 法定盈餘公積金可用以彌補虧損、擴充本公司之業務或撥充資本。當本公司之法定盈餘公積金轉充為資本時, 該賬內未轉充資本之金額不得少於註冊資本2 %。

法定公益金亦為股東權益的一部份, 根據中國公司法, 其僅可應用於公司職工集體福利的資本性支出, 而該等員工福利設施仍為本集團所擁有。法定公益金除非進行清算, 否則不能分配。

資本公積金為向哈爾濱電站設備集團公司(「哈電集團公司」)收購其主要經營業務, 在本公司成立時其淨資產的公平價值與發行予哈電集團公司的國有法人股股票總面值兩者之間的差額盈餘。



# 股東權益變動表 (續)

## Statement of Changes in Equity (continued)

截至二零零四年十二月三十一日止年度 (continued) 截至 2004 年 12 月 31 日止年度, 2004

本公司之股東權益變動表如下 (4) (續)

本公司之股東權益變動表如下 (4) (續)

本公司之股東權益變動表如下 (4) (續)

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本公司之股東權益變動表如下 (4) (續)

本公司之股東權益變動表如下 (4) (續)

# 綜合現金流量表

## Consolidated Cash Flow Statement

截至二零零四年十二月三十一日止年度 For the year ended 31st December, 2004

		2004 人民幣千元 Rmb'000	2003 人民幣千元 Rmb'000
經營業務	OPERATING ACTIVITIES		
營業溢利	Profit from operations	212,729	175,335
經作下列調整：	Adjustments for:		
呆壞賬準備	Allowance for bad and doubtful debts	1,360	6,112
存貨準備	Allowance for inventories	10,822	5,680
非上市證券性投資 股息收入	Dividend income from unlisted investment securities	(645)	(222)
折舊及攤銷	Depreciation and amortisation	241,042	208,205
處置非上市證券性 投資取得收益	Gain on disposal of unlisted investment securities	-	(978)
處置固定資產(取得收益) 損失	(Gain) loss on disposal of property, plant and equipment	(2,533)	896
證券性投資減值確認	Impairment loss recognised in respect of investments in securities	2,043	-
利息收入	Interest income	(121,293)	(26,223)
轉回呆壞賬準備	Reversal of allowance for bad and doubtful debts	(7,414)	(12,120)
		<hr/>	<hr/>
營運資金變動前之經營 業務現金流量	Operating cash flows before movements in working capital	336,111	356,685
存貨增加	Increase in inventories	(3,390,410)	(1,292,915)
應收賬款增加	Increase in trade debtors	(373,644)	(152,232)
其它應收款、按金及 預付款項增加	Increase in other debtors, deposits and prepayments	(3,701,449)	(1,437,585)
建造合同應收款減少 (增加)	Decrease (increase) in amounts due from customers for contract work	374,206	(511,123)
應收聯屬公司款項減少	Decrease in amounts due from fellow subsidiaries	4,182	43,619
建造合同預收款增加(減少)	Increase (decrease) in amounts due to customers for contract work	536,108	(151,528)
應付賬款增加	Increase in trade creditors	911,046	300,663
其它應付款及應計費用減少	Decrease in other creditors and accrued charges	(63,011)	(69,094)
已收按金增加	Increase in deposits received	12,463,862	7,500,837
欠最終控股公司款項增加	Increase in amount due to ultimate holding company	6,163	5,884
應付增值稅及其它應付 稅項增加(減少)	Increase (decrease) in value added tax and other taxes payable	3,597	(25,448)
		<hr/>	<hr/>
經營業務產生(所用)之現金淨額	Net cash generated from operations	7,106,761	4,567,763
已收利息	Interest received	121,293	26,223
已付股息	Dividends paid	(9,513)	(7,135)
已付所得稅	Income tax paid	(13,910)	(14,837)
		<hr/>	<hr/>
經營業務產生之現金淨額	NET CASH FROM OPERATING ACTIVITIES	7,204,631	4,572,014

# 綜合現金流量表 (續)

## Consolidated Cash Flow Statement (continued)

截至二零零四年十二月三十一日止年度 For the year ended 31st December, 2004

	附註 NOTES	2004 人民幣千元 Rmb'000	2003 人民幣千元 Rmb'000
<b>投資業務</b>	<b>INVESTING ACTIVITIES</b>		
購置證券性投資	Purchase of investments in securities	(4,479,002)	(19,643)
購置固定資產	Purchase of property, plant and equipment	(710,298)	(275,321)
銀行存款增加	Increase in bank deposits	(491,146)	(98,765)
出售部份於聯屬公司權益 (已扣除出售之現金 及現金等額)	Net cash outflow from partial disposal of interests in a subsidiary (net of cash and cash equivalents disposed of)	30 (80,863)	-
聯營公司投資	Investment in an associate	(9,630)	-
已抵押銀行存款減少	Decrease in pledged bank deposits	47,584	54,220
出售固定資產	Proceeds from disposal of property, plant and equipment	24,370	6,091
已收非上市證券性投資股息	Dividend received from unlisted investment securities	645	222
購入附屬公司(已扣除購入 之現金及現金等額)	Net cash inflow on acquisition of a subsidiary (net of cash and cash equivalents acquired)	31 -	59,902
出售證券性投資	Proceeds from sale of investments in securities	-	9,600
<b>投資業務所用之現金淨額</b>	<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(5,698,340)</b>	<b>(263,694)</b>
<b>融資業務</b>	<b>FINANCING ACTIVITIES</b>		
償還銀行貸款	Repayment of bank loans	(468,578)	(2,789,841)
已付利息	Interest paid	(58,123)	(122,518)
償還其它貸款	Repayment of other loans	(818)	(40,927)
新增銀行貸款	New bank loans raised	115,500	1,384,462
新增其它貸款	Other loans raised	2,822	8,427
最終控股公司款項增加	Advance from ultimate holding company	500	135,520
<b>融資業務(所用)之現金淨額</b>	<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(408,697)</b>	<b>(1,424,877)</b>
<b>現金及現金等價物增加</b>	<b>INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>1,097,594</b>	<b>2,883,443</b>
<b>年初現金及現金等價物</b>	<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>4,125,440</b>	<b>1,241,997</b>
<b>年末現金及現金等價物</b>	<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>	<b>5,223,034</b>	<b>4,125,440</b>
<b>現金及現金等價物結存之分析</b>	<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>		
銀行結存及現金	Bank balances and cash	4,560,239	3,670,679
銀行存款	Bank deposits	261,288	158,652
證券性投資(於三個月內到期)	Investments in securities (Matured within 3 months)	401,507	296,109
		<b>5,223,034</b>	<b>4,125,440</b>

### 1. 一般事項

本公司為一家在中華人民共和國(「中國」)註冊成立之股份有限公司,其H股於香港聯合交易所上市。本公司之最終控股公司為哈爾濱電站設備集團公司(「哈電集團公司」),其為一家在中國註冊成立之國有企業。

本公司為投資控股公司,其主要之附屬公司及聯營公司的主要業務列示於本財務報表之附註15和附註16。

### 2. 編製基準

本財務報表之編製乃依據香港普遍採用之會計原則(「香港會計原則」)及香港公司法之披露要求。

香港會計原則在若干方面與中國有關當局確立之會計準則及財務監管規則(「中國會計準則」)存有分歧。本公司須依據中國會計準則編製結算至每年十二月三十一日之法定財務報表。

截至二零零四年十二月三十一日止年度,分別依據中國會計準則及香港會計原則編製的財務報表之間,在集團淨資產及業績方面並無重大差異。

### 1. GENERAL

The Company is established as a joint stock limited company in the People's Republic of China (the "PRC"), and its H shares are listed on The Stock Exchange of Hong Kong Limited. Its ultimate holding company is Harbin Power Plant Equipment Group Corporation ("HPEGC"), a state-owned enterprise incorporated in the PRC.

The Company acts as an investment holding company and the activities of its principal subsidiaries and associates are set out in notes 15 and 16, respectively.

### 2. BASIS OF PREPARATION

The financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong ("HK GAAP") and the disclosure requirements of the Hong Kong Companies Ordinance.

HK GAAP differs in certain aspects from the accounting principles and financial regulations established by the relevant PRC authorities ("PRC GAAP"). The Company is required to issue a separate set of statutory financial statements made up to 31st December each year prepared in accordance with PRC GAAP.

For the year ended 31st December, 2004, there were no significant differences between the net assets and results of the Group in the financial statements prepared under PRC GAAP and those prepared under HK GAAP.

### 3. 新會計準則之潛在影響

於2004年,香港會計師公會頒布了一些新訂或經修訂的香港會計實務準則和香港財務報告準則。這些準則將於由2005年1月1日開始之會計年度生效。本集團並未提早採納這些新修訂的香港財務報告準則於截至2004年12月31日止年度的財務報告內。

本集團管理層正評估這些新修訂的香港財務報告準則將會對本集團財政狀況和業績的潛在影響,但暫時並未能確定。這些新修訂的香港財務報告準則將會改變本集團未來在財政狀況和業績方面的列示方式。

### 4. 主要會計政策

本財務報表是在歷史成本基礎上編製,並符合如下的香港會計原則。

#### 綜合基準

綜合財務報表包括本公司及各附屬公司每年截至十二月三十一日止之財務報表。

於本年度收購或出售之附屬公司業績由其個別實際收購日期起或截至實際出售日期止(視乎情況而定)列入綜合損益表內。

#### 於附屬公司權益

於附屬公司權益乃按成本減任何已發現之減值損失納入本公司資產負債表內。

### 3. POTENTIAL IMPACT ARISING FROM THE RECENTLY ISSUED ACCOUNTING STANDARDS

In 2004, the Hong Kong Institute of Certified Public Accountants ("HKICPA") issued a number of new or revised Hong Kong Accounting Standards ("HKAS") and Hong Kong Financial Reporting Standards ("HKFRS") (herein collectively referred to as "new HKFRSs") which are effective for accounting periods beginning on or after 1st January, 2005. The Group has not early adopted these new HKFRSs in the financial statements for the year ended 31st December, 2004.

Management is assessing, but has not yet determined, the potential impact of these new HKFRSs will have on its financial position and results of operations. These new HKFRSs may result in changes in the future as to how the results and financial position are presented.

### 4. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are set out below.

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31st December each year.

The results of the subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

#### Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

#### 4. 主要會計政策(續)

##### 於聯營公司權益

綜合損益表中已包括本年度自收購日後本集團於聯營公司的損益。於綜合資產負債表中，於聯營公司權益以本集團所佔淨資產扣減任何已發現之減值損失列示。

本公司對聯營公司損益的會計處理以本年已收和應收的股利入賬。在本公司的資產負債表上，於聯營公司權益以成本值扣除已發現之減值損失列示。

##### 收入確認

###### 發展中物業

完工前未發生預售之供銷售物業之收入於履行約束性銷售協議或由權威當局頒發相關居住許可證兩者之孰晚情況下確認。

在發展物業完成前的預售收入予權威當局頒發相關居住許可證時確認。

###### 建造合同

如果建造合同的結果能夠可靠地估計，合同的收入應根據完工百分比法及已完成合同工作量在資產負債表日予以確認。由於合同變更、索賠、獎勵等原因形成的追加收入應在客戶認可時予以確認。

如果建造合同的結果不能夠可靠地估計，合同收入應根據能夠收回的實際發生的合同成本加以確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Interests in associates

The consolidated income statement includes the Group's share of the post-acquisition results of its associates for the year. In the consolidated balance sheet, interests in associates are stated at the Group's share of the net assets less any identified impairment loss.

The results of associates are accounted for by the Company on the basis of dividends received and receivable during the year. In the Company's balance sheet, investments in associates are stated at cost, as reduced by any identified impairment loss.

##### Revenue recognition

###### Development properties

Income from properties developed for sale, where there are no pre-sales prior to completion of development, is recognised on the execution of a binding sales agreement or when the occupation permit is issued by the relevant authority, whichever is the later.

Income from properties pre-sold prior to completion of development is recognised when the occupation permit is issued by the relevant authority.

###### Construction contracts

When the outcome of a construction contract can be estimated reliably, revenue from construction contracts is recognised on the percentage of completion method, measured by reference to the value of work carried out during the period. Variations in contract work, claims and incentive payments are included to the extent that they have been agreed with the customer.

When the outcome of a construction contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred where it is probable will be recoverable.

截至二零零四年十二月三十一日止年度 For the year ended 31st December, 2004



#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Property, plant and equipment (continued)

Depreciation and amortisation is provided to write off the cost of items of property, plant and equipment other than construction-in-progress over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method, at the following rates per annum:

Land use rights	Over the term of the rights
Buildings	3.23% – 6.47%
Plant and machinery	6.47% – 13.86%
Furniture, fixtures and equipment	10.78% – 19.40%
Motor vehicles	16.17% – 19.40%
Construction-in-progress	Nil

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is



#### 4. 主要會計政策(續)

##### 證券性投資

證券性投資以交易日為基準按成本予以入賬。

於報告日，集團持有至到期之債券以攤銷後成本減去無法彌補之投資減值損失後的金額列示。在購得持有至到期債券時產生的折價或溢價的年攤銷額，計入該證券性投資期限內其它投資收益，構成投資的固定收益率。

投資證券是指為了長期策略性持有的證券投資。於報告日，投資證券以成本減去永久減值準備的餘額列示。

##### 存貨

存貨及在製品按成本與可變現淨值兩者之較低值入賬。成本采用加權平均法計算。

發展中物業之成本以截至目前所發生之成本減去可預見之損失列示。

##### 建造合同

如果建造合同的結果能夠可靠地估計，應根據完工百分比法在資產負債表日確認合同成本。合同完工進度是根據累計實際發生的合同成本佔合同預計總成本的比例確定。

如果建造合同的結果不能夠可靠地估計，合同成本應在發生時確認為費用。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Investments in securities

Investments in securities are recognised on a trade-date basis and are initially measured at cost.

At subsequent reporting dates, debt securities that the Group intends to hold to maturity (held-to-maturity debt securities) are measured at amortised cost, less any impairment loss recognised to reflect irrecoverable amounts. The annual amortisation of any discount or premium arising on the acquisition of a held-to-maturity security is aggregated with other investment income receivable over the term of the instrument so that the revenue recognised in each period represents a constant yield on the investment.

Investment securities, which are securities held for an identified long-term strategic purpose, are measured at subsequent reporting dates at cost, as reduced by any impairment loss that is other than temporary.

##### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average cost method.

Properties under development for sale are stated at development cost incurred to date less provision for foreseeable losses, if any.

##### Construction contracts

When the outcome of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the balance sheet date, as measured by the proportion that costs incurred to date bear to the estimated total costs for the contract.

When the outcome of a construction contract cannot be estimated reliably, contract costs are recognised as expenses in the period in which they are incurred.



#### 4. 主要會計政策(續)

##### 建造合同(續)

如果合同預計總成本將超過合同預計總收入,應將預計損失立即確認為當期費用。

如果一項建造合同包括多項資產,每項資產均有獨立的建造計劃和單獨的談判,且其收入和成本可單獨辯認,則每項資產應分立為單項合同處理。一組同時或依次履行的合同,如果是按一攬子交易簽訂,且每項合同實際上已構成一項綜合利潤率工程的組成部分,則這一組合同應合併為單項合同處理。

##### 退休金

退休金及撥備乃根據當地政府之有關文件訂立之定額供款合約列入損益賬。

##### 研究及開發費用

研究及開發費用於產生時列入損益賬。

僅當研究及開發費用的發生有一明確的項目,且通過將來的商業活動能夠收回時,研究及開發費用才能確認為內部產生的無形資產。因此而形成的資產在其使用期內按直線法攤銷。

如果研究及開發費用未能確認為內部產生的無形資產,則該支出在發生當期確認為費用。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Construction contracts (continued)

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

When a contract covers a number of assets, the construction of each asset is treated as a separate contract when separate proposals have been submitted for each asset, each asset has been separately negotiated and the costs and revenues of each asset can be separately identified. A group of contracts, performed concurrently or in a continuous sequence, is treated as a single construction contract when they were negotiated as a single package and are so closely inter-related that they constitute a single project with an overall profit margin.

##### Retirement benefit costs

Retirement benefit costs charged to the income statement represent the amount payable under a defined contribution arrangement with the local government.

##### Research and development expenditure

Expenditure on research and development is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development expenditure is recognised only if it is anticipated that the development costs incurred on a clearly-defined project will be recovered through future commercial activity. The resultant asset is amortised on a straight-line basis over its useful life.

Where no internally-generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred.

#### 4. 主要會計政策(續)

##### 所得稅

所得稅支出代表當期應付所得稅及遞延所得稅的總額

當期應付所得稅乃按本年度應課稅溢利計算。應課稅溢利不包括已撥往其它年度的應課稅或應扣減之收入及開支項目，亦不包括可作免稅或不可作稅項扣減之項目，故與收益表所列純利不同。

遞延稅項是按資產負債法，根據財務報表中資產和負債的賬面金額與其用於計算應納稅利潤的相應稅基之間的差額所產生的暫時性差異計算；所有應稅暫時性差異產生的遞延所得稅負債一般均予確認，但可抵稅暫時性差異產生的遞延所得稅資產只能在未來可實現應納稅利潤足以用作抵銷可抵稅暫時性差異的限度內，才能予以確認。

對附屬公司投資的權益產生的應稅暫時性差異會確認為遞延所得稅負債，除非本集團能夠控制這些暫時性差異的轉回，而且暫時性差異在可預見的將來很可能不會轉回。

在每個資產負債表日，本集團會對遞延所得稅資產的賬面金額進行核查。當很可能不再有足夠的應納稅利潤以轉回部份或全部遞延所得稅資產時，遞延所得稅資產會按不能轉回部份予以扣減。

遞延所得稅是以預期於相關資產實現或相關負債清償當期所使用的所得稅率計算。遞延所得稅會在損益表中扣除或記入，除非其與直接在權益中記入或扣除的項目有關，在這種情況下，該遞延所得稅也會作為權益專案處理。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Income taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income and expense that are taxable or deductible in other years, and it further excludes income statement items that are never taxable or deductible.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are offset which they related to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.





### 5. 主營業務收入

主營業務收入指本集團將產品售予外界客戶及為其提供服務之已收及應收金額在扣除增值稅及退貨後之淨額，分列如下：

物業銷售  
產品銷售  
建造合同收入  
  
服務提供

### 5. TURNOVER

Turnover represents the amounts received and receivable for goods sold and services rendered by the Group to outside customers during the year, net of value added tax ("VAT") and sales returns, and is analysed as follows:

	2004 人民幣千元 <i>Rmb'000</i>	2003 人民幣千元 <i>Rmb'000</i>
Sales of properties	170,256	83,832
Sales of goods	8,842,005	3,855,843
Revenue from construction contracts	1,180,669	1,179,968
Services rendered	22,740	24,603
	<b>10,215,670</b>	<b>5,144,246</b>

### 6. 業務和地區分部

#### 業務分部

本集團分為以下五個主要分部：火電主機設備、水電主機設備、電站工程服務、電站輔機和配套設備、交直流電機及其它產品：

主要經營活動如下：

火電主機設備  
- 製造火電主機設備

水電主機設備  
- 製造水電主機設備

電站工程服務  
- 提供電站工程建設服務

電站輔機和配套設備  
- 製造電站輔機和配套設備

交直流電機及其它產品  
- 製造交直流電機及其它產品

### 6. BUSINESS AND GEOGRAPHICAL SEGMENTS

#### Business segments

The Group operates in five major segments as follows – main thermal power equipment, main hydro power equipment, engineering services for power stations, ancillary equipment for power stations and AC/DC motors and other products.

Principal activities are as follows:

Main thermal power equipment  
– manufacture of main thermal power equipment.

Main hydro power equipment  
– manufacture of main hydro power equipment.

Engineering services  
– providing engineering services for power stations.

Ancillary equipment  
– manufacture of ancillary equipment for power stations.

AC/DC motors and other products  
– manufacture of AC/DC motor and other products.

# 財務報表附註

## N a c a S a

截至二零零四年十二月三十一日止年度 For the year ended 31st December, 2004

### 6. 業務和地區分部(續)

#### 業務分部(續)

關於這些業務的分部信息列示如下：

2004

		火電主機設備 Main thermal power equipment 人民幣千元 Rmb'000	水電主機設備 Main hydro power equipment 人民幣千元 Rmb'000	電站工程服務 Engineering services for power stations 人民幣千元 Rmb'000	電站輔機 及配套設備 Ancillary equipment for power stations 人民幣千元 Rmb'000	交直流電機 及其它產品 AC/DC motors and other products 人民幣千元 Rmb'000	內部抵銷 Eliminations 人民幣千元 Rmb'000	合併 Consolidated 人民幣千元 Rmb'000
主營業務收入	REVENUE							
外部收入	External sales	7,208,106	728,162	1,180,669	224,614	874,119	-	10,215,670
分部間收入	Inter-segment sales	37,009	-	-	155,345	156,928	(349,282)	-
總收入	Total revenue	<u>7,245,115</u>	<u>728,162</u>	<u>1,180,669</u>	<u>379,959</u>	<u>1,031,047</u>	<u>(349,282)</u>	<u>10,215,670</u>
分部間的銷售是以現行市場價格計算的。		Inter-segment sales are charged at prevailing market rates.						
分部經營成果	SEGMENT RESULTS	<u>559,194</u>	<u>35,723</u>	<u>59,675</u>	<u>26,062</u>	<u>82,332</u>	<u>-</u>	<u>762,986</u>
未分攤總部費用	Unallocated corporate expenses							(550,257)
營業溢利	Profit from operations							212,729
財務支出	Finance costs							(47,889)
於聯營公司溢利	Share of results from associates					4,123		4,123
除稅前經營性 業務溢利	Profit before taxation							168,963
稅項	Income tax expense							(27,034)
除稅後溢利	Profit after taxation							<u>141,929</u>

# 財務報表附註

## N F a c a S a

截至二零零四年十二月三十一日止年度 For the year ended 31st December, 2004

### 6. 業務和地區分部(續)

#### 業務分部(續)

資產負債表  
2004

#### BALANCE SHEET

#### 資產

分部資產

於聯營公司之權益

未分攤總部資產

合併總資產

#### 負債

分部負債

未分攤總部負債

合併總負債

#### 其它資料

資本性支出

折舊與攤銷

#### ASSETS

Segment assets

Interests in associates

Unallocated corporate assets

Consolidated total assets

#### LIABILITIES

Segment liabilities

Unallocated corporate liabilities

Consolidated total liabilities

#### OTHER INFORMATION

Capital additions

Depreciation and amortisation

### 6. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

#### Business segments (continued)

火電主機設備 Main thermal power equipment 人民幣千元 Rmb'000	水電主機設備 Main hydro power equipment 人民幣千元 Rmb'000	電站工程服務 Engineering services for power stations 人民幣千元 Rmb'000	電站輔機 及配套設備 Ancillary equipment for power stations 人民幣千元 Rmb'000	交直流電機 及其它產品 AC/DC motors and other products 人民幣千元 Rmb'000	合併 Consolidated 人民幣千元 Rmb'000
12,695,467	1,439,534	1,793,799	1,047,837	2,361,086	19,337,723
-	-	-	-	-	109,440
					11,568,036
					31,015,199
18,510,608	1,612,094	811,774	1,420,226	2,032,631	24,387,333
					2,974,258
					27,361,591
633,025	28,433	2,721	32,244	24,109	720,532
167,458	31,359	4,306	9,574	28,345	241,042





# 財務報表附註

## N F a c a S a

截至二零零四年十二月三十一日止年度 For the year ended 31st December, 2004

### 6. 業務和地區分部(續)

#### 業務分部(續)

資產負債表  
2003

BALANCE SHEET

		火電主機設備 Main thermal power equipment 人民幣千元 Rmb'000	水電主機設備 Main hydro power equipment 人民幣千元 Rmb'000	電站工程服務 Engineering services for power stations 人民幣千元 Rmb'000	電站輔機 及配套設備 Ancillary equipment for power stations 人民幣千元 Rmb'000	交直流電機 及其它產品 AC/DC motors and other products 人民幣千元 Rmb'000	合併 Consolidated 人民幣千元 Rmb'000
<b>資產</b>	<b>ASSETS</b>						
分部資產	Segment assets	6,213,775	1,369,760	1,629,099	1,210,209	2,178,946	12,601,789
於聯營公司之權益	Interests in associates	-	-	-	-	90,423	90,423
未分攤總部資產	Unallocated corporate assets						4,821,529
合併總資產	Consolidated total assets						17,513,741
<b>負債</b>	<b>LIABILITIES</b>						
分部負債	Segment liabilities	7,183,203	833,058	276,931	1,342,565	1,220,249	10,856,006
未分攤總部負債	Unallocated corporate liabilities						3,136,521
合併總負債	Consolidated total liabilities						13,992,527
<b>其它資料</b>	<b>OTHER INFORMATION</b>						
資本性支出	Capital additions	127,234	9,342	371	36,740	114,485	288,172
折舊與攤銷	Depreciation and amortisation	118,749	29,695	5,267	24,202	30,292	208,205

### 6. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

#### Business segments (continued)

		火電主機設備 Main thermal power equipment 人民幣千元 Rmb'000	水電主機設備 Main hydro power equipment 人民幣千元 Rmb'000	電站工程服務 Engineering services for power stations 人民幣千元 Rmb'000	電站輔機 及配套設備 Ancillary equipment for power stations 人民幣千元 Rmb'000	交直流電機 及其它產品 AC/DC motors and other products 人民幣千元 Rmb'000	合併 Consolidated 人民幣千元 Rmb'000
<b>資產</b>	<b>ASSETS</b>						
分部資產	Segment assets	6,213,775	1,369,760	1,629,099	1,210,209	2,178,946	12,601,789
於聯營公司之權益	Interests in associates	-	-	-	-	90,423	90,423
未分攤總部資產	Unallocated corporate assets						4,821,529
合併總資產	Consolidated total assets						17,513,741
<b>負債</b>	<b>LIABILITIES</b>						
分部負債	Segment liabilities	7,183,203	833,058	276,931	1,342,565	1,220,249	10,856,006
未分攤總部負債	Unallocated corporate liabilities						3,136,521
合併總負債	Consolidated total liabilities						13,992,527
<b>其它資料</b>	<b>OTHER INFORMATION</b>						
資本性支出	Capital additions	127,234	9,342	371	36,740	114,485	288,172
折舊與攤銷	Depreciation and amortisation	118,749	29,695	5,267	24,202	30,292	208,205



### 6. 業務和地區分部(續)

#### 地區分部

本集團之主營業務收入主要來自於中國境內,按地區分類如下:

境內  
境外

總收入

本集團之主要資產和負債主要位於中國境內。於二零零四年十二月三十一日及二零零三年十二月三十一日,位於境外的資產和負債少於集團總資產和總負債的10%。

### 6. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

#### Geographical segments

The Group's operations are located mainly in the PRC. The following table provides an analysis of the Group's sales by geographical market, irrespective of the origin of the goods/services:

		銷售收入按地區分類	
		Sales revenue by geographical market	
		Year ended	Year ended
		31.12.2004	31.12.2003
		人民幣千元	人民幣千元
		Rmb'000	Rmb'000
境內	PRC	<b>8,274,048</b>	4,033,250
境外	Overseas	<b>1,941,622</b>	1,110,996
總收入	Total revenue	<b>10,215,670</b>	5,144,246

The majority of the Group's assets and liabilities are located in the PRC. The assets and liabilities situated overseas account for less than 10% of the Group's assets and liabilities as at 31st December, 2003 and 2004.

### 7. 其它業務收入

其它業務收入包括如下：

### 7. OTHER OPERATING INCOME

Included in other operating income are the following:

		2004 人民幣千元 <i>Rmb'000</i>	2003 人民幣千元 <i>Rmb'000</i>
非上市證券性投資之股息	Dividend income from unlisted investment securities	645	222
處置非上市證券性投資收益	Gain on disposal of unlisted investment securities	-	978
處置固定資產收益	Gain on disposal of property, plant and equipment	2,533	-
政府補貼	Government subsidy	399	20,000
存放於金融機構之存款利息收入	Interest income from financial institutions	121,293	23,823
向第三方收取之利息收入	Interest income from other third parties	-	2,400
其它	Other income	12,738	14,887
原材料銷售利潤	Profit from sales of raw materials	8,491	25,527
轉回呆壞賬準備	Reversal of allowance for bad and doubtful debts	7,414	12,120
增值稅退稅收入	VAT refund	-	8,432
		<b>153,513</b>	<b>108,389</b>

# 財務報表附註

## N F a c a S a

截至二零零四年十二月三十一日止年度 For the year ended 31st December, 2004

### 8. 營業溢利

營業溢利已扣除：

呆壞賬準備

存貨準備

核數師酬金

折舊及攤銷

處置固定資產損失

匯兌淨虧損

研究及發展費用

付予哈電集團公司服務費(附註38)

含董事及監事酬金之員工薪資

退休金及撥備

證券性投資減值(計入其他業務支出)

並已計入：

收到哈電集團公司服務費(附註38)

### 8. PROFIT FROM OPERATIONS

Profit from operations has been arrived at after charging:

	2004 人民幣千元 <i>Rmb'000</i>	2003 人民幣千元 <i>Rmb'000</i>
Allowance for bad and doubtful debts	1,360	6,112
Allowance for inventories	10,822	5,680
Auditors' remuneration	2,780	2,780
Depreciation and amortisation	241,042	208,205
Loss on disposal of property, plant and equipment	-	896
Net foreign exchange loss	2,494	2,978
Research and development expenses	204,203	118,234
Service fees paid to HPEGC and its subsidiaries (note 38)	53,455	60,960
Staff costs including directors' and supervisors' emoluments	526,754	436,223
Retirement benefit scheme contributions	80,101	78,551
Impairment loss recognised in respect of investments in securities (included in other operating expenses)	2,043	-
and after crediting:		
Service fee received from HPEGC (note 38)	11,874	8,666

### 9. FINANCE COSTS

		2004 人民幣千元 <i>Rmb'000</i>	2003 人民幣千元 <i>Rmb'000</i>
借款利息支出	Interest on borrowings:		
須於五年內全部償還借款	wholly repayable within five years	<b>49,197</b>	111,917
毋須於五年內全部償還借款	not wholly repayable within five years	<b>8,926</b>	10,601
		<b>58,123</b>	122,518
減：已撥充資本之有關在建工程利息支出	Less: Interest capitalised	<b>(10,234)</b>	(10,993)
		<b>47,889</b>	111,525

Borrowing costs capitalised during the year arose on the general borrowing pool and are calculated by applying a

# 財務報表附註

## N F a c a S a

截至二零零四年十二月三十一日止年度 For the year ended 31st December, 2004

### 10. 董事及監事酬金

酬金：  
執行董事  
非執行董事  
  
監事

其它酬金：  
薪金及其它福利  
- 執行董事  
- 非執行董事

退休金及撥備  
  
- 執行董事  
- 非執行董事

其它酬金：  
監事  
薪金及其它福利  
退休金及撥備

這兩年無董事薪酬超過港幣100萬元。

於二零零三年及二零零四年，本集團五位最高薪金之個別人士均為本公司之董事或監事，其酬金列示如上。

### 10. DIRECTORS', SUPERVISORS' AND EMPLOYEES' EMOLUMENTS

	2004 人民幣千元 <i>Rmb'000</i>	2003 人民幣千元 <i>Rmb'000</i>
Fees:		
Executive directors	775	659
Independent non-executive directors	180	139
Supervisors	-	-
	<u>955</u>	<u>798</u>
Other emoluments:		
Salaries and other benefits		
- Executive directors	-	-
- Independent non-executive directors	-	-
Retirement benefits scheme contributions		
- Executive directors	27	23
- Independent non-executive directors	9	6
	<u>991</u>	<u>827</u>
Other emoluments:		
Supervisors		
Salaries and other benefits	362	186
Retirement benefits scheme contributions	35	27
	<u>397</u>	<u>213</u>

None of the directors received more than HK\$1,000,000 for any of these two years.

The five highest paid individuals in the Group in 2003 and 2004 were directors and supervisors of the Company and details of their emoluments are set out above.

### 11. 稅項

稅項支出包括：

中國所得稅  
 - 本年度  
 - 過往年度撥備不足

該支出乃指按本年度估計之應課稅收入以稅率15%計算之中國所得稅。

根據中國財政部及國家稅務局於一九九四年三月二十九日所發出之文件，本集團除其中一間附屬公司及一間聯營公司以外應課稅收入須按15%之稅率繳付所得稅。

根據適用的中國稅法律和規則，其中一間聯營公司於本年獲豁免繳交中國所得稅及一間附屬公司之應課稅收入須按33%之稅率繳付所得稅。

### 11. INCOME TAX EXPENSE

The charge comprises:

	2004 人民幣千元 <i>Rmb'000</i>	2003 人民幣千元 <i>Rmb'000</i>
PRC enterprise income tax		
- current year	<b>26,898</b>	13,275
- underprovision in prior years	<b>136</b>	815
	<u><b>27,034</b></u>	<u>14,090</u>

The charge mainly represents PRC enterprise income tax calculated at 15% of the estimated taxable income for the year.

Pursuant to a document issued by the PRC Ministry of Finance and the State Tax Bureau on 29th March, 1994, taxable income earned by the Group, except for certain subsidiaries and an associate, is subject to an enterprise income tax rate of 15%.

Pursuant to the relevant laws and regulations in the PRC, the Group's PRC associates are entitled to an exemption from PRC enterprise income tax for the year and Group's subsidiaries are subject to an income tax rate of 33% on the taxable income earned.

# 財務報表附註

## N F a c a S a

截至二零零四年十二月三十一日止年度 For the year ended 31st December, 2004

### 11. 稅項(續)

本年度稅務支出與綜合收益表內溢利之對照如下:

		2004		2003	
		Rmb'000	%	Rmb'000	%
除稅前溢利	Profit before taxation	<u>168,963</u>		<u>70,336</u>	
本集團按15%的稅率計算	Tax charge at the enterprise income tax rate of 15% (2003: 15%)	25,344	15.0	10,550	15.0
因集團附屬公司按所得稅33%所增加之企業所得稅	Additional enterprise income tax in respect of the income tax rate of 33% for subsidiaries	811	0.5	1,115	1.6
在計算本年應課稅金額時不須課稅收入對稅務的影響	Tax effect of income not taxable for tax purpose	(4,101)	(2.4)	(2,453)	(3.5)
在計算本年應課稅金額時不可扣除支出對稅務的影響	Tax effect of expenses not deductible for tax purpose	5,462	3.2	5,042	7.2
因聯營公司獲豁免所減少之企業	Effect of tax exemption granted to an associate	(618)	(0.4)	(979)	(1.4)
過往年度之撥備不足	Underprovision in respect of prior years	136	0.1	815	1.2
本年度稅務支出	Tax charge and effective tax rate for the year	<u>27,034</u>	<u>16.0</u>	<u>14,090</u>	<u>20.1</u>

於二零零四年十二月三十一日,由於還沒有和當地稅務機關達成關於把呆賬準備及某些資產減值用作扣稅用途之協議,董事認為沒有足夠理由確定部分或全部之呆賬準備及某些資產減值之金額約人民幣188,211,000元(二零零三年:人民幣193,193,000元)能夠於將來作扣稅用途,因此潛在的遞延稅項資產不予確認。

於二零零四年十二月三十一日及本年度內並無重大未撥備之遞延稅項。

### 11. INCOME TAX EXPENSE (continued)

The tax charge for the year can be reconciled to the profit before taxation per the consolidated income statement as follows:

		2004		2003	
		Rmb'000	%	Rmb'000	%
除稅前溢利	Profit before taxation	<u>168,963</u>		<u>70,336</u>	
本集團按15%的稅率計算	Tax charge at the enterprise income tax rate of 15% (2003: 15%)	25,344	15.0	10,550	15.0
因集團附屬公司按所得稅33%所增加之企業所得稅	Additional enterprise income tax in respect of the income tax rate of 33% for subsidiaries	811	0.5	1,115	1.6
在計算本年應課稅金額時不須課稅收入對稅務的影響	Tax effect of income not taxable for tax purpose	(4,101)	(2.4)	(2,453)	(3.5)
在計算本年應課稅金額時不可扣除支出對稅務的影響	Tax effect of expenses not deductible for tax purpose	5,462	3.2	5,042	7.2
因聯營公司獲豁免所減少之企業	Effect of tax exemption granted to an associate	(618)	(0.4)	(979)	(1.4)
過往年度之撥備不足	Underprovision in respect of prior years	136	0.1	815	1.2
本年度稅務支出	Tax charge and effective tax rate for the year	<u>27,034</u>	<u>16.0</u>	<u>14,090</u>	<u>20.1</u>

At 31st December, 2004, the deductibility of the allowance for doubtful debts and impairment of certain assets for taxation purpose has not been agreed with the local tax bureau. In the opinion of the directors, it is not reasonably certain that the whole or part of the amount of accumulated allowance for doubtful debts and impairment of certain assets of approximately Rmb188,211,000 (2003: Rmb193,193,000) could be deducted in determining taxable profits in the future. Accordingly, the potential deferred tax asset effect has not been recognised in the financial statements.

There was no significant unprovided deferred taxation for the year or at the balance sheet date.



### 12. 股息

### 12. DIVIDENDS

		2004 人民幣千元 <i>Rmb'000</i>	2003 人民幣千元 <i>Rmb'000</i>
末期已付二零零三年股息每股人民幣0.008元 (二零零二年:人民幣0.006元)	Final dividend paid for 2003 of Rmb0.008 (2002: Rmb0.006) per share	<u>9,513</u>	<u>7,135</u>
董事建議本年每股派發股息人民幣0.051元 (二零零三年:人民幣0.008元), 上述提議有 待年度股東大會批准。	The final dividend for 2004 of Rmb0.051 (2003: Rmb0.008) per share has been proposed by the directors and is subject to approval by the shareholders in annual general meeting.		

### 13. 每股盈利

### 13. EARNINGS PER SHARE

每股盈利乃按本年度溢利人民幣117,572,000元(二零零三年:人民幣53,471,000元)及全年已發行之股份1,189,151,000股(二零零三年:1,189,151,000股)計算。

The calculation of the earnings per share is based on the profit for the year of Rmb117,572,000 (2003: Rmb53,471,000) and on 1,189,151,000 shares (2003: 1,189,151,000 shares) in issue throughout the year.



# 財務報表附註

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### 14. 固定資產(續)

### 14. PROPERTY, PLANT AND EQUIPMENT (continued)

		於中國持有 中期契約之 土地使用權的 土地及樓宇 Land and buildings under medium term land use rights in the PRC 人民幣千元 Rmb'000	廠房設備 及機器 Plant and machinery 人民幣千元 Rmb'000	傢俬 裝置 及設備 Furniture, fixtures and equipment 人民幣千元 Rmb'000	汽車 Motor vehicles 人民幣千元 Rmb'000	在建工程 Construction- in-progress 人民幣千元 Rmb'000	總計 Total 人民幣千元 Rmb'000
本公司	THE COMPANY						
成本	COST						
於二零零四年一月一日	At 1st January, 2004	28,518	-	4,826	3,858	71,106	108,308
添置	Additions	-	-	536	-	208,871	209,407
轉撥	Transfers	156,099	50,516	36,814	-	(243,429)	-
處置	Disposals	-	-	(527)	-	-	(527)
於二零零四年十二月三十一日	At 31st December, 2004	<u>184,617</u>	<u>50,516</u>	<u>41,649</u>	<u>3,858</u>	<u>36,548</u>	<u>317,188</u>
折舊及攤銷	DEPRECIATION AND AMORTISATION						
於二零零四年一月一日	At 1st January, 2004	4,832	-	3,457	2,487	-	10,776
本年度撥備	Provided for the year	3,445	2,091	2,247	224	-	8,007
處置時轉銷	Disposals	-	-	(486)	-	-	(486)
於二零零四年十二月三十一日	At 31st December, 2004	<u>8,277</u>	<u>2,091</u>	<u>5,218</u>	<u>2,711</u>	<u>-</u>	<u>18,297</u>
賬面淨值	NET BOOK VALUES						
於二零零四年十二月三十一日	At 31st December, 2004	<u>176,340</u>	<u>48,425</u>	<u>36,431</u>	<u>1,147</u>	<u>36,548</u>	<u>298,891</u>
於二零零三年十二月三十一日	At 31st December, 2003	<u>23,686</u>	<u>-</u>	<u>1,369</u>	<u>1,371</u>	<u>71,106</u>	<u>97,532</u>

於一九九四年九月,本集團及本公司獲中國國家土地管理局授予該等樓宇所座落之土地使用權,為期五十年。

The Group and the Company were granted the rights to use the land, on which its buildings are situated, by the PRC State Land Administration Bureau for a period of 50 years from September 1994.

# 財務報表附註

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截至二零零四年十二月三十一日止年度 For the year ended 31st December, 2004

### 15. 於附屬公司權益

非上市投資成本  
應收附屬公司款項

### 15. INTERESTS IN SUBSIDIARIES

	2004 人民幣千元 <i>Rmb'000</i>	2003 人民幣千元 <i>Rmb'000</i>
Unlisted investments, at cost	2,027,841	2,027,841
Amounts due from subsidiaries	490,771	685,118
	<u>2,518,612</u>	<u>2,712,959</u>

董事們認為上述應收附屬公司款項為不計息，並於12個月內不會償還，故歸入非流動資產。

In the opinion of the directors, the amounts due from subsidiaries are interest free and not repayable within twelve months and are therefore classified as non-current.

於二零零四年十二月三十一日，本公司之主要附屬公司均為在中國成立的公司，其詳情如下：

Details of the Company's principal subsidiaries as at 31st December, 2004, all of which are incorporated and operating in the PRC, are:

附屬公司名稱 Name of subsidiary	註冊股本 Registered share capital 人民幣千元 <i>Rmb'000</i>	本公司持有已 發行股本面值之比率 Proportion of nominal value of registered capital held by the Company		主要業務 Principal activities
		直接 Directly %	間接 Indirectly %	
哈爾濱鍋爐廠有限責任公司 *	746,853	90.94	-	製造鍋爐 Manufacture of boilers
哈爾濱電機廠有限責任公司 *	709,237	87.37	-	製造汽輪發電機組及水力發電機組 Manufacture of steam turbine generator sets and hydro turbine generator sets
哈爾濱電站工程有限責任公司 *	136,000	100	-	提供電站工程服務 Provision of engineering services for power stations
哈爾濱汽輪機廠有限責任公司 *	859,723	62.54	-	製造汽輪機 Manufacture of steam turbines
哈爾濱動力科技貿易股份有限公司 **	27,000	55.55	44.45	貿易 Trading

### 15. INTERESTS IN SUBSIDIARIES (continued)

附屬公司名稱 Name of subsidiary	註冊股本 Registered share capital 人民幣千元 Rmb'000	本公司持有已 發行股本面值之比率 Proportion of nominal value of registered capital held by the Company		主要業務 Principal activities
		直接 Directly %	間接 Indirectly %	
哈爾濱東力房地產開發有限責任公司 *	10,000	-	51.25	物業發展 Property development
哈爾濱哈鍋閥門股份有限公司 **	80,000	34	63.85	



### 15. 於附屬公司權益(續)

以上列出者乃董事會認為對本年度之業績或本集團之資產有重大影響之附屬公司。董事會認為列載其它附屬公司之詳情會過於冗長。

於年度終結時，各附屬公司並沒有任何借貸資本。

於本年內，本集團減持了在哈爾濱鍋爐容器工程有限責任公司(「容器公司」)之72.18%權益。於減持後，容器公司成為本集團之聯營公司。

### 16. 於聯營公司權益

非上市投資成本	Unlisted investment at cost	-	-	54,730	45,100
佔權益	Share of net assets	109,440	90,423	-	-
資產減值準備	Impairment loss	-	-	(5,000)	(5,000)

本集團和本公司佔哈爾濱三利亞股份有限公司(「三利亞」)及通用電氣-哈動力能源服務(秦皇島)有限責任公司(「能源服務」)的註冊資本，分別為44.25%和41%。此兩間公司為在中國大陸成立的公司。三利亞主要業務是開發、生產、銷售經表面陶瓷化處理的輕金屬合金材料及建築鋁型材、建築板、工業異性材、電泳漆、電解液及相關化工產品、特種電器等。能源服務主要業務是提供保養、安裝及到點服務予渦輪機、鍋爐及發電機的持有人。

此外，本集團佔葫蘆島濱海水電大件製造有限責任公司(「葫蘆島濱海」)及容器公司的註冊資本，分別為50%和27.28%。此兩間公司為在中國大陸成立的公司。葫蘆島濱海主要業務是進行水電機械設備加工。容器公司主要業務為提供鍋爐生產質量控制服務。

### 15. INTERESTS IN SUBSIDIARIES (continued)

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

During the year, the Group disposed of its 72.18% interests in 哈爾濱鍋爐容器工程有限責任公司(「容器公司」). After the disposal, 容器公司 became an associate of the Group.

### 16. INTERESTS IN ASSOCIATES

本集團		本公司	
THE GROUP		THE COMPANY	
2004	2003	2004	2003
人民幣千元	人民幣千元	人民幣千元	人民幣千元
Rmb'000	Rmb'000	Rmb'000	Rmb'000
-	-	54,730	45,100
109,440	90,423	-	-
-	-	(5,000)	(5,000)
<b>109,440</b>	<b>90,423</b>	<b>49,730</b>	<b>40,100</b>

The Group and the Company hold respectively 44.25% and 41% in the registered capital of 哈爾濱三利亞股份有限公司(「三利亞」) and 通用電氣-哈動力能源服務(秦皇島)有限責任公司(「能源服務」), which are companies established in the PRC. 三利亞 is engaged in development, production and sale of plasma-enhanced and electrochemical surface ceramicised light alloy materials, building aluminum templates and boards, industrial special nature materials, electrophoresis paints and electrolyte, relevant chemical products. 能源服務 is engaged in the provision of maintenance, installation and on-site services to owners of turbines, boilers and electricity generators.

In addition, the Group holds respectively 50% and 27.28% in the registered capital of 葫蘆島濱海水電大件製造有限責任公司(「葫蘆島濱海」) and 容器公司, which are companies established in the PRC. 葫蘆島濱海 is engaged in manufacture of electrical equipments. 容器公司 is engaged in the provision of quality control services for boilers manufacturing.

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### 17. 證券性投資

### 17. INVESTMENTS IN SECURITIES

		本集團		本公司	
		THE GROUP		THE COMPANY	
		2004	2003	2004	2003
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Rmb'000	Rmb'000	Rmb'000	Rmb'000
長期投資	Non-current investments				
中國非上市投資	Unlisted investment securities				
- 成本減去永久減值準備	in the PRC, net of impairment loss	65,051	68,970	17,879	14,300
持有至期的債券	Held-to-maturity debt securities	3,209,445	-	-	-
		<u>3,274,496</u>	<u>68,970</u>	<u>17,879</u>	<u>14,300</u>
短期投資	Current investments				
持有至到期的債券	Held-to-maturity debt securities	1,672,940	296,109	-	-

董事們認為證券性投資之價值不少於賬面值。

The directors consider that the investment securities are worth at least their carrying amount.

### 18. 存貨

### 18. INVENTORIES

		本集團		本公司	
		THE GROUP		THE COMPANY	
		2004	2003	2004	2003
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Rmb'000	Rmb'000	Rmb'000	Rmb'000
原料	Raw materials	2,095,643	1,137,431	-	-
在製品	Work in progress	4,329,610	2,523,791	86,288	-
製成品	Finished goods	465,228	489,425	-	-
房地產開發成本	Properties under development	1,118,663	432,910	-	-
用於銷售之房地產開發產品	Completed properties for sale	111,456	182,564	-	-
		<u>8,120,600</u>	<u>4,766,121</u>	<u>86,288</u>	<u>-</u>

存貨中,有人民幣2,057,740,000元(二零零三年:人民幣1,080,380,000元)的原材料、人民幣76,639,000元(二零零三年:人民幣35,649,000元)的製成品及人民幣11,858,000元(二零零三年:人民幣21,853,000元)的用於銷售之房地產開發產品以可變現淨值列示。

Included above are raw materials of approximately Rmb2,057,740,000 (2003: Rmb1,080,380,000), finished goods of approximately Rmb76,639,000 (2003: Rmb35,649,000) and completed properties for sale of approximately Rmb11,858,000 (2003: Rmb21,853,000) carried at net realisable value.

### 19. 應收賬款

給予客戶之信貸期各不相同，一般乃按個別客戶之財政情況而定。為了有效管理與應收賬款相關之信貸風險，本集團定期進行客戶信用評估。

於資產負債表日應收賬款的賬齡分析如下：

1年內	Within 1 year
1年至2年	1 to 2 years
2年至3年	2 to 3 years
3年以上	Over 3 years

### 19. TRADE DEBTORS

The credit terms given to the customers vary and are generally based on the financial strengths of individual customers. In order to effectively manage the credit risks associated with trade debtors, credit evaluations of customers are performed periodically.

An aged analysis of trade debtors at the balance sheet date is as follows:

		本集團	
		THE GROUP	
		2004	2003
		人民幣千元	人民幣千元
		Rmb'000	Rmb'000
1年內	Within 1 year	1,830,659	1,343,318
1年至2年	1 to 2 years	333,065	405,224
2年至3年	2 to 3 years	103,798	95,468
3年以上	Over 3 years	191,923	259,263
		<u>2,459,445</u>	<u>2,103,273</u>



截至二零零四年十二月三十一日止年度 For the year ended 31st December, 2004



### 22. 應付賬款

應付賬款的賬齡分析如下：

1年內  
1年至2年  
2年至3年  
3年以上

### 22. TRADE CREDITORS

An aged analysis of trade creditors at the balance sheet date is as follows:

Within 1 year  
1 to 2 years  
2 to 3 years  
Over 3 years

本集團	
THE GROUP	
2004	2003
人民幣千元	人民幣千元
Rmb'000	Rmb'000
2,054,229	1,318,262
211,480	82,193
45,868	12,539
69,393	62,550
<b>2,381,212</b>	<b>1,475,544</b>

### 23. 已收按金

已收按金為在建中合約工程及預售發展物業中向顧客已收取之進度款項。已收按金中，有人民幣2,878,848,000（2003：2,014,878,000）為於結算日後十二個月才開始動工之合約按金，故歸入非流動負債。而其餘部份則為於結算日後十二個月內開始動工的在建工程按金，故歸入流動負債。

### 23. DEPOSITS RECEIVED

The amount represents the progress payments received from customers in respect of work in progress and properties sold in advance. Included in deposits received of Rmb2,878,848,000 (2003: Rmb2,014,878,000) were the progress payments received in respect of contract works to be commenced twelve months from the balance sheet date and were classified in the balance sheet as non-current. The remaining balance represents deposit received for contract works to be commenced within one year and were classified as current liabilities.

### 24. 欠最終控股公司款項

此款項為無抵押，不計息，且無固定還款期限。

### 24. AMOUNT DUE TO ULTIMATE HOLDING COMPANY

The amount is unsecured, non-interest bearing and is repayable on demand.

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### 25. 應交稅金

### 25. TAX LIABILITIES

		本集團 THE GROUP	
		2004	2003
		人民幣千元 Rmb'000	人民幣千元 Rmb'000
增值稅	Value added tax	2,976	2,590
所得稅	Enterprise income tax	11,480	(1,644)
營業稅	Business tax	4,650	3,702
其它	Others	3,393	1,165
		<u>22,499</u>	<u>5,813</u>

### 26. 借款

### 26. BORROWINGS

		本集團 THE GROUP			本公司 THE COMPANY		
		2004		2003		2004	2003
		銀行借款 Bank loans	其他借款 Other loans	總數 Total	銀行借款 Bank loans	其他借款 Other loans	總數 Total
		人民幣千元 Rmb'000	人民幣千元 Rmb'000	人民幣千元 Rmb'000	人民幣千元 Rmb'000	人民幣千元 Rmb'000	人民幣千元 Rmb'000
借款還款期如下:	The borrowings are repayable as follows:						
一年內	Within one year	784,200	-	784,200	561,779	-	561,779
一至兩年	More than one year but not exceeding two years	393,000	-	393,000	594,000	-	594,000
二至五年	More than two years but not exceeding five years	705,000	-	705,000	904,500	1,310	905,810
五年以上	After five years	265,395	126,067	391,462	440,394	122,753	563,147
		<u>2,147,595</u>	<u>126,067</u>	<u>2,273,662</u>	<u>2,500,673</u>	<u>124,063</u>	<u>2,624,736</u>
減: 包括在流動負債內須於一年內還款部分	Less: Amounts due within one year classified as current liabilities	(784,200)	-	(784,200)	(561,779)	-	(561,779)
		<u>1,363,395</u>	<u>126,067</u>	<u>1,489,462</u>	<u>1,938,894</u>	<u>124,063</u>	<u>2,062,957</u>
		<u>315,000</u>		<u>315,000</u>	<u>465,000</u>		<u>465,000</u>
		<u>375,000</u>		<u>375,000</u>			<u>375,000</u>

### 26. 借款(續)

於二零零四年十二月三十一日,本集團借款中人民幣48,178,000元(二零零三年:人民幣65,000,000元)為有抵押貸款。

於二零零四年十二月三十一日,本集團及本公司借款中人民幣450,000,000元(二零零三年:人民幣465,000,000元)由哈電集團提供擔保。

其它借款為無抵押及不計息。

### 27. 股本

普通股每股面值人民幣1元  
註冊

已發行及繳足:  
國有法人股  
H股

除了派發股息所用之貨幣及就中國投資者或外國投資者之限制有別外,國有法人股與H股享有各方面同等權益。

上年及本年度公司股本並無變化。

### 28. 欠最終控股公司款項

對於人民幣192,500,000元(二零零三年:192,000,000元)之其它長期借款,哈電集團公司同意二零零四年內暫不計息。

對於二零零一年借入借款人民幣30,000,000元,一九九九年借入借款人民幣32,000,000元及一九九八年借入借款人民幣23,000,000元分別按年利率5.76%、5.76%和5.49%計息。

此款項並無固定還款期限。

### 26. BORROWINGS (continued)

At 31st December 2004, Rmb48,178,000 (2003: Rmb65,000,000) of the Group's borrowings are secured.

At 31st December 2004, Rmb450,000,000 (2003: Rmb465,000,000) of the Group's and the Company's bank borrowings are guaranteed by HPEGC.

Other loans are unsecured and non-interest bearing.

### 27. SHARE CAPITAL

**2004 & 2003**  
人民幣千元  
Rmb'000

Ordinary shares of Rmb1 each Registered	1,189,151
Issued and fully paid:	
State shares	720,000
H shares	469,151
	<u>1,189,151</u>

Except for the currency in which dividends are paid and restrictions as to whether the shareholders can be PRC investors or foreign investors, State shares and H shares rank pari passu in all respects with each other.

### 28. ADVANCE FROM ULTIMATE HOLDING COMPANY

HPEGC has agreed not to charge any interest on other long term loan of Rmb192,500,000 (2003: Rmb192,000,000) for the year ended 31st December, 2004.

The remaining Rmb30,000,000 raised in 2001, Rmb32,000,000 raised in 1999 and Rmb23,000,000 raised in 1998 will be subject to an annual interest charge of 5.76%, 5.76% and 5.49% respectively.

There is no fixed repayment term.

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### 29. 重大非現金交易

於截至二零零三年十二月三十一日止年度，本集團以人民幣1,890,000元新購的哈爾濱哈電地產置業股份有限公司之額外權益，連同其原本持有價值人民幣5,361,000元的證券性投資一並轉為間接持有附屬公司權益（附註31）。

### 30. 處置附屬公司

已購入資產淨值：

固定資產  
存貨  
應收賬款  
其它應收款、按金及預付款項

銀行結存及現金  
應付賬款  
其它應付款及應計費用

已收按金  
應交稅金

於聯營公司權益  
由出售部份於聯屬公司  
權益所產生之儲備

支付方式：

現金  
證券性投資

於本年度內，處置之附屬公司的主營業務收入為人民幣38,513,000和虧損為人民幣3,113,000均包括在本集團的業績內。

### 29. MAJOR NON-CASH TRANSACTIONS

During the year ended 31st December, 2003, the Group acquired additional interest in 哈爾濱哈電地產置業股份有限公司 at a consideration of Rmb1,890,000 together with the amount of RMB5,361,000 included in investments in securities were transferred to as interests in subsidiaries (note 31) indirect held by the Company.

### 30. PARTIAL DISPOSAL OF INTERESTS IN A SUBSIDIARY

	2004 人民幣千元 Rmb'000	2003 人民幣千元 Rmb'000
NET ASSETS DISPOSED OF		
Property, plant and equipment	1,393	-
Inventories	25,109	-
Trade debtors	24,368	-
Other debtors, deposits and prepayments	24,804	-
Bank balances and cash	86,966	-
Trade creditors	(5,378)	-
Other creditors and accrued expenses	(15,706)	-
Deposits received	(130,132)	-
Tax liabilities	(35)	-
	<u>11,389</u>	<u>-</u>
Interest in an associate	(5,264)	-
Reserve realised on partial disposal of interests in a subsidiary	(22)	-
	<u>6,103</u>	<u>-</u>
Net cash outflow arising on partial disposal of interests in a subsidiary:		
Cash consideration	6,103	-
Bank balances and cash disposal of	(86,966)	-
	<u>(80,863)</u>	<u>-</u>

The subsidiary disposed of during the year contributed approximately Rmb38,513,000 to the Group's turnover and a loss of Rmb3,113,000 to the Group's profit from operations.



# 財務報表附註

## N a c a S a

截至二零零四年十二月三十一日止年度 For the year ended 31st December, 2004

### 31. 購入附屬公司

### 31. ACQUISITION OF A SUBSIDIARY

	2004 人民幣千元 Rmb'000	2003 人民幣千元 Rmb'000
已購入資產淨值：		
固定資產	-	1,858
存貨	-	470,382
應收賬款	-	17,671
其它應收款、按金及預付款項	-	56,795
銀行結存及現金	-	61,792
應付賬款	-	(286,936)
其它應付款及應計費用	-	(66,338)
已收按金	-	(168,026)
預付稅金	-	3,518
少數股東權益	-	(13,465)
須於一年內償還之借款	-	(70,000)
	<u>-</u>	<u>7,251</u>
支付方式：		
現金	-	1,890
證券性投資	-	5,361
	<u>-</u>	<u>7,251</u>
有關購入附屬公司之現金及現金等額之流入淨額之分析：		
已付現金代價	-	(1,890)
已購入之銀行結存及現金	-	61,792
有關購入附屬公司之現金及現金等額之流入淨額	-	59,902

於二零零三年內所收購的附屬公司並未為本集團帶來主營業務收入、經營損益或現金流量。

The subsidiary was acquired during the year ended 31st December, 2003 and did not contribute any turnover or result or cash flows to the Group.

# 財務報表附註

## N F a c a S a

截至二零零四年十二月三十一日止年度 For the year ended 31st December, 2004

### 32. 或然負債

### 32. CONTINGENT LIABILITIES

	本集團		本公司	
	THE GROUP		THE COMPANY	
	2004	2003	2004	2003
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
	Rmb'000	Rmb'000	Rmb'000	Rmb'000
為借取一般銀行融資而向銀行及財務機構作出之擔保				
- 附屬公司	-	-	1,379,000	1,274,500
- 其它	232,690	30,900	-	-
	<u>232,690</u>	<u>30,900</u>	<u>1,379,000</u>	<u>1,274,500</u>

### 33. 資本承擔

### 33. CAPITAL COMMITMENTS

	本集團		本公司	
	THE GROUP		THE COMPANY	
	2004	2003	2004	2003
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
	Rmb'000	Rmb'000	Rmb'000	Rmb'000
股權投資的資本支出				
- 已簽約但未於財務報表中撥備	10,739	3,575	10,739	3,575
購買固定資產的資本支出				
- 已簽約但未於財務報表中撥備	375,109	321,090	50,414	88,366
- 已批准但未簽約	214,000	-	-	-
	<u>599,848</u>	<u>324,665</u>	<u>61,153</u>	<u>91,941</u>







### 37. 退休福利計劃

根據一九九六年頒發的規定，本集團應按要求提撥及繳付予哈爾濱市社會保險事業管理局監管的退休養老基金。本集團按現有職工基本工資的22%繳付退休養老基金，職工按其基本工資的8%繳付。除按上述要求每年按期提撥退休養老基金外，在過渡期內，本集團還要按規定支付部分退休金及退休福利支出責任；過渡期後，本集團將無重大的退休金及退休福利支出責任，退休員工其養老金，在過渡期內，系按退休員工每月基本工資及服務年限計算，並分別由哈爾濱市社會保險事業管理局及本集團支付給退休員工；在過渡期後，系按個人賬戶儲存額每月應付金額計算，並由哈爾濱市社會保險事業管理局支付給退休員工，並且過渡期後，本集團將無重大的退休金及退休福利支出責任。

### 38. 關聯人士交易

本公司於二零零四年十月十日和哈電集團公司及其附屬公司簽署有關提供福利及後勤服務的新協議。此協議為原本於二零零四年十月七日和哈電集團公司及其附屬公司簽署之協議的更新本。根據新協議，本集團付予哈電集團公司及其附屬公司及向其收取之服務費用總額分別為人民幣53,455,000元（二零零三年：人民幣60,960,000元）及人民幣11,874,000元（二零零三年：人民幣8,666,000元）。

截至二零零四年十二月三十一日，本集團付予哈電集團公司之附屬公司原材料採購費為人民幣44,296,000元（二零零三年：人民幣26,459,000元）。交易價格系參照類似交易之市場價執行。

截至二零零四年十二月三十一日，哈電集團公司向銀行提供擔保，為本公司取得一般信貸融資。

有關欠最終控股公司款項之條款，請參看附註24及28。

### 37. RETIREMENT BENEFIT SCHEME

In accordance with regulations issued by the local government in 1996, the Group is required to make contributions to a defined contribution retirement fund which is administered by the Harbin Social Insurance Administration Bureau of the local government. The Group is required to contribute 22% of the basic salary of its existing PRC staff, while employees contribute 8% of their basic salary. Apart from the above, the Group is also obliged to pay pensions and retirement benefits during the transition period. During the transition period, pension payments are calculated by reference to the staff's monthly basic salaries and period of service and are paid by the Harbin Social Insurance Administration Bureau and the Group. After the transition period, pension payments will be paid by the Harbin Social Insurance Administration Bureau only by reference to the payable amount of individual saving account and the Group has no material obligation for the pension payments or any post-retirement benefits beyond the annual contributions described above.

### 38. RELATED PARTY TRANSACTIONS

The Company entered into a new services agreement on provision of welfare and support services with HPEGC on 10th December, 2004. This agreement is effectively a renewal of the original services agreement signed with HPEGC on 7th November, 1994. Pursuant to the above agreements, the services fees paid to and received from HPEGC and its subsidiaries amounted to approximately Rmb53,455,000 (2003: Rmb60,960,000) and Rmb11,874,000 (2003: Rmb8,666,000) respectively.

For the year ended 31st December, 2004, the Group made purchases from subsidiaries of HPEGC amounting to Rmb44,296,000 (2003: Rmb26,459,000). The transaction prices were determined by reference to the market prices for similar transactions.

At the balance sheet date, credit facilities granted by certain banks to the Company were secured by corporate guarantee given by HPEGC.

For details of the arrangement concerning amount due to ultimate holding company, see notes 24 and 28.



- 一、 本公司於2004年6月18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,召開了2003年度股東周年大會,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。
  - 二、 2004年2月5日本公司與美國GE公司簽定協議,雙方合資組建「通用—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。10月22日本公司又將所持有的8%股權轉讓給南京汽輪機電機集團有限公司,目前持有41%股權。
  - 三、 本公司於2004年3月27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。
  - 四、 本公司與美國GE公司聯合生產的我國首台9F級重型燃機於2004年6月30日在本公司秦皇島出海口基地一次點火試車成功,並於7月30日舉行了發運儀式。
  - 五、 2004年8月27日,本公司董事會批准齊伯禮律師行林志華先生因工作變動辭去本公司聯席公司秘書職務,並委任齊伯禮律師行李蕙芬小姐為本公司聯席公司秘書。
1. The 2003 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 18th June, 2004 (Friday). All of the proposed resolutions stated in the Notice of Annual General Meeting on 25th April, 2004 were passed at the meeting.
  2. On 5th February, 2004, the Company signed the Agreement with GE, investing together to establish an equity joint venture company-GE-HPEC Energy Services (Qinhuangdao) Co., Ltd.. The registered capital of the Joint Venture Company is the equivalent of US\$6,000,000, HPEC made its investment of US\$2,940,000, representing a forty-nine percent (49%) share of the registered capital, GE made its investment of US\$3,060,000, representing a fifty-one percent (51%) share of the registered capital. And on 22nd October, 2004, the Company signed the Equity Transfer Contract with Nanjing Turbine and Electric Machinery (Group) Company, transferring eight percent (8%) equity, now the Company holds forty-one percent (41%) interest in the registered capital of this Joint Venture Company.
  3. On 27th March, 2004, the Company signed hydro power turbo-generators manufacture contract for Three-Gorge Right Bank (4 units), totally amounting to Rmb1.5 billion.
  4. On 30th June, 2004, the first 9FA heavy duty gas turbine in China, which HPEC and GE united to produce, realized one-time fired test success in Qinhuangdao Branch of the Company, and the delivery ceremony was held on 30th July, 2004.
  5. On 27th August, 2004, because of working changes, the Board of Directors of the Company approved Mr. Lin Zhi-hua of Richards Butler to resign himself of the company co-secretary of the Company, and appointed Miss Li Hui-fen as the company co-secretary of the Company.



### 八、 重大技術引進情況：

2004年5月19日，本公司鍋爐公司與日本東芝簽署了300-1000MW單筒式除氧器技術轉讓協議。

2004年7月本公司同法國阿爾斯通簽訂了濕法煙氣脫硫技術的許可協議。

2004年8月，本公司電機公司引進法國ALSTOM公司300MW抽水蓄能機組製造技術。

2004年9月15日，本公司鍋爐公司與日本三菱簽署了600-1000MW超超臨界鍋爐技術許可協議。

2004年11月26日，本公司鍋爐公司與日本三菱簽署了選擇催化NOx還原系統(SCR)技術轉讓協議。

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。

### 8. The important technology introduction of the Company:

On 19th May, 2004, the Harbin Boiler Company under the Company signed the Technology Transfer Agreement for 300-1000MW single shell deaerator with Toshiba, Japan.

In July, 2004, the Company signed the License Agreement for flue gas desulfurization system with Alstom, France.

In August, 2004, the Harbin Electrical Machinery Company under the Company introduced the 300MW pumped storage units manufacture technology from Alstom, France.

On 15th September, 2004, the Harbin Boiler Company under the Company signed the Technology License Agreement for 600-1000MW ultra super critical boiler with Mitsubishi, Japan.

On 26th November, 2004, the Harbin Boiler Company under the Company signed the SCR Technology Transfer Agreement with Mitsubishi, Japan.

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

### 公司法定名稱

哈爾濱動力設備股份有限公司

### REGISTERED NAME OF THE COMPANY

哈爾濱動力設備股份有限公司

### 公司英文名稱

Harbin Power Equipment Company Limited

### ENGLISH NAME OF THE COMPANY

Harbin Power Equipment Company Limited

### 公司註冊地址

中華人民共和國  
黑龍江省  
哈爾濱市  
南崗高科技生產基地3號樓  
註冊號: 2301001003796

### REGISTERED ADDRESS OF THE COMPANY

Block 3  
Nangang District High Technology Production Base  
Harbin  
Heilongjiang  
PRC  
Registration No. 2301001003796

### 公司辦公地址

中華人民共和國  
黑龍江省  
哈爾濱市  
動力區三大動力路39號B座  
郵政編號: 150040  
電話: 86-451-82135717或82135727  
傳真: 86-451-82135700

### OFFICE ADDRESS OF THE COMPANY

Block B, 39 Sanda Dongli Road  
Dongli District  
Harbin  
Heilongjiang  
PRC  
Postcode: 150040  
Tel: 86-451-82135717 or 82135727  
Fax: 86-451-82135700

### 在香港的營業地址

香港  
中環  
遮打道16 - 20號  
歷山大廈二十字樓

### PLACE OF BUSINESS IN HONG KONG

20th Floor, Alexandra House  
16-20 Chater Road  
Central  
Hong Kong

### 法定代表人

耿雷

### LEGAL REPRESENTATIVE

Geng Lei

### 授權代表

趙克非  
鄧先元

### AUTHORISED REPRESENTATIVES

Zhao Ke-fei  
Deng Xian-yuan

### 公司秘書

鄧先元

### COMPANY SECRETARY

Deng Xian-yuan

### 核數師

德勤 關黃陳方會計師行  
執業會計師  
香港  
中環  
干諾道中111號  
永安中心  
二十六字樓

德勤華永會計師事務所有限公司  
中華人民共和國  
上海市  
延安東路222號  
外灘中心30樓

### 法律顧問

中國法律  
海問律師事務所  
中華人民共和國  
北京  
朝陽區東三環北路2號  
南銀大廈  
1016室

香港法律  
齊伯禮律師行  
香港  
中環  
遮打道16 - 20號  
歷山大廈二十字樓

### 上市資料

H股  
香港聯合交易所  
編號: 1133

### AUDITORS

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
26th Floor  
Wing On Centre  
111 Connaught Road Central  
Hong Kong

**Deloitte Touche Tohmatsu Certified Public Accountants Limited**  
30th Floor  
Bund Center  
222 Yan An Road East  
Shanghai  
PRC

### LEGAL ADVISORS

*as to PRC Law*  
**Haiwen & Partners**  
Room 1016, Beijing Silver Tower  
No.2, Dongsanhuan North Road  
Chaoyang District  
Beijing  
PRC

*as to Hong Kong Law*

**Richards Butler**  
20th Floor  
Alexandra House  
16-20 Chater Road  
Central  
Hong Kong

### LISTING INFORMATION

H Shares  
The Stock Exchange of Hong Kong Limited  
Code: 1133

### 預托股份機構

紐約銀行

美國托存證券

22nd Floor West

110 Barclay Street

New York, NY 10286 USA

### 投資者關係

P. O. Box 11258

Church Street Station

New York, NY10286-1258

### 股份過戶登記處

香港證券登記有限公司

香港

中環

德輔道中199號

維德廣場七樓

### 公司資料索閱地點

哈爾濱動力設備股份有限公司董事會秘書局

中國哈爾濱市動力區三大動力路39號B座

### 股東接待日

每月8日、18日、28日(節假日順延)

上午: 9:00 - 11:00

下午: 2:00 - 4:00

電話: 86-451-82135717或82135727

傳真: 86-451-82135700

### DEPOSITARY

**The Bank of New York**

American Depositary Receipts

22nd Floor West

110 Barclay Street

New York, NY 10286 USA

Investor Relations

P. O. Box 11258

Church Street Station

New York, NY10286-1258

### SHARE REGISTER AND TRANSFER OFFICE

**HKSCC Nominees Limited**

7th Floor

Vicwood Plaza

199 Des Voeux Road Central

Central

Hong Kong

### INFORMATION ON THE COMPANY

**Available at Secretary Office of the Board of Directors**

Block B, No. 39 Sanda Dongli Road, Dongli District, Harbin, PRC.

### SHAREHOLDERS RECEPTION TIME

On 8th, 18th, and 28th (the following day in case holiday)

From: 9:00 a.m. to 11:00 a.m. and

from: 2:00 p.m. to 4:00 p.m.

Tel: 86-451-82135717 or 82135727

Fax: 86-451-82135700

- |                   |                                                                     |
|-------------------|---------------------------------------------------------------------|
| 1. 本公司二零零四年度報告正本。 | 1. The original copy of the 2004 Annual Report of the Company.      |
| 2. 本公司經審核之財務報表正本。 | 2. The original copy of the Company's audited financial statements. |



# 股東週年大會通知

## Notice of Annual General Meeting

茲通告哈爾濱動力設備股份有限公司(「本公司」)謹定於2005年6月13日(星期五)上午九時在中華人民共和國黑龍江省哈爾濱市動力區三大動力路39號B座17樓會議大廳,舉行2004年度股東周年大會,以便處理下列事項:

### 普通事項

1. 審議並批准本公司截至2004年12月31日止年度的董事會報告書;
2. 審議並批准本公司截至2004年12月31日止年度的監事會報告書;
3. 審議並批准本公司截至2004年12月31日止期間的經審核帳目和核數師報告;
4. 授權公司董事會決定公司聘任核數師事項及授權本公司董事會釐定其酬金;
5. 宣布派發本公司2004年年度股息每股人民幣0.0510元。

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Harbin Power Equipment Company Limited (the "Company") for the year of 2004 will be held at Block B, 39 Sandadongli Road, Dongli District, Harbin, Heilongjiang Province, the People's Republic of China on Friday, 13th June, 2005 at 9:00 a.m. for the following purposes:

### A Ordinary Business

1. To receive and consider the report of directors for the year ended 31st December, 2004;
2. To receive and consider the report of the supervisory committee for the year ended 31st December, 2004;
3. To receive and consider the audited accounts of the Company and the auditors' report for the year ended 31st December, 2004;
4. To authorize the Board of Directors of the Company to determine the appointment of the Company's auditors and authorize the Board of Directors of the Company to fix their remuneration;
5. To declare the 2004 final dividend of Rmb0.0510 per share.

# 股東週年大會通知

## Notice of Annual General Meeting

### 特別事項

6. 授權本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，其任期至本公司下一次股東大會完結時為止。
7. 授權本公司董事會在遵守有關法律、法規的前提下，在董事會認為適當時機，一次或分多次配發面值總額不超過等於本決議案通過日本公司已發行H股面值總額的20%的新股。授權有效期為本決議案通過日起12個月或至股東大會通過特別決議撤消或更改本決議案時為止。如果上述配發新股決議案被通過並得以實施，授權董事會對本公司的《公司章程》第十五條、第十六條有關內容進行必要的修改，以反映公司股本結構和註冊資本由於配發新股所發生的變動。
8. 審議批准公司章程中有關條款修改的議案，並授權董事會向國家有關政府機關辦理公司章程修改變更手續。

### Special Business

6. 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 meeting of the Company;
7. To authorize the Board of Directors of the Company, with complying the related regulations of the laws and rules and in their considered proper opportunity, to place the new shares at once or many times, which per value total amount will be no more than twenty percent (20%) of the Company's listed H shares' per value total amount on this resolution approval day. The authorization will be valid from the resolution approval day, its duration will be 12 months or expire until the Annual General Meeting of the Company approves the special decision to withdraw or modify this resolution. If the above resolution of placing the new shares is approved and carried out, to authorize the Board of Directors of the Company to make necessary revision on the clause 15 and clause 16 in the Articles of Association of the Company, in order to reflect the alterations of the Company's capital stock structure and registered capital, which results from the new shares placing.
8. To receive and consider the proposal of revising the related clauses in the Articles of Association of the Company, and authorize the Board of Directors of the Company to apply to the related state government departments for going through modification formalities.

# 股東週年大會通知

## Notice of Annual General Meeting

鑒於本公司業務發展的需要以及《香港聯合交易所證券上市規則》修訂已於2004年3月31日生效，董事會建議本公司股東決議就《公司章程》作出相應修改，有關修改條文的建議如下：

建議在《公司章程》第十一條增加：

- a. 港口設施經營、旅客運輸服務、在港區內從事貨物裝卸、駁運、倉儲經營、船舶港口服務業務經營和港口機械、設施、設備租賃經營等。
- b. 自營和代理各類商品的進出口業務，國家規定的專營進出口商品和國家禁止進口等特殊商品除外。經營來料加工和「三來一補」業務，開展對銷貿易和轉口貿易。
- c. 環保工程業務

建議在《公司章程》第六十三條加入第二款：根據《香港聯交所上市規則》規定任何股東須就某決議事項放棄表決權 / 或限制任何股東只能夠投票支持(或反對)某決議事項，若有任何違反有關規定或限制的情況，由該股東(包括股東代理人)投下的票數不得計算在內。

Whereas the needs of the Company's business development and the revision of Listing Rules of the Stock Exchange of Hong Kong Limited has been effective on 31st March, 2004, the Board of Directors of the Company advised the Annual General Meeting to make related resolutions on revising the Articles of Association of the Company accordingly, the related revising suggestions were as follows:

1. To add the following contents in clause 11 in the Articles of Association of the Company:
  - a. To undertake the harbor facilities operation, passenger transportation services, and to engage in cargo loading and unloading, lighter transportation and storage and warehouse management, harbor service business and the lease of harbor machinery, facilities and equipment and etc.
  - b. To conduct itself or act as agent for import and export of various products, except those specialized import and export commodities stipulated by the State and import of special goods that are prohibited by the State. To engage in manufacturing with supplied raw materials and "three processing and one compensation trade" business, develop the mutual-distribution trade and transit trade.
  - c. The business of environmental protection engineering.
2. To add a second paragraph in clause 63 in the Articles of Association of the Company: in accordance with the Listing Rules of Stock Exchange of Hong Kong Limited, where any shareholder is required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not counted.



# 股東週年大會通知

## Notice of Annual General Meeting

《公司章程》第八十二條第一款最後一句原為：有關提名董事候選人的意圖以及候選人表明願意接受提名的書面通知，應在召集股東大會七天前發給公司。建議修改為：有關提名董事候選人的意圖以及候選人表明願意接受提名的書面通知的最短期限，不得少於七天。該期限由公司就股東大會發送會議通知之後開始計算，該期限不得遲於召開股東大會七天前結束。

3. To revise the last sentence of the first paragraph in clause 82 in the Articles of Association of the Company. The original sentence "The notices in which the intention to proposed a person for election as a director and such person's willingness to be elected is covered should be submitted to the Company 7 days prior to the date of the Annual General Meeting" was suggested to be modified into "The minimum length of the period, during which notice to the Company of the intention to propose a person for election as a director and during which notice to the Company by such person of his willingness to be elected will be no less than seven days. That the period for lodgment of the above-mentioned notices will commence no earlier than the day after the dispatch of the notice of the Annual General Meeting and end no later than 7 days prior to the date of the Annual General Meeting".

承董事會命  
公司秘書  
鄧先元

By order of the Board  
**Deng Xian-an**  
Company Secretary

中國·哈爾濱，二零零五年四月十六日

Harbin, the People's Republic of China, 16th April, 2005

公司註冊地址：  
中華人民共和國  
黑龍江省，哈爾濱市  
南崗區高科技生產基地三號樓

*Registered office of the Company:*  
Block B, Nangang High Technology  
Production Base  
Harbin, Heilongjiang Province  
People's Republic of China

公司辦公通訊地址：  
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