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## 公司簡介

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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—哈爾濱電氣集團公司(原哈爾濱電站設備集團公司)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」)重組而成。「三大動力」始建於二十世紀五十年代。本公司於一九九四年十月六日在中國哈爾濱註冊成立。一九九四年十二月十六日,其股票在香港聯合交易所(「香港聯交所」)上市交易。

於二零零八年十二月三十一日,本公司總股本為1,376,806,000股,其中在香港聯交所流通的H股為675,571,000股。

本公司及其附屬公司(「本集團」)是中國國內規模最大的發電設備製造商之一,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、PFBC等
- 水電主機設備:單機容量最大達700MW級之水力發電機組
- 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、電站閥門、壓力容器及軸流風機等
- 電站工程總承包
- 火電及水電設備成套服務

Harbin Power Equipment Company Limited (the “Company”) was formed through the restructuring of Harbin Electric Corporation (original Harbin Power Plant Equipment Group Corporation), 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, 2008, the share capital of the Company comprised of 1,376,806,000 shares, of which 675,571,000 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 1,000 MW heavy-duty gas turbine and combined cycle units, the largest manufacturing base for clean coal combustion equipment in the PRC: CFB, PFBC, etc.
- Hydro power equipment: hydro power sets with single unit capacity up to 700 MW class
- 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
- Contract supply of complete sets of thermal and hydro power equipment

## 公司簡介(續)

Q I N T E R N A T I O N A L C O R P O R A T I O N ( L I M I T E D )

- 電站設備進出口業務
- 成套發電設備的工程化技術研究與開發
- 成套發電設備的系統研究與開發
- 發電設備及其配套產品的研究與開發
- 技術轉讓、技術諮詢和技術服務
- 環保工程業務等

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位居前列。

本集團地處聞名中外的中國哈爾濱，被譽為「動力之鄉」。

- Import and export of power equipment
- Engineering technology R&D of complete set of power equipment
- System R&D of complete set of power equipment
- R&D of power equipment and its ancillary equipment
- Technology transfer, technical consultation and services
- Environmental protection engineering services

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.

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

# 公司簡介(續)

Q 哈爾濱動力設備股份有限公司 (A股) C 哈爾濱動力設備股份有限公司 (H股)

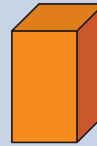
## 公司架構及主營業務

## CORPORATE STRUCTURE AND MAIN BUSINESS LINE

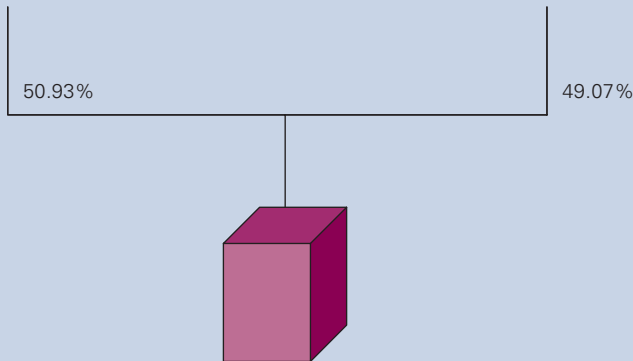


哈爾濱電氣集團公司  
(「哈電集團公司」)

Harbin Electric Corporation ("HE")

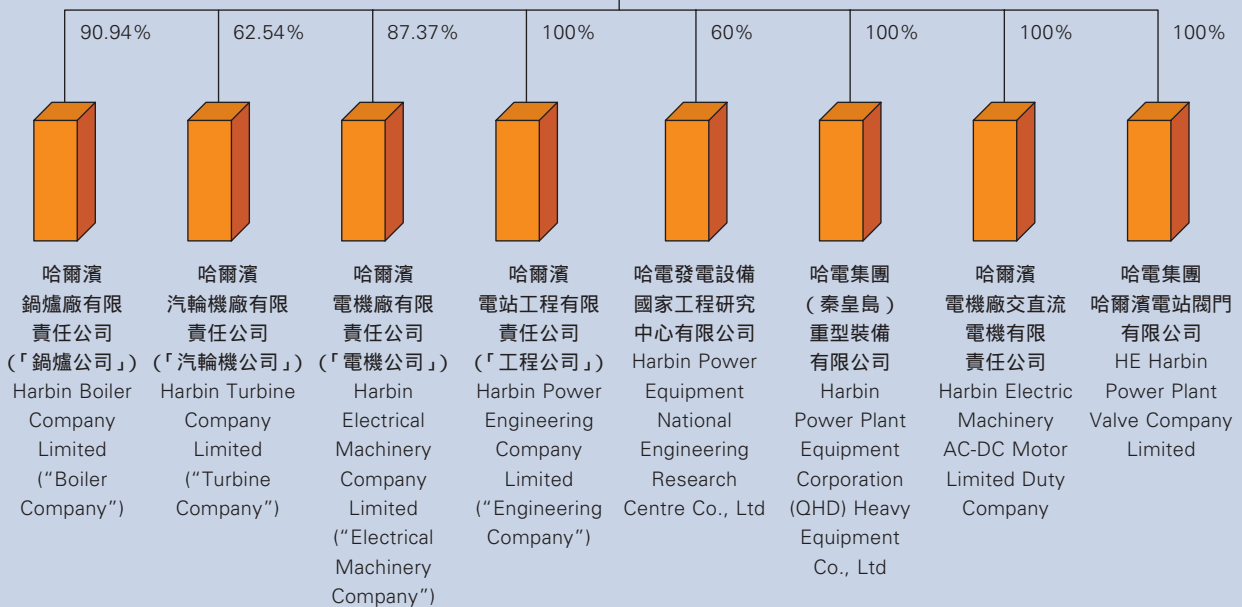


境外H股公眾股東  
Holders of H Shares



### 哈爾濱動力設備股份有限公司(「本公司」)

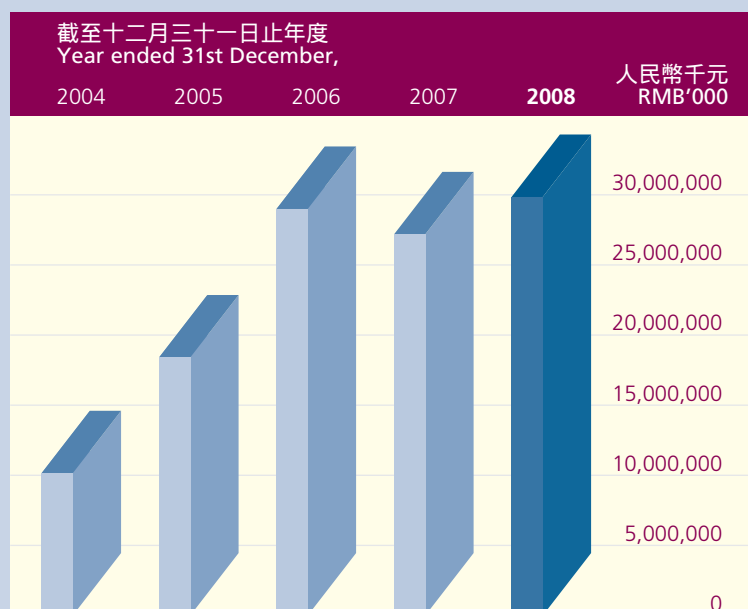
### Harbin Power Equipment Company Limited (the "Company")



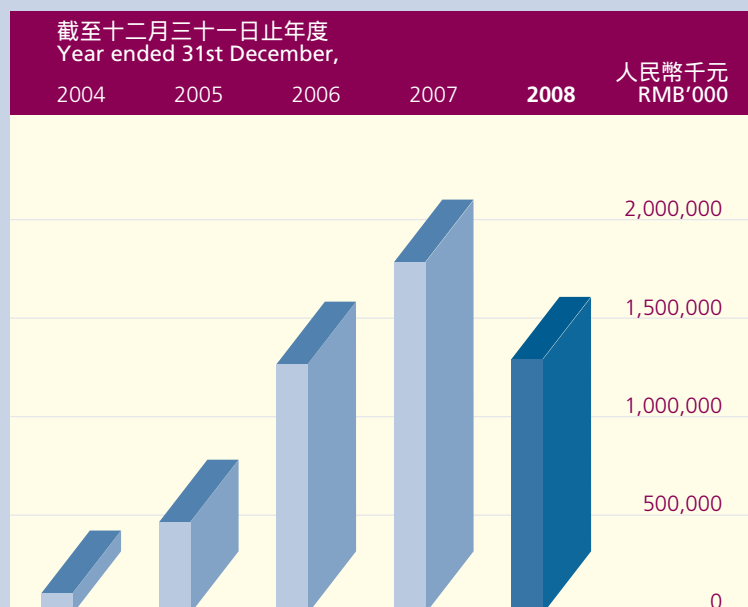
# 財務摘要

## Financial Highlights

### 營業額 Turnover



### 年度盈利 Profit for the year



## 財務摘要(續)

### Financial Highlights (continued)

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,				
		2008	2007	2006	2005	2004
營業額 Turnover	人民幣千元 Rmb'000	<b>29,903,544</b>	27,648,584	29,098,016	18,464,106	10,215,670
除稅前溢利 Profit before tax	人民幣千元 Rmb'000	<b>1,573,247</b>	2,115,820	1,543,573	696,125	168,963
本年淨利潤 Net profit for the year	人民幣千元 Rmb'000	<b>1,041,837</b>	1,527,979	1,024,581	464,990	117,572
資產總值 Total assets	人民幣千元 Rmb'000	<b>48,966,625</b>	42,090,490	37,444,548	36,448,887	31,015,199
負債總值 Total liabilities	人民幣千元 Rmb'000	<b>39,398,700</b>	33,678,080	31,665,150	31,924,207	27,361,591
少數股東權益 Minority interests	人民幣千元 Rmb'000	<b>1,431,845</b>	1,199,417	947,931	640,052	540,546
股東權益 Shareholders' fund	人民幣千元 Rmb'000	<b>8,136,080</b>	7,212,993	4,831,467	3,884,628	3,113,062
每股淨資產 Net assets per share	人民幣元 Rmb	<b>5.91</b>	5.24	3.79	3.05	2.62
每股盈利 Earnings per share	人民幣元 Rmb	<b>0.757</b>	1.123	0.804	0.389	0.099

# 財務摘要(續)

## Financial Summary (continued)

### 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2008年12月31日止年度 Year ended 31st December, 2008		截至2007年12月31日止年度 Year ended 31st December, 2007	
	營業額 Turnover	營業利潤 Contribution to operating profit	營業額 Turnover	營業利潤 Contribution to operating profit
	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
火電主機設備 Main thermal power equipment	20,493,133	3,042,982	20,463,511	3,417,779
水電主機設備				





尊敬的各位股東：

本人代表哈爾濱動力設備股份有限公司董事會欣然向各位股東提呈本公司截至二零零八年十二月三十一日止之年度報告，同時對各位股東的支持致以誠摯的謝意。

二零零八年對本公司而言是極不平凡的一年。受國際金融危機影響，中國經濟增長速度放緩，電力市場需求下降，全年發電量和社會用電量同比增幅均明顯減小，發電設備市場競爭異常激烈，對本公司的生產經營產生了嚴重的衝擊，項目執行難度加大，業績隨之出現下滑。值得欣慰的是，中國政府及時出臺了有力的宏觀調控措施，保證了經濟仍然實現了較快發展。公司管理層根據形勢變化，調整經營策略，經過奮力拼搏，克服了各種困難，取得了一定成績，營業額和產品產量實現增長，為公司的持續發展奠定了基礎。

Dear shareholders,

I am pleased to present the Company's annual report for the year ended 31st December, 2008 to all shareholders on behalf of the board of directors of Harbin Power Equipment Company Limited and wish to take this opportunity to express my sincerest appreciation to the support of all shareholders.

2008 was an exceptional year for the Company. Impacted by the international financial crisis, the growth of China's economy slowed down and the power demand was reduced as witnessed by a significant fall in the year-on-year growth rates for both annual electricity output and consumption. In face of the fierce competition in the power equipment market, the Company recorded declining results which were impacted by its seriously disturbed production and operation and the increasing difficulties in projects implementation. Fortunately, the PRC government has implemented prompt and effective macro-economic austerity measures to secure a relatively fast economic development. In view of the changes in the operating environment, the Company's management has adjusted the operating strategies and endeavored to overcome the hurdles. Encouraging results for the efforts made have been achieved while a growth in both the turnover and production volume was recorded, which have laid a solid foundation for the sustainable development of the Company.

二零零八年本公司新簽正式合同573.54億元，同比增加11.67%。核電市場開發取得重大突破，取得了二代加、AP1000、恰其瑪C2項目、高溫氣冷堆等四種堆型蒸發器訂單，簽訂了二代加主泵電機製造合同，全面進入了AP1000核電核島、常規島主設備供貨領域，處於AP1000核電市場領先地位。300MW、600MW等級火電產品和大型水電產品繼續保持市場領先優勢。國際傳統市場進一步鞏固，並成功拓展了俄羅斯等新興市場。

加大了科研投入，研發成果顯著。全年投入科研經費7.8億元，開展了481項課題的科研工作，完成了220項。有14項科技成果分別獲得國家、省、市獎項。不斷開發出新產品，加快了自主創新步伐。引進技術的消化吸收工作穩步推進。獲得了高新技術企業的重新認定，將繼續享受15%的企業所得稅優惠稅率。

發電設備產品產量達到35,100MW，創歷史新高。二零零八年公司產品交貨比較集中，金融危機的爆發更加劇了生產和項目執行難度，公司針對客戶要求、電站建設進度、材料和技術準備情況，及時調整生產計劃，以滿足用戶需求為主旨，千方百計地採取有力措施，克服了原材料價格上漲、供貨緊張等一系列困難，圓滿完成了全年的生產任務。

Newly signed contracts for the year 2008 amounted to Rmb57.354 billion, representing a year-on-year increase of 11.67%. Major breakthroughs have also been achieved in the nuclear power market development. By securing orders for steam generators for four kinds of reactors, namely Generation II+, AP1000, C2 project and high temperature gas cooled reactors, and entering into several manufacturing contracts for Generation II+ main pump generators, we have become the main equipment supplier for AP1000 nuclear power and conventional islands and have established our leading status in the AP1000 nuclear power market. We have also maintained our market leading position in 300MW and 600MW thermal power generators and large-scale hydropower products. While our position in the traditional international markets was further consolidated, we have also expanded into emerging markets such as Russia.

Increased investment in R&D has also brought about significant results. During the year, a total of Rmb780 million was invested in R&D, with 481 projects launched and 220 projects completed, and the Company has acquired various national, provincial and municipal awards for the scientific achievements in 14 projects. In addition, the Company has expedited its pace in proprietary innovation and new products were developed. Newly imported technologies were smoothly incorporated and assimilated. The Company, reconfirmed as a hi-tech enterprise, will continue to enjoy a preferential enterprise income tax rate of 15%.

We have set a new record by producing power generation equipment with capacity reaching 35,100MW. The product delivery schedule for the Company in 2008 was tight and the outbreak of the financial crisis made it more difficult for us to carry out our production and projects. In view of this, the Company has adjusted its production plan in a timely manner with reference to the requirements of the customers, the construction progress of power stations, our inventory of materials and technical preparation in order to satisfy the demand of the customers. With all the possible effective measures adopted, we have successfully mitigated the adverse impact of the surging raw material prices and supply shortage, and have achieved our annual production target.

## 董事長報告書(續)

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二零零八年，我們取得的成績凝聚著公司全體同仁的智慧和汗水，更源於各位股東的信任和支  
持。有了各位股東的支持，我們才更有動力、更  
有信心克服困難，不斷超越，為實現公司不斷發  
展而奮勇拼搏。

二零零九年，金融危機的影響將進一步加深，中  
國經濟將面臨更大困難，本公司將面臨更為嚴峻  
的挑戰：一是發電設備市場需求將進一步下降，  
競爭更加激烈；二是金融危機使項目執行的不確  
定因素增多，生產組織難度加大；三是競爭重點  
加速向高效、環保和新能源產品轉變，對企業創  
新能力提出了更高要求。

機遇與挑戰並存，效益與風險共生。我們將在經  
濟形勢和市場需求的變化中，探尋新的發展機  
遇，不斷調整經營策略，強化管理，優化產品  
結構，提升核心競爭能力，努力向「打造中國最  
好，世界一流的發電設備企業」的宏偉目標奮勇  
前進。

我們將堅定信心，逆勢而上，竭盡全力提高業  
績，回報各位股東。

董事長

宮晶堃

於中國·哈爾濱，二零零九年四月二十四日

Our achievements in 2008 were the culmination of the wisdom and efforts of our entire staff as well as the trust and support of all the shareholders. Supported by our shareholders, we are determined, with our competitive drive and unswerving confidence, to overcome the difficulties ahead and excel ourselves for achieving sustainable development of the Company.

In 2009, both the China's economy and the Company will face unprecedented challenges brought by the worsening of the financial crisis. First of all, the demand in the power generation equipment market will further reduce and increasingly severe competition will prevail in the market. Secondly, the financial crisis will create a higher extent of uncertainties on project implementation and difficulties in production planning. Thirdly, enterprises will be presented with considerable demand for the capacity of innovation since the focus of competition will be shifted to the development of producing efficient and environmental-friendly products that apply alternative energies.

Challenges bring opportunities while returns come from risks. Notwithstanding the current economic condition and changes in market demand, we will pursue new development opportunities and adjust our operating strategy, improve our management, optimize our product mix and strengthen our core competitive edges in a painstaking effort to become the best power equipment manufacturer in China and the leading enterprise in the industry in the world.

With resolute determination, we will combat all adversities and strive for better results for all shareholders.

Chairman

**Gong Jing-kun**

Harbin, the PRC, 24th April, 2009

# 管理層論述與分析

M . . . . . D . . . . . A . . . . .

(貨幣名稱除特殊標註外均為人民幣)

(Unless otherwise stated, all amounts are denominated in Renminbi)

## 宏觀經濟與行業發展

二零零八年是中國發展歷史上不平凡的一年。南方冰凍雨雪和四川汶川地震等重大自然災害、世界金融危機引發的全球經濟增長放緩，給中國經濟的發展帶來了巨大的影響，中國政府積極、沉著應對，取得國內生產總值增長9%的驕人成績。就全年而言，特別是上半年，發電設備市場需求旺盛，並繼續快速向高效、環保和新能源方向發展。

與此同時，上半年人民幣匯率大幅度升值，進入下半年以來，全國用電增幅逐月回落，至年底大部分地區開始出現電力供大於求的局面，電源建設速度趨緩，部分項目推遲啟動，以及公司產品所需的部分原材料供應緊張、價格不斷上升等因素，對公司的盈利水平和快速發展產生了不利影響。

面對外部環境的深刻變化，本公司及時調整工作重心，積極應對挑戰，各項工作取得了較好的成績。

## MACRO-ECONOMIC AND INDUSTRY DEVELOPMENT

The year of 2008 was an uncommon year in the history of the development of China. Albeit China's economic development was hit by the serious natural disasters such as the snowstorm in Southern China and the earthquake in Wenchuan, Sichuan and the slowdown of the global economy triggered by the global financial crisis, China was capable of achieving an outstanding performance underscored by the 9% growth in GDP with the proactive and yet prudent measures adopted by the central government. Throughout the year, in particular the first half of the year, the power generation equipment market prospered with its focus shifted to efficient and environmental friendly alternative energies.

Meanwhile, the Company's profitability and impetus of growth were adversely affected by the significant appreciation of Renmibi in the first half of the year and the oversupply of power in most of the regions as at the end of the year due to the gradual fall in monthly power consumption throughout the country ever since stepping into the second half of the year, and were further impacted by the slowdown in the construction of power plants, delay in the commencement of certain projects and the shortage in and the soaring prices of some of the raw materials required by the Company's products.

In face of the drastic changes in the external environment, the Company has managed to deliver satisfactory results through timely adjustment to its focus of work while overcoming the emerging challenges.

### 訂貨情況

二零零八年發電設備市場需求旺盛，全年新接訂單人民幣573.54億元，創歷史新高。其中火電設備317.86億元(扣除內部交易)，佔簽約總額的55.42%；水電設備82.44億元，佔簽約總額的14.37%；電站工程服務105.00億元，佔簽約總額的18.31%；核電設備20.98億元，佔簽約總額的3.66%；其他產品47.26億元(扣除內部交易)，佔簽約總額的8.24%。於二零零八年年末，本公司累計在手訂單為915億元人民幣。

核電市場開發取得重大突破。簽訂了二代加CPR1000陽江項目3台蒸發器供貨合同，實現了二代加核電蒸發器訂單零的突破。取得了AP1000核電浙江三門項目2#機組兩台蒸發器供貨合同和海陽項目常規島TG包供貨合同，全面進入了AP1000核電核島、常規島主設備的供貨領域。簽訂了華能山東石島灣項目高溫氣冷堆兩台蒸發器和汽輪發電機供貨合同，使公司成為國內首台高溫氣冷堆蒸發器和汽輪發電機的設備供應商。包括年內出產的恰其瑪C2項目蒸發器，公司已取得四種堆型蒸發器的製造合同。另外，還獲得了二代加CPR1000陽江項目1#至4#、寧德項目1#、2#共6台穩壓器的供貨合同。簽訂了中核集團二代加CPR1000福清、方家山項目反應堆主冷卻劑泵組供貨合同和技術轉讓、產品分包合同，使公司取得了「二代加」核主泵技術的受讓合同及12台主泵、14台主泵電機的供貨合同等，為公司在核電站主冷卻劑泵組的自主開發、製造方面搶得先機。

### NEW CONTRACT

The year of 2008 featured a flourishing market of power equipment and the value of new-receiving contracts scaled a new height at Rmb57.354 billion, among which the contract value for thermal power equipment, hydro power equipment, engineering services, nuclear power equipment and others reached Rmb31.786 billion (net of internal transaction), Rmb8.244 billion, Rmb10.5 billion, Rmb2.098 billion and Rmb4.726 billion (net of internal transaction) respectively, representing 55.42%, 14.37%, 18.31%, 3.66% and 8.24% of the total contracted value respectively. As at the end of the 2008, the Company had contracts on hand with a total value of Rmb91.5 billion.

A significant milestone was marked for the development of the nuclear market highlighted by the first contract for Generation II+ nuclear power steam equipment (二代加核電蒸發器) with the supply contract entered into for 3 sets of steam power generation equipment for Generation II+ CPR1000 under Yangjiang project (二代加 CPR1000 陽江項目). The Company has also secured the supply contract for 2 sets of steam power generation equipment for 2# unit of the AP1000 Sanmen Nuclear Project in Zhejiang and the TG supply contract for conventional island in the Haiyang Project and has become an equipment supplier for AP1000 nuclear power and conventional islands. The supply contract for 2 steam power generators and turbine generator for HTGR reactor for the Huaneng Shangdong Shidaowan (華能山東石島灣) Project has allowed the Company to emerge as an equipment supplier for the first domestic HTGR reactor in the PRC. The Company has acquired manufacturing contracts of steam power generators for 4 types of reactors, including the steam generator unit for Chashma Nuclear Power C2 Project. In addition, the Company was awarded the supply contracts for a total of 6 pressure stabilizers (穩壓器) for 1# to 4# of the Generation II+ CPR1000 of Yangjiang Project and 1# and 2# of Ningde Project. Besides, the Company has also entered into contract of product supply and technologies transfer and product subcontracting for the major reactor-cooling agent pump units (反應堆主冷卻劑泵組) for Generation II+ CPR1000 in Fuqing and Fangjiaoshan Project with CNNC, allowing the Company to acquire the technology transfer contracts for "Generation II+" nuclear main pump technology and the supply contract for 12 sets of main pump and 14 sets of main pump generators. Such developments have enabled the Company to take the lead in self-development and manufacturing of major cooling agent pump sets for nuclear plants.



傳統產品市場仍然保持優勢。在二零零八年的項目招標中，本公司300MW級火電項目中標率分別為鍋爐48.39%、汽輪機和發電機30.16%。600MW級火電項目中標率分別為鍋爐34.15%、汽輪機和發電機36.59%，佔全部市場份額的三分之一以上。水電方面取得了向家壩、溪洛渡等大型水電站的供貨合同，繼續保持了公司在大型水電市場的領先優勢。響水澗4 × 250MW抽水蓄能機組合同的簽訂，使公司成為國內首家全部實現國產化的大型抽水蓄能機組製造企業。

國際市場取得新進展。簽訂了印度喜萊雅二期2×600MW和佳凱德2×600MW主機島供貨和服務合同。泰國1×150MW生物質能發電機項目合同以及俄羅斯特羅依茨克2×660MW超臨界項目主機供貨合同的簽訂，成功拓展了俄羅斯等新興市場。

### 生產與服務

二零零八年是公司歷史上產量最高的一年。全年完成發電設備產品產量35,100.65MW，比去年同期上升12.30%，其中電站鍋爐完成67台25,645MW，比去年同期上升2.64%；電站汽輪機完成81台30,111MW，比去年同期上升24.12%；汽輪發電機完成70台29,367MW，比去年同期上升16.41%；水輪發電機組完成43套5,733.65MW，比去年同期下降4.92%；燃氣輪機完成3台766.8MW，比去年同期上升50%。

The Company has maintained its competitive edges in the traditional products market. Among the projects tendered in 2008, the Company has successfully won 48.39% and 30.16% of the tenders for boiler and for gas turbines and power generators, respectively, with respect to the 300MW thermal power projects, while 34.15% and 36.59% of the tenders for boilers and for gas turbines and power generators with respect to 600MW thermal power projects were acquired by the Company, representing more than one third of the market share. In the hydropower aspect, the Company has secured the supply contracts for large-scale hydropower plants such as Xiang Jiaba and Xiluodu, and this reinforced the Company's leading position in the large-scale hydropower market. The signing of the contract with respect to 4 × 250MW large-scale pumped storage units for Xiangshuijian has made the Company the first domestic manufacturing enterprise which provides domestic large-scale pumped storage units.

The Company has made significant achievement in the international market and has entered into product supply and service contracts to supply 2 × 600MW main equipment island to phase two of SALAYA and 2 × 600MW main equipment island to 佳凱德 in India. Meanwhile, the Company has also entered into contracts in relation to a 1 × 150MW bio-energy power generator project in Thailand and signed a supply contract with 特羅依茨克 in Russia for 2 × 660MW ultra super critical main equipment. Such contracts marked the Company's success in exploring the emerging markets, such as Russia.

### PRODUCTION AND SERVICES

The Company has set a new record for the quantity of products produced. The total output for the year was up to 35,100.65MW, representing an increase of 12.30% compared with the last year, among which 67 units of utility boiler with a total capacity of 25,645MW, an increase of 2.64% over the last year; 81 steam turbines for power plant with a total capacity of 30,111MW, an increase of 24.12% over the last year; 70 turbine generator units with a total capacity of 29,367MW, an increase of 16.41% over the last year; 43 units of hydro power turbo-generator units with a total capacity of 5,733.65MW, a decrease of 4.92% over the last year; and 3 units of gas turbines with a total capacity of 766.8MW, an increase of 50% over the last year, were completed.

面對多變的外部環境和巨大的交貨壓力，公司加強對在手合同的動態分析，根據客戶要求、電站建設進度、材料和技術準備情況，及時調整計劃，改進生產組織措施，積極採取各種辦法，克服原材料供應不足的困難，提高了用戶滿意度。

### 科研開發與技術引進

公司積極消化、吸收引進技術，大力開展自主創新，有力地促進了核心競爭能力的提高。

科研投入有所增加，開展了一批新課題的研究工作。二零零八年投入科研經費7.80億元。全年共立科研課題481項，完成了220項；有14項科技成果獲國家、省、市獎項；有32項發明獲國家專利。

其中：「超臨界600MW火電機組成套設備研製與工程應用」獲得國家科技進步一等獎；「三峽巨型全空冷水輪發電機組關鍵技術研究及設備研製」獲機械工業科技進步獎特等獎和黑龍江省科技進步特等獎；「60萬千瓦超臨界汽輪機研製」獲黑龍江省科技進步一等獎。

In view of the drastic changes in the external environment and the immense pressure of product delivery, the Company has undertaken dynamic analysis over the contracts on hand and has made timely adjustment to the plan with reference to the customers' requirements, the construction progress of electricity plants and the preparation with respect to materials and technologies. All the measures undertaken aimed at overcoming the challenges coming from the shortage in raw materials supply and promoting customers' satisfaction.

### R&D AND INTRODUCTION OF TECHNOLOGIES

The Company has greatly enhanced its core competitiveness by absorbing and incorporating the imported technologies and extending its capacity in self-innovation.

Increased investment in R&D has also initiated new research studies projects. In 2008, a total of Rmb780 million was invested in R&D with 481 projects launched and 220 projects completed, and the Company has acquired various national, provincial and municipal awards for the scientific achievements in 14 projects, while 32 inventions have obtained national patents.

The awards included the First Prize of National Scientific Technological Improvement (國家科技進步一等獎) for the "Research, Production and Application of Super Critical 600MW Thermal Power Unit" (超臨界600MW火電機組成套設備研製與工程應用), the Special Prize for Technological Improvement in Engineering Industry (機械工業科技進步獎特等獎) and Special Prize for Heilongjiang Provincial Scientific Development (黑龍江省科技進步特等獎) of Key Technologies and Manufacturing of Equipment for Large-scale Air-cooling Hydro Power Turbo-generator Units of the Three Gorges" (三峽巨型全空冷水輪發電機組關鍵技術研究及設備研製) and the First Prize for Heilongjiang Provincial Scientific Development (黑龍江省科技進步一等獎) for "the Research and Production of 600,000kW Super Critical Gas Turbines" (60萬千瓦超臨界汽輪機研製).

加快引進技術的消化、吸收工作，不斷提高國產化率。AP1000核電核島、常規島技術轉讓工作已經啟動，正在有序進行。600MW等級超臨界機組國產化率達到90%以上；1,000MW超超臨界機組國產化率達到80%左右；300MW抽水蓄能機組的技術引進工作進展順利，資料轉化已接近尾聲。

### 溢利

二零零八年，本集團實現淨溢利104,184萬元，比上年同期下降31.82%；每股盈利人民幣0.76元，比上年同期減少0.36元；期末資產淨值為813,608萬元，比年初增加92,309萬元；每股資產淨值為5.91元，比年初增加0.67元。

期內，本集團溢利下降的主要原因一是上半年原材料價格大幅度上漲使成本增加；二是期內人民幣升值、出口項目匯兌損失較大所致。

### 股息

董事會建議派發二零零八年度股息為每股0.075元(含適應稅金)人民幣(二零零七年度為每股0.091元)。

The Company is determined to promote domestic production by accelerating the pace of absorbing and incorporating the imported technologies. The work with respect to the technology transfer of AP1000 nuclear and conventional islands was commenced and progressed smoothly. A domestic proportion of over 90% was achieved for 600MW super critical generator units and approximately 80% for 1,000MW ultra super critical generator units. Work with respect to the importation of technologies for 300MW pumped storage units proceeded smoothly and data conversion was near completion.

### PROFIT

In the year of 2008, net profit of the Group was Rmb1,041.84 million, a decrease of 31.82% compared to the last year; earnings per share was Rmb0.76, a decrease of Rmb0.36 compared to the corresponding period of last year; net asset as at the end of the period was Rmb8,136.08 million, an increase of Rmb923.09 million compared to the beginning of the year; net asset per share was Rmb5.91, an increase of Rmb0.67 compared to the beginning of the year.

During the period, the decline in the profit of the Group was attributable to the increase in costs driven by the surge of raw material prices in the first half of the year and the considerable loss arising from the appreciation of Renminbi and the exchange loss for the exported items recorded during the period.

### DIVIDEND

A dividend of Rmb0.075 per share (appropriate tax included) for the year of 2008 (2007: Rmb0.091 per share) was proposed by the board of directors.



### 營業額

二零零八年，本集團實現主營業務收入2,990,354萬元，比上年同期增長8.16%。其中，火電主機設備的營業額為2,049,313萬元，比上年同期略有增長，佔主營業務收入的68.53%；水電主機設備的營業額為286,325萬元，比上年同期增長31.79%，佔主營業務收入的9.58%；電站工程服務的營業額為344,617萬元，比上年同期增長64.83%，佔主營業務收入的11.52%；電站輔機及配套產品的營業額為116,101萬元，比上年同期增長3.25%，佔主營業務收入的3.88%；交直流電機及其它產品與服務的營業額為193,999萬元，比上年同期增長7.94%，佔主營業務收入的6.49%。

期內，本集團出口收入281,498萬元，比上年同期增加65,790萬元，佔主營業務收入的9.41%，主要出口俄羅斯、亞洲、非洲等地區。

### 成本

年內，本集團的主營業務成本為2,589,646萬元，比上年同期增長11.04%，主要原因是主營業務收入上升以及原材料漲價等因素所致。

### 毛利及毛利率

期內，本集團主營業務實現毛利為400,708萬元，比上年同期下降7.41%。毛利率為13.40%，比上年同期下降2.25個百分點。毛利率下降的主要原因是原材料漲價、匯率變化所致。

### TURNOVER

In 2008, the Group recorded a turnover of principal business activities of Rmb29,903.54 million, an increase of 8.16% compared to the last year. In particular, turnover of the thermal power main equipment business was Rmb20,493.13 million, representing a slight increase over the last year and accounted for 68.53% of the turnover of the principal business activities. Turnover of hydropower main equipment was Rmb2,863.25 million, an increase of 31.79% over the last year, representing 9.58% of the turnover of the principal business activities. Turnover of power plant engineering services was Rmb3,446.17 million, an increase of 64.83% compared to the last year, representing 11.52% of the turnover of the principal business activities. Turnover of power plant accessories and parts was Rmb1,161.01 million, an increase of 3.25% over the last year, representing 3.88% of the turnover of the principal business activities. Turnover of AC/DC motors and other products and services was Rmb1,939.99 million, an increase of 7.94% over the last year, representing 6.49% of the turnover of the principal business activities.

During the period, the Group recorded a turnover of export of Rmb2,814.98 million, representing an increase of Rmb657.9 million over the last year and accounted for 9.41% of the turnover of the principal business activities. The export was mainly to areas such as Russia, Asia and Africa.

### COST

During the year, the cost of the principal business activities of the Group was Rmb25,896.46 million, an increase of 11.04% as compared to the last year. The increase was attributable to the increase of turnover of main business activities and prices of raw materials.

### GROSS PROFIT AND GROSS PROFIT MARGIN

During the period, the gross profit from the principal business activities of the Group was Rmb4,007.08 million, a decrease of 7.41% as compared to the last year. The gross profit margin was 13.40%, a decrease of 2.25 percentage points over the last year. The decrease in gross profit margin is mainly attributable to the rise in raw material prices and the fluctuation in exchange rates.

其中，火電主機設備毛利為304,298萬元，比上年同期減少37,480萬元；毛利率為14.85%，比上年同期下降1.85個百分點；水電主機設備毛利為65,865萬元，比上年同期增加35,300萬元，毛利率為23.00%，比上年同期上升8.93個百分點；電站工程服務毛利為-34,616萬元，比上年同期減少39,105萬元，毛利率為-10.04%，比上年同期下降12.19個百分點；電站輔機及配套產品毛利為29,958萬元，比上年同期減少1,818萬元；毛利率為25.80%，比上年同期下降2.46個百分點；交直流電機及其它產品與服務的毛利為35,203萬元，比上年同期增加11,040萬元；毛利率為18.15%，比上年同期上升4.71個百分點。

### 期間費用

二零零八年，本集團發生營業費用42,528萬元，比上年同期增加1,167萬元，主要是市場開發費用增加所致。

二零零八年，本集團發生管理費用215,381萬元，比上年同期增加26,705萬元，增幅為14.15%。主要是資產減值準備及匯兌損失增加所致。

### 利息支出

二零零八年，本集團發生財務費用19,533萬元，比上年同期增加4,047萬元，主要是貸款利息增加所致。

Among them the gross profit from thermal power main equipment was Rmb3,042.98 million, a decrease of Rmb374.80 million compared to the last year. The gross profit margin for thermal power main equipment was 14.85%, a decrease of 1.85 percentage points compared to the corresponding period last year. The gross profit from hydropower main equipment was Rmb658.65 million, an increase of Rmb353.00 million compared to the corresponding period last year. The gross profit margin for hydropower power main equipment was 23.00%, an increase of 8.93 percentage points compared to the corresponding period last year. The gross profit from power plant engineering services was Rmb-346.16 million, a decrease of Rmb391.05million compared to the corresponding period last year. The gross profit margin for engineering services was -10.04%, a decrease of 12.19 percentage points over the corresponding period last year. The gross profit from power plant accessories and parts was Rmb299.58 million, a decrease of Rmb18.18 million compared to the corresponding period last year. The gross profit margin for power plant accessories and parts was 25.80%, a decrease of 2.46 percentage points over the last year. The gross profit from the AC/DC motors and other products and services was Rmb352.03million, an increase of Rmb110.40 million compared to the corresponding period last year. The gross profit margin for the AC/DC motors and other products and services was 18.15%, an increase of 4.71 percentage points over the last year.

### EXPENSES DURING THE PERIOD

The Group's expenses for operation activities during the year of 2008 amounted to Rmb425.28million, an increase of Rmb11.67 million compared to the corresponding period last year, of which the main reasons were the increase in market development expenses.

Expenses for administration activities during the year of 2008 amounted to Rmb2,153.81 million, an increase of Rmb267.05 million or 14.15% compared to the corresponding period last year, of which the main reason was the increase in asset impairment provisions and exchange losses.

### INTEREST EXPENSE

In 2008, the Group has incurred financial expenses of Rmb195.33 million, an increase of Rmb40.47 million compared to the corresponding period last year, which was mainly attributable to the increase in loan interests.

### 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母公司批准。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。截至二零零八年十二月三十一日，本集團銀行借款總額為440,582萬元(二零零七年十二月三十一日為476,328萬元)，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87,070萬元，比年初增加11,732萬元。須於一年後償還之借款為35,3511萬元，比年初減少47,478萬元。

### 存款及現金流量

截至二零零八年十二月三十一日，本集團銀行存款及現金為1,030,160萬元，比年初增加68,006萬元。期內，本集團經營業務現金流入淨額為255,260萬元；投資業務之現金流出淨額為343,904萬元；融資業務之現金流入淨額為54,244萬元。

### 資產結構及變動情況

截至二零零八年十二月三十一日，本集團資產總值為4,896,663萬元，比年初增加687,614萬元，增長16.34%。其中，流動資產4,411,630萬元，佔資產總值的90.09%；非流動資產485,033萬元，佔資產總值的9.91%。

### FUNDING AND BORROWINGS

The Group has three major resources for operation and development funding, namely shareholder's capital, trade receivable from customers and bank borrowings. The Group arranges borrowings for each specific project. Except for some special situations, loans will be raised individually by the Group's subsidiaries. However, the advance approval from the parent company for capital investment borrowings is required. As the number of orders and the trade amount received in advance of the Group increased significantly during the past two years, the Group had abundant working capital and has thus repaid substantially all of the loans for working capital. As at 31st December 2008, the total sum of the Group's bank borrowings was Rmb4,405.82 million (31st December 2007: Rmb4,763.28 million). The Group's bank borrowings were loans from various commercial banks and the State's policy banks with interest rates stipulated by the state. Among the Group's borrowings, the amount due within one year was Rmb870.70 million, an increase of Rmb117.32 million compared to the beginning of the year. The amount of the Group's borrowings due after one year was Rmb3,535.11 million, a decrease of Rmb474.78 million compared to the beginning of the year.

### DEPOSITS AND CASH FLOW

As at 31st December, 2008, bank deposits and cash of the Group amounted to Rmb10,301.60 million, an increase of Rmb680.06 million over the beginning of the year. During the period, net cash inflow from operating activities amounted to Rmb2,552.60 million. Net cash outflow from investment activities amounted to Rmb3,439.04 million and net cash inflow from financing activities was Rmb542.44 million.

### CAPITAL STRUCTURE AND CHANGES THEREOF

As at 31st December, 2008, total assets of the Group amounted to Rmb48,966.63 million, an increase of Rmb6,876.14 million (or 16.34%) compared to the beginning of the year, among which total current assets were Rmb44,116.30 million, representing 90.09% of the total assets, and total non-current assets were Rmb4,850.33 million, representing 9.91% of the total assets.

### 負債

截至二零零八年十二月三十一日，本集團負債總額為3,939,870萬元，比年初增加572,062萬元。其中，流動負債總值為3,049,736萬元，佔負債總值的77.41%；非流動負債總值為890,134萬元，佔負債總值的22.59%。於二零零八年十二月三十一日本集團的資產負債率為80.46%。

### 股東權益

截至二零零八年十二月三十一日，本集團股東權益總額為813,608萬元，比年初增加92,309萬元；每股資產淨值為5.91元。期內，本集團淨資產收益率為13.58%。

### 資本與負債比率

截至二零零八年十二月三十一日，本集團的資本槓杆比率(非流動負債比股東權益總額)為1.09:1，年初為0.80:1。

### 或有負債及抵押

截至二零零八年十二月三十一日，本集團有48,426萬元資產抵押用於流動資金貸款。

### 資本開支及所持重大投資情況

二零零八年，本集團用於基本建設和技術改造的資本開支總額為10.15億元，主要項目有：

核島主設備製造建設項目計劃投資6.02億元，二零零八年完成投資2.52億元。重型核電廠房已經完工，主要設備安裝進展順利。

### LIABILITIES

As at 31st December, 2008, the Group's total liabilities amounted to Rmb39,398.70 million, an increase of Rmb5,720.62 million compared to the beginning of the year, among which total current liabilities were Rmb30,497.36 million, representing 77.41% of the total liabilities, and total non-current liabilities were Rmb8,901.34 million, representing 22.59% of the total liabilities. As at 31st December, 2008, the assets to liabilities ratio of the Group was 80.46%.

### SHAREHOLDERS' EQUITY

As at 31st December, 2008, the total shareholders' equity of the Company amounted to Rmb8,136.08 million, an increase of Rmb923.09 million compared to the beginning of the year; the net asset per share was Rmb5.91. During the period, the net asset return rate of the Group was 13.58%.

### GEARING RATIO

As at 31st December, 2008, gearing ratio of the Group (non-current liabilities over total shareholders' equity) was 1.09:1 as compared to that of 0.80:1 at the beginning of the year.

### CONTINGENT LIABILITIES AND PLEDGE OF ASSET

As at 31st December, 2008, the Group pledged its assets in an amount of Rmb484.26 million to secure loans for liquidity.

### CAPITAL EXPENDITURES AND MAJOR INVESTMENTS

In the year 2008, the Group has invested a total capital expenditure of Rmb1.015 billion in infrastructure constructions and technological upgrades. The major items were as follows:

The planned investment for the construction of production base for main equipment for nuclear island was Rmb602 million, of which Rmb252 million has been utilized in 2008. The construction of a heavy-duty nuclear power equipment plant was completed and the installation of the main equipment was proceeding smoothly.

核電主泵電機和核電站閘門生產製造建設項目計劃投資分別為2.85億元和1.00億元，二零零八年分別完成1.56億元、0.68億元。完成了建設用地、建築方案圖的審批程序，主泵電機和電站閘門兩組廠房已實現冷封閉，廠房內的起重、運輸設備已陸續到貨、安裝。

大型抽水蓄能機組國產化項目計劃投資為1.82億元，二零零八年完成投資0.63億元。關鍵設備的安裝調試工作年底完成。

大型燃氣輪機技術改造項目計劃投資2.48億元，二零零八年完成投資0.44億元。項目目前進展順利。

### 匯率波動風險及相關對沖

本集團亦擁有部分外幣存款，於二零零八年十二月三十一日，本集團外幣存款折合人民幣62,984萬元。本集團出口及以外幣結算之業務，存在匯兌風險。

### 募集資金運用

二零零八年，本集團共運用募集資金5.88億元，主要用於出海口基地核島主設備、電站閘門技術改造、核電主泵電機等項目。

截至二零零八年十二月三十一日，本集團已累計運用H股募集資金23.83億元，剩餘募集資金2.47億元暫存放於銀行，將用於出海口基地二期建設及其它技術改造項目。

Rmb285 million and Rmb100 million were allocated for the manufacture and construction of nuclear power main pump generators and nuclear power plant valves, in which Rmb156 million and Rmb68 million have been utilized in 2008 respectively. The approval procedures of the plans for the construction site

### 員工及薪酬

於二零零八年十二月三十一日，本集團擁有在崗員工18,264人，薪酬總額為11.30億元。為不斷提高職工綜合素質，本集團持續加大職工培訓力度，開展了以崗位培訓為主、高層次管理人才培訓為重點、兼顧一定數量的學歷培訓等多種培訓形式，為公司的穩定發展儲備力量。

### 展望

二零零九年將是中國經濟發展十分關鍵的一年，電力供需總體將呈階段性供大於求的狀況。發電設備新增裝機容量預計為7,000萬千瓦，比去年減少23%，市場競爭將更加激烈；在市場競爭加劇的同時，由於部分客戶推遲收貨，本集團預計二零零九年主要產品的產量也將比上年有所下降，對全年的經營業績帶來較大壓力；而個別品種的原材料供貨緊張，也增加了生產部門的困難。

儘管世界經濟處於低谷，中國經濟也遇到了諸多困難，但困難是暫時的，曙光就在眼前。中國是世界發展最快的國家之一，我們對中國經濟的持續、健康發展充滿信心，對本公司的發展充滿信心。

二零零九年中國將加快電力工業結構調整。建設大型煤電基地，繼續推進電力工業「上大壓小」，發展熱電聯產，大力發展核電，加強電網建設。積極發展可再生能源和新能源。積極推進水電開發利用，促進風電規模化發展，加快推進太陽能開發利用，推進生物質能開發利用。

### STAFF AND REMUNERATION

As at 31st December, 2008, the Group had a workforce of 18,264 employees and the total remuneration amounted to Rmb1.130 billion. In order to promote the overall caliber of its staff so as to build a solid foundation for a steady development of the Company, the Group has put additional effort in staff training and adopted various training approaches emphasizing on-the-job training and targeting at senior management personnel while a number of training courses for academic qualifications were also provided.

### PROSPECT

The year 2009 will be a critical year for the economic development of China and excessive supply of electricity will be seen. The newly increased installed capacity of power equipment is expected to be 70 million kilowatt, representing a decrease of 23% as compared to the last year. Market competition will be more intense. Meanwhile, due to the delay in acceptance of products by some customers, the Group expects that the production capacity of its major products in 2009 will also decrease as compared to the last year, which will pose significant pressure on its annual operating results. The shortage in supply of certain specific raw materials will also bring extra burden to the production division.

Although the global economy is in a slump and China's economy also encounters many problems, hardship is only temporary and bright future lies ahead. As China is one of the countries in the world which enjoys the fastest development, we have full confidence that China will maintain a sustainable and healthy economic development while the Company will also achieve a steady growth.

China will accelerate its pace in the restructuring of the electric power industry in 2009. The Chinese government will construct large-scale coal-fired electricity plants, continue to implement the policy of "replacing small units with larger units" (「上大壓小」) in the electric power industry, develop heat and power co-generation, promote the development of nuclear power and extend the coverage of power grids. It will also actively develop renewable and new energies, encourage the development and utilization of hydro power, advocate large-scale development of wind power, boost the development and utilization of solar energy, and promote the development and utilization of biomass energy.



我們將頑強拼搏，化危機為動力，在危機中尋求

We will make relentless efforts to transform crisis to momentum. We will seek growth opportunities during the crisis, focus on good management, improve our internal capacity, accelerate our pace in optimizing the product structures, spare no effort in enhancing core competitiveness and endeavor to maintain steady growth.

The Company will focus on accomplishing the following tasks in 2009:

**1. Optimize production operation and project management to deliver full performance of contracts**

In the face of the uncertainties prevailed in the current economic environment, we will, for the purpose of satisfying the demand of the customers and taking into account of the present and long-term benefits, endeavour to optimize the production schedule for the contracts on hand while adopting preemptive measures and promoting scientific and rational management. We will also strengthen our risk management by taking effective measures to timely recover the receivables. Meanwhile, we will also further our work in improving our relationship with the suppliers of raw materials while studying measures for dealing with the challenges arising from the soaring raw material prices and reducing the pressure of shortage in raw materials supply.

We will better our management over assets and inventory to reduce the amount of restricted capital through lowering the level of inventory, promoting turnover rate and exercising stringent cost control with the target of realizing the potential benefits of inventory management.

**2. Scientific analysis of market trend and expand marketing effort**

The market in 2009 will be full of uncertainties and further fluctuations are expected. The Company, in response to such an environment, will adopt flexible marketing strategy and will commit itself to exploring the domestic and overseas markets. Our targets for market development in 2009 are: to secure an one-third or above market share for generator units with the capacity of 300 MW and above, striving for a breakthrough in the development of the large-scale thermal power generator units market, enlarging our market share for nuclear products, expanding the markets for modification services for accessories, deNox products, valves, gas boilers (氣化爐), parts and obsolete generator units. We are determined to enlarge our market share in Asia and Africa while striving to mark a new milestone for the development of the markets in Russia and the Americas.

以國內市場為重點，確保訂貨指標不出現大幅度下滑。繼續鞏固傳統市場地位，提高大型火電機組市場份額，全力開發核電市場，保持大型水電市場優勢地位，努力降低市場變化帶來的不利影響。積極開發IGCC、風電、海水淡化等新興市場。繼續跟蹤燃機、環保產品市場動態，做好投標工作。

### 3. 推進自主創新，做好科技開發工作

以市場需求和國家政策為導向，增強自主創新能力，開發新產品，完善技術創新體系，推進科技領先戰略，持續提高核心競爭力。

加快引進技術的消化、吸收步伐。加快1,000MW核電常規島機組引進技術的消化、吸收工作。進一步做好300MW CFB鍋爐、600MW超臨界鍋爐技術的消化、吸收和優化，完成設計國產化。繼續做好600MW超超臨界濕冷汽輪機技術的消化吸收工作。完成ALSTOM公司抽水蓄能技術的全面消化、吸收工作。

加快科研步伐，努力開發新產品。根據研發需要組織科研投入，二零零九年預計投入科研經費16.14億元。儘快開發新產品，提高自主創新能力，適應市場需求的變化。

In terms of the domestic market, we attempt to avoid a significant fall in the number of contracts secured and minimize the unfavourable impact caused by market, increasing its market share in the large-scale thermal power generators units market, changes by upholding its position in the traditional market, exploring the nuclear power market and maintaining our cutting edges in the hydro power market. Meanwhile, we will also take the initiative in developing new markets, such as IGCC, wind power and desalination and getting well prepared for tender by following closely the market development of gas turbines and environmental friendly products.

### 3. Promote self-innovation and commit to scientific R&D

Guided by market trend and national policies, we will boost our in-house innovation capability in the field of new product development, and make improvement in our technology development functions, in order to continually strengthen our core competitiveness.

The assimilation and incorporation of newly introduced technologies, such as the techniques in relation to the equipment for 1,000MW nuclear power and conventional islands, will be accelerated. We will further our understanding of the techniques in relation to 300MW CFB boilers and 600MW super critical boilers, assimilate, refine and realize domestic application thereof, and continue to study the possible usages of 600MW ultra super critical steam turbine. We also aim at completing the comprehensive assimilation and absorption of ALSTOM's large-scale pumped storage technology.

In addition, we will put more effort to develop new products by accelerating the progress of our R&D projects. An estimated Rmb1,614 million of R&D investment will be made in 2009 to support our R&D projects. Our goal is to bolster our in-house innovation capability to develop new products at a higher speed so as to adapt to the changes in market demand.



#### 4. 繼續抓好核電業務發展

加強核電產品市場開發工作。積極爭取二代加CPR1000、AP1000核電蒸發器訂單。擴大AP1000核電常規島產品優勢，努力實現二代加常規島訂貨的新突破。積極開發核級閥門市場。推動CRDM的技術合作和市場開發。

扎實推進核電技術開發。按照核電產品科研計劃進度要求，扎實推進各項科研工作，在核島及常規島產品科研方面取得重大突破。加快核電基地建設，為核電項目的全面實施創造條件。秦皇島重裝公司的二期建設項目全面達到生產能力，補充項目全面啟動，擴建項目(CDRM)報批。交直流公司完成設備安裝調試，完成實驗台的報批並開工建設。閥門公司儘快落實新增加工設備的整合。按照核電業務發展規劃制定下一步建設投資計劃。

#### 4. Capitalize on the development of the nuclear power industry

Our marketing effort in the nuclear power products market will be stepped up in order to acquire more orders of Generation II+ CPR1000 and AP1000 nuclear power steam equipment. We aim at reinforcing our competitive strength in terms of products for AP1000 nuclear power and conventional islands and endeavor to achieve higher sales of products for Generation II+ conventional island. We will actively explore the market of nuclear power valves and foster technological collaboration and marketing of CRDM.

Serious effort will be taken to develop nuclear power technologies. For example, the R&D projects that aim at achieving significant breakthrough in nuclear power and conventional islands technologies will be conducted according to our stated schedule. We will speed up the construction of our nuclear power product production base so as to provide the necessary conditions to completely launch our nuclear power products project. The second phase construction project of 秦皇島重裝公司 has been completed and full-scale production has been started, while further expansion projects thereof has been commenced with the expansion project for CDRM filed for approval. The fine-tuning and testing of the equipment of 交直流公司 has been finished while the construction of the laboratory has been approved and has commenced. On the other hand, 閥門公司 will complete the integration of its new processing equipment as soon as practicable. We will also formulate further construction and investment plans according to the development plan in respect of the nuclear power industry.

### 5. 加快基建技改投資步伐，滿足公司發展需要

二零零九年基建、技改投資將更注重與公司發展需要相協調，有效監控已投資項目，加快進度，儘早投產。擬安排投資總額為12.14億元人民幣，主要項目包括：

核電建設項目實施目標為：秦皇島核島主設備製造建設項目擬安排投資1.79億元，二零零九年實現竣工投產。核電主泵電機項目擬安排投資2.79億元，除電機實驗站外，其他主要項目將於二零零九年完工。核電常規島國產化完善項目中的百萬發電機製造基地項目和核電汽輪機技術改造項目擬分別安排投資0.96億元和1.48億元，兩項目除電機實驗站外，其他主要項目將於二零零九年完工。汽輪機核電輔機項目擬安排投資0.77億元，二零零九年竣工。

其他項目實施目標為：鍋爐煤化工等項目擬安排投資0.64億元，除煤化工項目外，其他項目二零零九年竣工。電機水力實驗站項目擬安排投資0.60億元，二零零九年竣工。電站閘門項目擬安排投資0.74億元，二零零九年實現竣工投產。各所屬企業安排技措、更新改造項目預計投資2.37億元。

二零零九年四月二十四日於中國哈爾濱

### 5. Advance our infrastructure investment to cater to the Company's development

In 2009, our investment in infrastructure and technological upgrade will align with the development plan of the Company, while existing projects will be subject to more stringent supervision so as to speed up their progress and production. The aggregate planned investment amounts to Rmb1.214 billion and the major projects are as follows:

Nuclear power construction projects to be implemented: Rmb179 million will be allocated for the construction of the production facilities for main nuclear power island equipment in Qinghuangdao, which is scheduled to be completed and commence production in 2009; Rmb279 million will be allocated for the projects of main nuclear power pump generator, which is scheduled to be completed in 2009 except the generator testing laboratory (電機實驗站); Rmb96 million and Rmb148 million will be allocated for the project of MW generator production base (百萬發電機製造基地項目) and nuclear power turbine technical upgrade project (核電汽輪機技術改造項目) under our domestic production of nuclear and conventional islands refinement project (核電常規島國產化完善項目), respectively, which are both scheduled to be completed in 2009 except their generator testing laboratories (電機實驗站); and Rmb77 million will be allocated for the project of turbine generator nuclear auxiliary equipment (汽輪機核電輔機項目) to be completed in 2009.

Other projects to be implemented: Rmb64 million will be allocated for various projects such as the project of coal engineering for boilers (鍋爐煤化工), which are planned to be completed in 2009 except the coal engineering project (煤化工項目); Rmb60 million will be allocated for the project of hydro power generator laboratory (電機水力實驗站項目) to be completed in 2009; Rmb74 million will be allocated for the project of power station valves (電站閘門項目), which is scheduled to be completed and commence production in 2009; and Rmb237 million will be allocated for the technical and upgrade projects of various subsidiaries.

24th April, 2009, Harbin, the People's Republic of China

### 董事

#### 執行董事

宮鼎堃先生，現年51歲，碩士學位，高級工程師職稱，現任本公司董事長及哈電集團公司董事長。宮先生一九八二年畢業於瀋陽機電學院，後就讀於上海復旦大學工業經濟管理專業，獲碩士學位。一九八二年加入哈電集團。宮先生曾任本集團原電機廠生產處副處長、生產部副部長、水電分廠廠長以及本集團電機公司總經理助理、副總經理等職務。一九九九年任阿城繼電器集團公司和阿城繼電器股份有限公司董事長。二零零零年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。二零零六年五月任哈電集團公司董事長，九月二十九日任本公司董事長。

鄒磊先生，現年42歲，碩士學位，高級工程師職稱，現任本公司董事及哈電集團公司董事、總經理。鄒先生一九八八年七月畢業於佳木斯工學院機械設計與製造專業，取得學士學位，後於哈爾濱工業大學取得工商管理碩士學位。一九八八年八月加入哈電集團。鄒先生曾任原哈爾濱鍋爐廠生產處總調度室調度員、黨辦秘書、團委副書記、書記，鍋爐公司管子一分廠黨支部書記、重容分廠廠長、平山分廠廠長、生產長、副總經理、董事長、總經理兼黨委副書記。二零零八年十二月任哈電集團公司黨委常委、董事、總經理。二零零九年二月十一日起任本公司執行董事。

### DIRECTORS

#### Executive directors

**Mr. Gong Jing-kun**, 51, senior engineer and with a master degree, now chairman of HE and chairman of the Company. Mr. Gong graduated from Shenyang Institute of Machinery and Electronics in 1982 and joined in HE in the same year. Later on, he studied in Shanghai Fudan University, majoring in economic management and was conferred the master degree. Mr. Gong joined in HE in 1982. Mr. Gong has been vice director of production division, vice manager of production department, manager of hydropower workshop in former Harbin Electric Machinery Works of the Group, and general manager assistant and deputy general manager of the Electric Machinery Company of the Group. Mr. Gong was appointed as chairman of Archeng Relay Group Company and Archeng Relay Company Limited in 1999, in August 2000, he was appointed as vice chairman and general manager of HE and in September 2000, Mr. Gong was appointed as vice chairman of the Company. In May 2006, he was appointed as chairman of HE and on 29th September, chairman of the Company.

**Mr. Zou Lei**, 42, senior engineer and with a master degree, now director and general manager of HE and director of the Company. Mr. Zou graduated from Jiamusi Technical College in Heilongjiang Province in July, 1988, majoring in mechanical design and manufacture, and was conferred the bachelor degree. Then Mr. Zou graduated from Harbin Institute of Technology and was conferred the master of business administration. Mr. Zou was the dispatcher, Party office secretary, league deputy secretary, secretary in dispatching room of production division in Harbin Boiler Works, Party branch secretary of pipe first branch factory, factory director of heavy vessel workshop, factory director of Pingshan branch factory, production director, deputy general manager, Chairman of the Board, General manager and Party committee deputy secretary in Harbin Boiler Company Limited. In December 2008, Mr. Zou was elected as standing committee member of Party Committee director and general manager. Mr. Zou has been executive director of the Company from 11th February, 2009.

## 董事、監事及高級管理人員(續)

D

M

(續)

**Mr. Qu Da-zhuang**, 52, researcher & senior engineer and with a doctor degree, now managing director and general manager of the Company and standing committee member of Party Committee of HE. Mr. Qu graduated from Beijing University of Aeronautics and Astronautic in July 1982. He studied at the department of applied mathematics and mechanics of Harbin Institute of Technology from September 1984 and graduated with a master degree, subsequently obtained a doctor degree in astronautic engineering and mechanics in September 1993. Mr. Qu has been deputy director and vice superintendent of planning office of the research institute of Harbin Electrical Machinery Plant; deputy general manager of the Harbin Electrical Machinery Company Limited and superintendent of the

Harbin

## 董事、監事及高級管理人員(續)

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商中福先生，現年48歲，工商管理碩士學位，高級工程師職稱，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。

吳偉章先生，現年47歲，博士學位，高級工程師職稱，現任本公司執行董事及本集團電機公司董事長兼總經理。吳先生一九八八年畢業於清華大學水利動力專業，獲碩士學位，二零零二年獲清華大學熱能工程學博士學位，一九八八年加入哈電集團。曾任本集團電機公司大電機研究所水輪機室副主任、副所長、水電分廠副廠長、電機公司副總工程師兼產品設計部副部長等職務。一九九九年任本集團電機公司副總經理，二零零零年十月任董事長兼總經理。二零零零年九月任本公司執行董事。

**Mr. Shang Zhong-fu**, 48, senior engineer and master of business administration, now executive director and deputy general manager of the Company. Mr. Shang graduated from Harbin Institute of Technology in 1982, majoring in steam turbine, and joined in HE in the same year. He has been assistant section head and deputy head of the Design Research Institute, vice chief economist and vice chief engineer of former Turbine Works of the Group. In October 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 of the Group. In September 2000 he was executive director of the Company and in February 2002, appointed as deputy general manager of the Company.

**Mr. Wu Wei-zhang**, 47, senior engineer and with a doctor degree, now executive director of the Company and chairman and general manager of the Electric Machinery Company of the Group. Mr. Wu graduated from Qinghua University, majoring in hydropower and was conferred master degree in 1988. Mr. Wu obtained a doctor degree in thermal energy engineering in Qinghua University and joined in HE in 1988. Mr. Wu was deputy director of turbine department of Electrical Machinery Institute and deputy head of Electrical Machinery Institute, deputy manager of hydropower workshop, vice chief engineer and vice manager of product design department of the Electric Machinery Company of the Group. Mr. Wu has been the deputy general manager of the Electric Machinery Company of the Group since 1999, in October 2000, was appointed as chairman and general manager of the Electric Machinery Company of the Group. He was appointed as executive director of the Company in September 2000.

## 董事、監事及高級管理人員(續)

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趙克非先生，現年53歲，博士學位，高級經濟師職稱，現任黑龍江省人民政府國有資產監督管理委員會黨委書記。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，二零零六年六月獲哈爾濱工程大學管理學博士學位。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黨委副書記，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。二零零八年六月二十三日因工作調動辭任本公司第五屆董事會執行董事暨第五屆董事會副董事長職務。

### 獨立董事

周道炯先生，現年76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。二零零零年九月起任本公司獨立董事。

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**Mr. Zhao Ke-fei**, 53, senior economist and with a doctor degree, now Secretary of Party Committee of the State-Owned Assets Supervision and Administration Committee. Mr. Zhao graduated from Northeast Heavy Machinery Institute in 1982, studied in Management Institute of Harbin Institute of Technology in 1987 and got the master degree. Mr. Zhao obtained the doctor degree in management in Harbin Engineering University in June, 2006. He joined in HE in 1982, was the engineer, vice director of organization department and vice director of turbine generator workshop in former Harbin Electric Machinery Works of the Group. He began to act as director of organization department of HE in 1992 and standing vice secretary of the Communist Party Committee of the Electric Machinery Company of the Group in 1994, managing deputy general manager of the Electric Machinery Company of the Group in December 1995. He was appointed as director of HE in August 1997, executive director and general manager of the Company in October 1997. In November 1999, he was appointed as vice chairman of HE and in January 2000 appointed as vice chairman of the Company. Mr. Zhao Kefei has resigned as the Director of the fifth session Board of the Company and vice chairman of the fifth session Board for the reason of work transfer on 23th June, 2008.

### Independent directors

**Mr. Zhou Dao-jiong**, 76, independent director of the company and chairman of Tao Xing-zhi Fund of China, chairman of Investment Committee of China, advisor to Society of Finance of China and Society of Market Economic of China, and part-time professor in Beijing University, People's University of China, Central South Economic and Finance University, Northeast Economic and Finance University and Southwest Economic and Finance University. Mr. Zhou joined in work in 1950 and has been the head of Finance Department of Anhui provincial government and secretary-general of provincial government, president of China Construction Bank and chairman of China Investment Bank, deputy executive director of Securities Committee of State Council, deputy president of State Development Bank and chairman of Securities Supervisory & Management Committee of China. He was appointed as independent director of the Company since September 2000.



## 董事、監事及高級管理人員(續)

DING XUE-MEI (丁雪梅女士) M. JIA CHENG-BING (賈成炳先生)

丁雪梅女士，現年50歲，博士學位，大學教授職稱，現任哈爾濱工業大學研究生院常務副院長。丁女士一九八六年畢業於哈爾濱工業大學，獲工學碩士學位，一九九一年赴瑞士洛桑聯邦工業大學留學，一九九五年獲該校工學博士學位，後於該校從事博士後科研工作。丁博士曾先後任哈爾濱工業大學副教授、教授、博士生導師以及研究生院培訓處處長、副院長等職務，一九九八年起任常務副院長。丁博士現兼任中國研究生院院長聯席會執行主席、哈爾濱市科協副主席職務。二零零零年九月起任本公司獨立董事。

**Ms. Ding Xue-mei**, 50, professor and with a doctor degree, now deputy executive director of Graduate School of Harbin Institute of Technology. Ms. Ding graduated from Harbin Institute of Technology in 1986 and was conferred master degree. In 1991, she studied in Lausanne Federal Institute of Industry of Swiss, engaged in research work in this institute after she was conferred doctor degree in 1995. Dr. Ding has been appointed as assistant professor, professor, tutor for doctoral candidates in Harbin Institute of Technology, head of training department of Graduate School and deputy director of Graduate School. She was appointed as the executive deputy director in 1998. Dr. Ding is now the executive chairman of Joint Conference for Directors of Graduate School of China and vice chairman of Harbin Science & Technology Association. She was appointed as independent director of the Company since September 2000.

賈成炳先生，現年67歲，大學本科學歷，高級工程師職稱，現任中國機械工業聯合會執行副會長、中國鑄造協會理事長等職務。賈先生畢業於合肥工業大學鑄造專業，一九六五年七月參加工作。曾任國家機械電子工業部、機械工業部副處長、處長。機械工業部人事勞動司司長、辦公廳主任，機械工業部黨組成員。二零零一年三月起先後任國務院大型企業監事會主席(中國材料工業科工集團、中國船舶工業集團公司、國家開發投資公司)等職務。二零零六年二月任中國機械工業聯合會執行副會長、中國鑄造協會理事長等職務。二零零六年九月起任本公司獨立董事。

**Mr. Jia Cheng-bing**, 67, senior engineer and with a bachelor degree, now deputy managing director of China Machinery Industry Federation, president of China Foundry Association. Mr. Jia graduated from Hefei University of Technology, majoring in foundry. He joined in work in July 1965. He has been deputy section chief, section chief of Ministry of Machinery Electronics Industry and Ministry of Machine Building Industry; department head of Human Resources and director of the general office of Ministry of Machine Building Industry; Party commissioner of the Ministry of Machine Building Industry. In March 2001, chairman of the Supervisory Committee for various large State Council organizations (China National Materials Industry Group, China State Shipbuilding Corporation, The State Development and Investment Corp.). Since February 2006, he was appointed as deputy managing directors of China Machinery Industry Federation and president of China Foundry Association. He was appointed as independent director of the Company since September 2006.

## 董事、監事及高級管理人員(續)

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李荷君女士，現年65歲，大學本科學歷，高級經濟師職稱，現任西南鋁業(集團)有限公司副董事長、陝西韓城煤礦公司副董事長，中國女企業家協會常務理事、金融理財諮詢委員會委員。李女士畢業於中央財政金融學院(現中央財經大學)財會專業，一九六六年八月參加工作。曾任河南省計委副處長、處長，中國建設銀行河南省分行副行長、黨組副書記。一九九三年任中國建設銀行河南省分行行長、黨組書記，河南省投資學會會長。一九九九年任中國信達資產管理公司執行委員會主任委員、審核委員會主任委員。二零零四年起任中國信達資產管理公司專家諮詢委員會委員，西南鋁業(集團)有限公司副董事長、陝西韓城煤礦公司副董事長，中國女企業家協會常務理事、金融理財諮詢委員會委員，美國雷曼兄弟亞洲投資公司高級顧問等職務。二零零六年九月起任本公司獨立董事。

姜魁先生，現年57歲，大學本科學歷，教授級高級工程師職稱，現任黑龍江省電力有限公司總經理。姜先生畢業於東北農業大學，一九六九年參加工作。姜先生曾任黑龍江省電力設計院技術員，黑龍江省電力工業局教育處副科長、科長、副處長、教育培訓部副主任，黑龍江省電力有限公司總經理工作部主任、副總經濟師、副總經理等職務，二零零五年十一月任黑龍江省電力有限公司總經理。二零零六年九月起任本公司獨立董事。

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**Ms. Li He-jun**, 65, senior economist and with a bachelor degree, now vice chairperson of the Board of Southwest Aluminum (Group) Co. Ltd, vice chairperson of the Board of Shanxi Hancheng Coal Company, executive director of China Association of Women Entrepreneurs and committee member of the Financial Advisory Committee. Ms. Li graduated from Central Institute of Finance and Economics (currently known as Central University of Finance and Economics), majoring in finance and accounting. She joined in work in August 1966. She has been deputy section chief and section chief of Henan Province Planning Commission, vice president and Party's vice secretary of China Construction Bank Henan Branch. In 1993, she was president and Party secretary of China Construction Bank Henan Branch, and director of Henan Provincial Investment Association. In 1999, she was the chief commissioner of the Execute Commission and Audit Commission for China Cinda Asset Management Corporation. Since 2004, she was appointed as commissioner of China Cinda Asset Management Corporation Expert Advisory Commission, vice chairperson of the Board of Southwest Aluminum (Group) Co. Ltd, vice chairperson of the Board of Shanxi Hangcheng Coal Company, executive director of China Association of Women Entrepreneurs, commissioner of Finance Inquiry Commission and senior advisor for Lehman Brothers Asia Holding Inc. She was appointed as independent director of the Company since September 2006.

**Mr. Jiang Kui**, 57, senior engineer (professor level) and with a bachelor degree, now general manager of Heilongjiang Power Co. Ltd. Mr. Jiang graduated from Northeast Agricultural University. He joined in work in 1969. He has been technician of Heilongjiang Electric Power Design Institute; deputy section manager, section manager, deputy section chief of Heilongjiang Electric Power Industry Bureau, education section; deputy director of the education and training department; director of the general manager's office, deputy chief financial official, and deputy general manager of the Heilongjiang Power Co. Ltd. He was appointed as general manager of Heilongjiang Power Co. Ltd. in November 2005. He was appointed as independent director of the Company since September 2006.



## 董事、監事及高級管理人員(續)

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### 監事

#### 股東代表監事

王志森先生，現年58歲，大學學歷，高級工程師職稱，清華大學電力工程系電機專業畢業，一九六八年十月參加工作。曾任機械工業部幹部司企業幹部管理處副處長，機械工業部人勞司綜合處副處長。一九八九年任中國機電報社信息部主任。一九九二年任機電部儀器儀錶綜合技術研究所所長、黨委書記。一九九五年一月任內貿部辦公廳副主任兼部長辦主任、部黨組秘書。一九九五年七月任中國農業機械總公司黨委書記、副總經理。一九九六年任國家體改委辦公廳主任、國務院體改辦秘書行政司司長。一九九八年任華星物產公司黨委書記、紀委書記。一九九九年任中國華星集團公司董事、黨委書記、紀委書記。二零零一年任中國華星集團公司黨委書記、副總經理。二零零七年六月任哈爾濱濱電站設備集團公司黨委常委、紀委書記，同時任本公司黨委常委、紀委書記。二零零八年三月起任本公司監事會主席。

楊旭先生，現年45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，二零零四年任企業管理發展處處長。

### SUPERVISORS

#### Supervisors representing shareholders

**Mr. Wang Zhi-sen**, 58, senior engineer and with a bachelor degree. Mr. Wang graduated from Qinghua University, majoring in electrical engineering. Mr. Wang joined in work in October 1968. He was deputy division chief of Enterprise Cadre Administration Office of Department of Cadre under Ministry of Machine Industry, deputy division chief of general office of department of personal and labor under Ministry of Machine Industry. He was director of information sector of China Electrical Engineering News in 1989, head and secretary of Party Committee of Instrument and Meter Technology Institute under Ministry of Machinery and Electronics Industry in 1992; deputy director of general office of Ministry of Internal Trade in January 1995. He was secretary of Party Committee, deputy general manager of China National Agricultural Machinery Corporation; director of State Commission for Economic Restructuring in 1996. He was secretary of Party Committee, and secretary of Discipline Committee of Huaxing Products Corporation in 1998; director, secretary of Party Committee, and secretary of Discipline Committee of China Huaxing Group in 2001. In June 2007, he was appointed as one member of the Company's Standing Communist Party Committee and secretary of Discipline Committee of Harbin Power Equipment Group Corporation, simultaneously as a one member of the Company's Standing Communist Party Committee and secretary of Discipline Committee of the Company. He was appointed as chairman of the Supervisory of Company in March 2008.

**Mr. Yang Xu**, 45, senior engineer and with a master degree, director of enterprise management and development department of the Boiler Company of the Group. Mr. Yang graduated from Jilin Industry University in 1986 and joined in HPEGC in the same year. He has been enterprise management staff in the enterprise management department, secretary of general manager office, assistant director of enterprise management and development department of the Boiler Company of the Group. In 2004, he was appointed as deputy director of enterprise management and development department. In 2004, he was appointed as director of enterprise management and development department.

#### 職工代表監事

盧春蓮女士，現年50歲，大學學歷，高級工程師職稱，現任本公司職工代表監事和本集團電機公司副總工程師兼大電機研究所副所長。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。盧女士二零零二年任電機公司線圈分廠廠長。二零零三年九月起任本公司監事。二零零八年三月任本集團電機公司副總工程師。二零零九年四月二日任本集團電機公司大電機研究所副所長。

高旭光先生，現年38歲，學士學位，高級工程師職稱，現任哈爾濱汽輪機廠有限責任公司企業發展研究中心主任。高先生畢業於哈爾濱工業大學電化學專業，獲學士學位，一九九四年七月參加工作。高先生曾任哈爾濱汽輪機廠有限責任公司總經理辦公室副主任、董事會秘書。二零零四年五月任公司企業發展研究中心主任。

#### 獨立監事

陳思先生，現年41歲，碩士學位，高級會計師職稱，註冊資產評估師，現任中發國際資產評估公司副董事長。陳先生畢業於廈門大學計劃統計專業，獲碩士學位，一九九零年七月參加工作。陳先生曾任北京市審計局、國家國有資產管理局資產評估中心幹部，中國資產評估協會評估師，中國註冊會計師協會業務監管部副主任。二零零二年二月任中發國際資產評估公司副董事長。二零零六年九月任本公司獨立監事。二零零九年一月六日辭任本公司獨立監事職務。

#### Supervisors representing staff and workers

**Ms. Lu Chun-lian**, 50, senior engineer and with a bachelor degree, now supervisor representing staff and workers of the Company and vice chief engineer and deputy head of Electrical Machinery Institute of the Electric Machinery Company of HE. Ms. Lu graduated from Harbin Institute of Electrical Engineering in 1982 and joined in HE in the same year. She has been an engineer and deputy director of insulation material Research Section under Electrical Machinery Research Institute and director of technology department of coil factory in the Electric Machinery Company. In 2002, Ms. Lu was elected as head of coil workshop in the Electric Machinery Company. In September 2003, Ms. Lu was elected as supervisor of the Company. In March, 2008, Ms. Lu was elected as vice chief engineer of the Electric Machinery Company of HE. On 2nd April, 2009, Ms. Lu was elected as deputy head of Electrical Machinery Institute of the Electric Machinery Company of HE.

**Mr. Gao Xu-guang**, 38, senior engineer and with a bachelor degree, now director of corporate development research center of Harbin Turbine Company Limited. Mr. Gao graduated from Harbin Institute of Technology with a bachelor degree. He joined in work in July 1994. He has been deputy director of the general manager office and the secretary of the Board of Harbin Turbine Company Limited. He was appointed as director of corporate development research center of the Company in May 2004.

#### Independent supervisors

**Mr. Chen Si**, 41, senior accountant and with a master degree, certified public valuer, now vice chairman of the Board for DeveChina Co. Ltd. Mr. Chen graduated from Xiamen University with a master degree in statistics. He joined in work in July 1990. He has been cadre officials of Beijing Municipal Statistics Bureau and National State Asset Management Bureau-Asset Value Center; valuer of the Assets Evaluation Association of China; deputy director of operation department of Chinese Institute of Certified Public Accountants. He was appointed as vice chairman of the Board for DeveChina Co. Ltd in February 2002. On 6th January, 2009, Mr. Chen resigned as the independent supervisor of the Company.

#### SENIOR MANAGERS

**Mr. Zhang Hai-quan**, 48, senior engineer and master of business administration, now deputy general manager of the Company. Mr. Zhang graduated from Harbin Institute of Electrical Engineering in 1984, and joined in HE in the same year. He has been engineer of the enginery repairing workshop, secretary and assistant director of the Communist Party Committee Office of former Boiler Works of HE. In 1994, Mr. Zhang participated in the reorganization of HE and share issuing and listing of the Company. Since November 1994, he has been appointed as vice director of the general manager office, vice director of planning department and director of enterprise administration department, and director of auditing and law department of the Boiler Company of HE. In 1998, he was transferred acting as one member of the Group's and the Company's Standing Communist Party Committee and director of organization department. In 1999, Mr. Zhang was appointed as secretary of the Communist Party Committee and vice chairman of Archeng Relay Group Company and Archeng Relay Company Limited, one of the Group's subsidiaries. He has been appointed as deputy general manager of the Company since October 2000.

**Mr. Liu Zhi-quan**, 41, senior accountant and master of business administration, now deputy general manager. Mr. Liu graduated from Harbin Institute of Technology, majoring in industrial accounting with a bachelor degree. He subsequently obtained his MBA qualification from the same university. He joined in work in September 1991. He has been the assistant for the section chief, deputy section chief, section chief of finance department, chief

## 董事、監事及高級管理人員(續)

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韓建偉先生：現年53歲，學士學位，研究員級高級工程師職稱，現任本公司副總經理。韓先生一九七三年十月參加工作，一九八二年畢業於哈爾濱工業大學，獲學士學位。曾任本集團哈爾濱鍋爐廠設計處設計員，哈爾濱鍋爐廠用戶服務處安裝員、副處長，哈爾濱鍋爐廠有限責任公司生產長兼生產處長，哈爾濱鍋爐廠有限責任公司副總經濟師，哈爾濱鍋爐廠有限責任公司副總經理，哈爾濱鍋爐廠有限責任公司董事長、總經理，二零零七年十二月二十六日起任本公司副總經理。

馮永強先生，現年46歲，工商管理碩士學位，高級政工師職稱，現任本公司及哈電集團公司黨委副書記。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。二零零四年任本公司副總經理。二零零八年十月任本公司黨委副書記。二零零九年二月因工作調動不再擔任本公司副總經理職務。

### 公司秘書

馬遂先生，現年52歲，工商管理碩士學位，副教授職稱，現任本公司公司秘書兼辦公室主任。馬先生一九七六年參加工作，一九八二年畢業於東北重型機械學院，同年加入哈電集團，曾於本集團原電機廠長期從事員工培訓和企業策劃工作。先後擔任職工大學副校長、公司辦公室副主任、企業策劃部部長、副總經濟師等職務。二零零三年五月起任本公司辦公室主任，二零零六年三月起兼任董事會秘書局主任。

**Mr. Han Jian-wei**, 53, researcher & senior engineer and with a bachelor degree, now deputy general manager of the Company. Mr. Han joined in work in October 1973, and graduated from Harbin Institute of Technology in 1982 and was conferred the bachelor degree. He has been designer of design division, installation worker and deputy section chief of user service division, director of production division of Harbin Boiler Company Ltd of HE. He has been vice chief economist, vice general manager, chairman, general manager of HBC. He was appointed as deputy general manager of the Company since 26th December, 2007.

**Mr. Feng Yong-qiang**, 46, senior political-work master and master of business administration, now deputy general manager of the Company and secretary of the Communist Party Committee of the Boiler Company of the Group. Mr. Feng graduated from Harbin Institute of Electrical Engineering in 1985, majoring in electrical engineering, and joined in HE in the same year. He was the secretary of the Communist Party Committee Office, secretary of Youth League, secretary and factory director of piping workshop, and factory director of heavy vessel workshop of former Boiler Works of HE. He was deputy secretary of the Communist Party Committee and secretary of the Supervisory Committee of the Boiler Company in 1997. He was the standing committee and deputy mayor of the city of Tongliao in the Inner Mongolia Autonomous Region in November 2001. He was appointed as deputy secretary of the Communist Party Committee of the Boiler Company in November 2003.

### COMPANY SECRETARY

**Mr. Ma Sui**, 52, associate professor and master of business administration, now company secretary of the Company and director of office. Mr. Ma joined in work in 1976. He graduated from Northeast Heavy Machinery Institute in 1982 and joined in HE in the same year. He used to work at the Company's electrical machinery plant on staff training and corporate planning. He has been deputy chancellor of the Staff Collage, deputy office director of the Company, department head of the corporate planning department, deputy chief financial official, etc. He was appointed as the director of office in May 2003, and director of the secretarial bureau of the board of directors from May 2006.

# 董事會報告書

R E S U L T S A N D D I R E C T O R S ' R E P O R T

董事會欣然提呈本集團二零零八年年度報告和截至二零零八年十二月三十一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6。

本集團所有業務均以中國為基地，其中約91%之集團營業額來自中國。

截至二零零八年十二月三十一日止年度，本集團產品出口營業額為41,187萬美元，佔總營業額的9.41%。本集團的出口地區主要包括亞洲、非洲、俄羅斯等地區。

## 附屬公司

本公司擁有7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；哈電集團(秦皇島)重型裝備有限公司主要從事大型火電、核電、燃氣輪機等設備的生產和裝配；哈爾濱電機廠交直流電機有限責任公司主要從事大中型交直流電機、核電主泵電機的生產和銷售；哈電集團哈爾濱電站閥門有限公司主要從事電站閥門的生產和銷售。

於二零零八年十二月三十一日，本公司主要附屬公司詳情載於本年報財務報表附註44。

The Directors are pleased to submit 2008 annual report and audited financial statements for the year ended 31st December, 2008 of the Company.

## PRINCIPLE ACTIVITIES

The Company and its principal subsidiaries are mainly engaged in manufacturing and sales of various kinds of power equipments and power station engineering services, which are set out in Note 6 to the financial statements.

All the activities of the Group are based in the PRC, where 91 per cent of the Group's turnover is derived from.

The export sales of the Group for the year ended 31st December, 2008 amounted to US\$411.87 million, representing 9.41 per cent of the Group's total turnover for the year. The Group's export markets mainly include Asian, African countries and Russia.

## SUBSIDIARIES AND ASSOCIATED COMPANIES

The Company has seven principal subsidiaries. Harbin Electrical Machinery Co., Ltd is mainly in the field of manufacture and sales of hydro generator units and steam turbine generator units. Harbin Boiler Co., Ltd is mainly in the field of manufacture and sales on boilers for power stations. Harbin Turbine Co., Ltd is mainly in the field of manufacture and sales on steam turbine for power stations. Harbin Power Engineering Co., Ltd is mainly in the field of the turn-key construction of power station projects and complete set of power station equipment. 哈電集團(秦皇島)重型裝備有限公司 is mainly in the field of manufacture and assembly on equipments such as large scale thermal power, nuclear power and gas turbine. 哈爾濱電機廠交直流電機有限責任公司 is mainly in the field of manufacture and sales on medium-to-heavy-duty AC/DC motors and nuclear power main pump motors and 哈電集團哈爾濱電站閥門有限公司 is mainly in the field of manufacture and sales on valves for power stations.

Details of the Company's principal subsidiaries for the year ended 31st December, 2008 are set out in Note 44 to the financial statements.

## 董事會報告書(續)

R e s u l t s a n d D i s t r i b u t i o n

### 業績及分配

本集團截至二零零八年十二月三十一日止之年度業績載於本年報第59頁的綜合損益表中。

董事會建議本公司二零零八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2,841萬元。
2. 董事會建議向二零零九年五月十二日登記在股東名冊的股東派發二零零八年度股息每股人民幣0.075元(含適應稅金)，合共派發股息人民幣10,326萬元。H股股東的股息將以港幣支付，匯率乃按二零零九年四月二十四日前五天中國人民銀行公佈的人民幣兌港幣匯率市場價計算，即1元人民幣折合港幣1.134元，H股股東每股可獲股息0.0851元港幣(含適應稅金)。
3. 公司定於二零零九年五月十二日至二零零九年六月十一日(包括首尾兩天)暫停辦理股票過戶登記，二零零八年末期股息將派發於二零零九年五月十二日已經登記在本公司股東名冊之股東。該股息將於二零零九年八月十四日之前派發。為確保有資格收取二零零八年度末期股息，所有填妥之過戶文件連同有關股票須於二零零九年五月十一日(星期一)下午4時30分前送達本公司於香港之過戶登記處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712—1716室。

### 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。

### FINANCIAL RESULTS AND DISTRIBUTION

The results of the Group for the year ended 31st December, 2008 are set out in the consolidated income statement on page 59 of the annual report.

The Directors propose the distribution of profit after taxation and minority interests for 2008 as follows:

1. To transfer Rmb28.41 million to the statutory surplus reserve.
2. The Directors propose a dividend of Rmb0.075 per share (appropriate tax included) for 2008 for shareholders who registered on shareholder' list before 12th May, 2009; payment of dividends totally amounted to Rmb103.26 million. Shareholders of H share will be paid in Hong Kong dollar; the exchange rate used is based on average closing rate of the People's Bank of China during the five days preceding the date of 24th April, 2009, which is Rmb1 for HK\$1.134 The dividend for every H share will be HK\$0.0851 (appropriate tax included).
3. The Register of members of the Company will be closed from 12th May, 2009 to 11th June, 2009, (both days inclusive). Final dividends for 2008 will be distributed to shareholders whose names appear in the Register of members of the Company on 12th May 2009 before 14th August 2009. In order to qualify for the final dividend for 2008, all transfers documents, accompanied by the relevant share certificates, must be lodged with the Company's Registrar, namely, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m., Monday, 11th May 2009.

### DIRECTORS AND SUPERVISORS

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



## 董事會報告書(續)

### Directors', Supervisors' and Senior Managers' Interests in the Share Capital of the Company

#### 董事、監事及高級管理人員的股本權益

於二零零八年十二月三十一日，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XV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XV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。

#### 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，其中執行董事鄒磊先生之合約於本公司下一次股東大會完結時到期，其他董事及監事之合約於二零零九年九月二十九日到期。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

截至二零零八年十二月三十一日止之年度，本公司董事及監事酬金詳情載於本年報財務報表附註11。

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

As at 31st December, 2008, 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 and/or 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.

#### DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

There are service contracts between every director, supervisor and the Company, among which Mr. Zou Lei's contract will expire by the conclusion of the forthcoming general meeting, while others' will expire by 29th September, 2009. Besides this, there are no existing and suggesting service contracts between every director, supervisor and any member company of the Group.

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

None of the director or supervisor of the Company has any material interest, whether directly or indirectly, in the contracts of significance, to which the Company or any of its subsidiaries is a party during the year.

#### 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, 2008 are set out in Note 11 to the financial statements.

## 董事會報告書(續)

R e s p e c t a b l y , D i r e c t o r s ( c o n t i n u e d )

### 獲最高酬金的前五名人士

本公司列屬董事及高級管理人員的酬金披露如下。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39。

### 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

### FIVE HIGHEST PAID PERSONNEL

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

### RETIREMENT AND BENEFIT SCHEME

Details of the retirement and benefit scheme are set out in Note 39 to the financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in Note 14 to the financial statements.

### RESERVES

The Group's reserves available for distribution are Rmb6,759.27 million until 31st December, 2008. Movements in the reserves of the Group and the Company during the year are set out in the Consolidated Statement of Changes in Equity to the financial statements.

### 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

Details of bank loans and other borrowings of the Group are set out in Note 32 to the financial statements.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association or PRC Law, which would require the Company to issue new shares to the existing shareholders according to their respective proportions of shareholding.

本公司如 茶塏嘜 確規確 招 果 井 鎮 附 蘇 芳 司  
備 確 贖 性 伴 回 廣 囉 火 風 叉  
。



## 董事會報告書(續)

### Management Discussion and Analysis (continued)

#### 重大訴訟事項

年內本集團無重大訴訟事項。

#### 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》及《重要事項揭示》一節。

#### 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10.87%。其中最大的供應商為揚州誠德鋼管有限公司，佔總採購百分比為2.65%。
2. 期內本集團首五大客戶合共佔總營業額百分比為13.93%。其中最大的客戶是印尼百通項目業主，佔總營業額百分比為3.81%。
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%或以上本公司股份者）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。

#### 委託存款及逾期定期存款

於二零零八年十二月三十一日，本公司在商業銀行或非銀行金融機構未有委託存款，亦未有逾期未取回的存款。

#### MAJOR LITIGATION

There is no major litigation of the Group for the year 2008.

#### MATERIAL CONTRACTS

The material contracts of the Group for the year are detailed in the Sections "Management Discussion and Analysis" and "Disclosure of Significant Events" of the annual report.

#### MAJOR SUPPLIERS AND CUSTOMERS

1. The aggregate amount of purchases during the period attributable to the Group's five largest suppliers represented 10.87 per cent of the Group's total purchases. Among which the largest supplier is Yangzhou Chengde Steel Tube Co. Ltd, representing 2.65 per cent.
2. 13.93 per cent of the total turnover of the Group during the period was attributable to the Group's five largest customers. Amongst which the owner of Indonesia Baitong project was the largest customer, accounting for 3.81 per cent 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 per cent 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, 2008, the Company had no entrusted deposits in commercial banks or non-bank financial institutions and had no due deposits that had not been withdrawn.

## 董事會報告書(續)

### R. 2007年12月31日以前已完稅的遞延所得 (續)

#### INCOME TAX AND EXPORT VAT REBATE

According to provisions of Administrative Measures with regard to the Recognition of Advanced Technology Enterprises (《高新技術企業認定管理辦法》) jointly issued by the Ministry of Science and Technology, the Ministry of Finance and the State Administration for Taxation of the PRC on 14th April, 2008 and the Administrative Guidance with regard to the Recognition of Advanced Technology Enterprises (《高新技術企業認定管理工作指引》) jointly issued by the Ministry of Science and Technology, the Ministry of Finance and the

## 董事會報告書(續)

### Related Party Transactions (continued)

#### 關聯交易

有關關聯交易詳情載於本年報財務報表附註40。

#### 對關聯交易的確認

本公司獨立董事已經審核了載於財務報表附註40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。

#### 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。

#### CONNECTED TRANSACTIONS

For the connected transactions, see the details in Note 40 to the financial statements of the annual report.

#### CONFIRMATION ON CONNECTED TRANSACTIONS

The Independent Directors of the Company have, in such capacity, reviewed the connected transactions (as defined in the Listing Rule) referred to in Note 40 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.

#### 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 Listing Rules and they are independent person.

## 董事會報告書(續)

### R e g i s t e r e d C o m p a n y ( L i m i t e d )

#### 股本情況

截至二零零八年十二月三十一日，本公司總股本為1,376,806,000股，其中發起人持有701,235,000股，佔總股本的50.93%，境外H股股東持有675,571,000股，佔總股本的49.07%。

#### 股東人數

於二零零八年十二月三十一日，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	<u>124</u>
股東總數	<u>125</u>

#### SHARE CAPITAL STRUCTURE

As at 31st December, 2008, the share capital structure of the Company comprised of 1,376,806,000 shares, of which 701,235,000 shares were held by the promoter (representing 50.93 per cent of the entire share capital) and 675,571,000 shares were held by overseas H shares investors (representing 49.07 per cent of the entire share capital).

#### NUMBER OF SHAREHOLDERS

Details of the Company's registered shareholders as at 31st December 2008 were as follows:

Holders of State Shares (held by the Promoter)	1
Holders of H Shares	<u>124</u>
Total number of shareholders	<u>125</u>

## 董事會報告書(續)

### Registered Shareholders (continued)

#### 首十名股東

於二零零八年十二月三十一日，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

As at 31st December, 2008, 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 Holdings	備註 Note
哈爾濱電氣集團公司 Harbin Electric Corporation	701,235,000	50.93%	H股 H shares
HKSCC Nominees Limited	673,530,598	48.92%	H股 H shares
YIP CHOK CUIU	360,000	0.02%	H股 H shares
LAM MAN LAN	250,000	0.01%	H股 H shares
CHEUNG YUM TIN	200,000	0.01%	H股 H shares
HO CHI KUN	100,000	0.01%	H股 H shares
MOK WING TI	50,000	0.00%	H股 H shares
YIH SIU LAI HAR	50,000	0.00%	H股 H shares
YIP KWAI WA	50,000	0.00%	H股 H shares
AN HUI TAO	40,000	0.00%	H股 H shares

## 董事會報告書(續)

### R. 股東權益分析 (根據二零零八年十二月三十一日股東名冊)

H股股東股權分析(根據二零零八年十二月三十一日股東名冊)

**INTEREST'S IN THE SHARE CAPITAL ANALYSIS OF HOLDERS OF H SHARES (ACCORDING TO SHAREHOLDERS LIST AT 31ST DECEMBER, 2008)**

#### 標準守則

經向董事查詢，證實所有董事在期內均已遵守《上市規則》附錄十規定的《標準守則》之規定。

#### MODEL CODE

The Company, having made specific enquiry, confirms that all members of the Board complied with the Model Code set out in Appendix 10 of the Listing Rules throughout the period.

#### 企業管治常規守則

本公司在二零零八年任何時間均已遵守香港聯交所《上市規則》附錄十四《企業管治常規守則》

#### CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied throughout the year of 2008 with all code provisions set out in the Code on Corporate Governance Practices contained in Appendix 14 of the Listing Rules.

#### 結算日後事項

#### POST BALANCE SHEET EVENTS

Pursuant to the authority delegated in the annual general meeting of the previous year, the fifth session Board of the Company resolved to appoint Mr. Zou Lei as an executive director of the Company on 11th February 2009. His term of office will expire upon the conclusion of the forthcoming general meeting of the Company.

## 董事會報告書(續)

R I G H T S O N Y U E H U A C E R T I F I E D P U B L I C A C C O U N T A N T S C O M P A N Y L I M I T E D

### 核數師

公司現任中國境內核數師為中瑞岳華會計師事務所有限責任公司，香港核數師為岳華會計師事務所有限公司。

承董事會命

董事長

宮晶堃

二零零九年四月二十四日

### AUDITORS

The current PRC auditor of the Company is China Rightson YueHua Certified Public Accountants Company Limited, and the Hong Kong auditor is Yuehua (Hong Kong) CPA Limited.

By order of the Board

**Gong Jing-kun**

*Chairman*

24th April, 2009



致各位股東：

截止二零零八年十二月三十一日止年度(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，認真履行監督檢查職能，通過參加股東大會、列席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，以提高經濟效益和綜合競爭力為目標，堅持企業可持續發展的戰略方針，積極應對國際金融危機，在公司和所屬企業全體員工的共同努力下，生產經營等各方面均取得了新的成績，其工作業績是令人滿意的。

To all shareholders:

For the year ended 31st December, 2008 (the year), all members of the Supervisory Committee ("the Committee") of Harbin Power Equipment Company Limited ("the Company") carefully fulfilled their Supervisory Committee functions in accordance with the regulations of the PRC Company Law, the Listing Rules of The Stock Exchange of Hong Kong Limited and the Articles of Association of the Company. The Committee has reviewed documents submitted by the Company and supervised the Company's activities and the manager level members' work performance by way of participating in the General Meeting and the Company's Board of Directors Meetings and convening up Supervisory Committee Meetings. In addition, the Committee participated actively in significant events of the Company, such as the Company's production and management etc. and gave a lot of positive opinions and suggestions, which pushed forward the Company's work to smoothly develop.

For the Company's work during the period under review, the Committee presents the following independent opinions:

1. During the year under review, the Company strictly complied with the nation's laws and regulations, operated in accordance with the procedures regulating listing companies, and duly executed various resolutions passed at the shareholders' meeting. With the aim of increasing cost effectiveness and overall competitiveness, the Company actively respond to international financial crisis, insisted on the strategic policy of sustainable development. Under the effort of all the staff of the Company and its subsidiaries, the Company obtained the new achievements in the production and management etc., with a satisfactory business performance.

2. 本監事會認為，公司董事、高級管理人員在履行職責、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、股東和員工權益的行為。
3. 本監事會對公司的財務狀況進行了審查，認為公司的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。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，均能夠客觀、全面地反映公司的經營業績和資產狀況，紅利分配方案兼顧了股東權益和公司發展的長遠利益，本年度提取的法定盈餘公積金符合法律、法規和公司章程的規定。
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。

本監事會由衷感謝公司各位同仁及股東的信任和 support，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，為全面實現公司二零零九年度的生產經營目標而努力工作。

承監事會命

主席

王志森

於中國哈爾濱。二零零九年四月二十四日

2. The Committee is aware that the directors and other senior managers have actively carried out their duties in the best interests of the shareholders. In addition, they carried out carefully the resolutions and decisions from the General Meetings and the Board of Directors. They have not abused their powers to act against the regulations of national laws, rules and the Article of Association of the Company interests of the Company and rights and interests of the shareholders and employees.
3. The Committee has reviewed the Company's financial situations and got the conclusion that the Company's financial work was operated step by step according to inner control system and the financial management system. The proposed annual financial report and dividend scheme by the Board of Directors, for approval of the Annual General Meeting, objectively and comprehensively reflected the operation results and asset condition of the Company. Both interests of shareholders and the Company's long-term development have been taken into account in the dividend scheme. Statutory reserve and public welfare fund provided in the year were in accordance with provisions of laws and regulations, and Articles of Association of the Company.
4. The Supervisory Committee reviewed the report of the Board. It is of the opinion that the report gives an objective and true picture of the works performed by the Company during the year.

The Committee sincerely appreciates trust and support from every employee of the Company and shareholders. With positively exploring new supervisory approach and method, establishing detailed supervisory and inspect method, the Committee will perform supervisory function better and work hard for achieving production and operation target in 2009 of the Company.

For and on behalf of the Supervisory Committee

**Wang Zhi-sen**

Chairman

Harbin, the People's Republic of China, 24th, April, 2009

# 公司管治報告

C . . . . . G . . . . . R .

公司一貫嚴格按照《中華人民共和國公司法》、《中華人民共和國證券法》及中國證監會的有關規定，積極完善公司法人治理結構，規範公司運作。

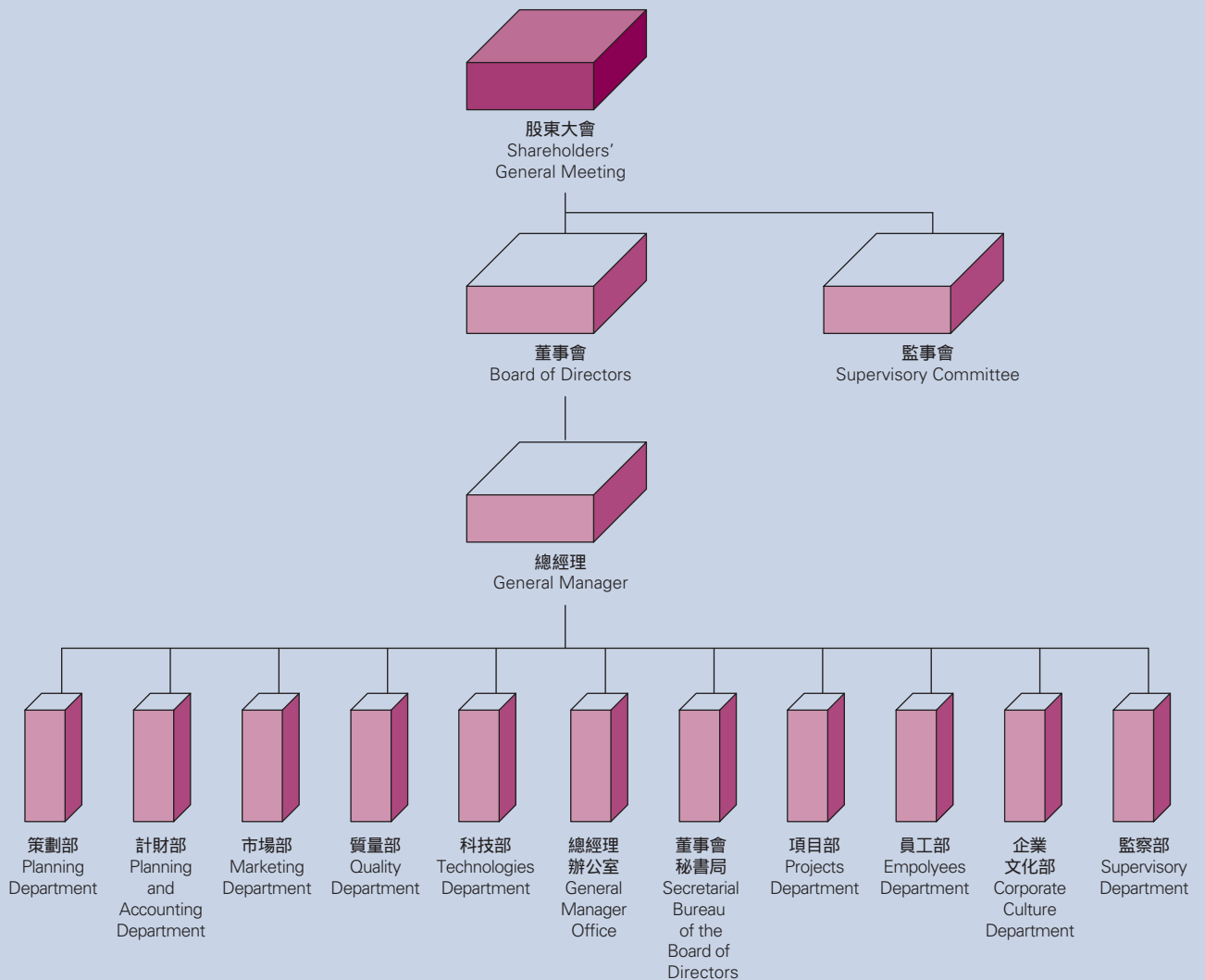
於二零零八年期間，本公司全面遵守了《香港聯合交易所上市規則》附錄十四《企業管治常規守則》的規定。

## 管理架構

The Company has improved and perfected the company's corporate governing structure and standardized the Company's operation through strictly complying with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China and the relevant provisions of China Securities Regulatory Commission.

During the year 2008, the Company fully complied with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited Appendix XIV: Code on Corporate Governance Practices.

## ORGANIZATION CHART





# 公司管治報告(續)

## C O R P O R A T E G O V E R N A N C E R E P O R T ( C O N T I N U E )

公司董事長與總經理分別由不同人士擔任，並有明確分工。董事長主持董事會工作，檢查董事會決議執行情況，而總經理負責管理運作及統籌公司業務，執行董事會決議及做出日常決策。

各董事會成員的個人簡介載於本年報董事、監事與高級管理人員一節。

### 2. 獨立董事

公司本屆董事會有5名獨立董事。各獨立董事均熟悉上市公司董事、獨立董事的權利與義務。報告期內各獨立董事本著審慎負責、積極認真的態度出席董事會會議，並充分發揮其經驗和特長，在完善公司治理和重大決策的制訂等方面做了大量工作，對公司重大決策和關聯交易等方面發表了中肯、客觀的意見，促進了董事會決策的規範化、科學化，維護了公司和廣大股東的利益。

本公司確認已收到每名獨立董事就其獨立性而作出的年度確認函。

Positions of the Chairperson of the Board of Directors and the General Manager are held by different individuals; their responsibility and duty are distinct and separate. The Chairperson of the Board of Directors presides over meetings of the Board of Directors and reviews on the implementation of resolutions passed by the Board of Directors. The General Manager is responsible for management and coordination of the operation of the Company, implementation of the resolutions passed by the Board of Directors and making decisions on a daily basis.

Biographies of the members of the Board of Directors are included in the Directors, Supervisors and Senior Management section of this Annual Report.

### 2. Independent Directors

This session of the Company's Board of Directors has five independent Directors. All the independent Directors are familiar with the powers and responsibilities of the Directors and independent Directors of a listed company. During the reporting period, all the independent Directors attended the meetings of Directors with the attitude of prudent and responsible; they fully utilized their experiences and specialties, contributed greatly toward the improvement and perfection of the corporate governance mechanism and the important decision making processes; they also provided pertinent, objective advices in regard to important decisions and connected transactions of the Company, further standardized the decision making process of the Board of Directors and making this process more scientific, therefore protected the interests of the company and the shareholders as a whole.

The Company has received annual confirmation from each of the independent Directors about his/her independence.

# 公司管治報告(續)

## C O R P O R A T E G O V E R N A N C E R E P O R T (C O N T I N U E D)

### 3. 董事會會議

年內本公司共舉行5次董事會會議，討論公司的整體戰略、投資方案、營運及財務表現。本公司獨立董事對本公司決策事項未有異議。會議出席情況如下：

### 3. Meetings of the Board of Directors

During the year, five Board of Directors' meetings were held to discuss the overall strategies, investment plans, operation and financial performance of the Company. The independent Directors have no dissenting opinions regarding any of the Company's resolutions. Attendances of the meetings are as follows:

董事姓名 Name of Director	應參加董事會會議次數 Attendance Required (No.)	親自出席(次) Attendance in Person (No.)	出席率 Attendance Ratio
宮晶堃先生 Mr. Gong Jing-kun	5	5	100%
鄒磊先生(二零零九年 二月十一日新選聘 之董事) Mr. Zou Lei (new elected director on 11th February, 2009)	5	5	100%
曲大莊先生 Mr. Qu Da-zhuang	5	5	100%
段洪義先生 Mr. Duan Hong-yi	5	5	100%
商中福先生 Mr. Shang Zhong-fu	5	5	100%
吳偉章先生 Mr. Wu Wei-zhang	5	4	80%
周道炯先生 Mr. Zhou Dao-jiong	5	4	80%
賈成炳先生 Mr. Jia Cheng-bing	5	5	100%
李荷君女士 Ms. Li He-jun	5	5	100%
丁雪梅女士 Ms. Ding Xue-mei	5	4	80%
姜魁先生 Mr. Jiang Kui	5	2	40%

所有董事均能通過公司秘書及時獲得公司董事會必須遵守的法定、監管及其它持續責任的相關資料及最新動向，以確保其能了解應盡之職責，保證董事會的程序得以貫徹執行以及適用的法律、法規得以恰當遵守。本公司董事和董事會專業委員會有權根據工作要求聘請獨立專業機構為其服務，由此發生的合理費用由公司承擔。

The relevant information and current development of the statutory, supervisory and other continuous responsibilities of the Company's Board of Directors can be obtained by all Directors through the Secretary of the Company in a timely fashion, so as all Directors understand his/her duties, and the procedures of the Board of Directors are properly implemented and applicable laws and regulations are correctly complied. The Directors and the Board of Directors' special committees have the right to appoint independent professional organizations for their service according to the requirement of their duties; the reasonable costs incurred in those occasions are born by the Company.

本公司已採納香港聯合交易所上市規則附錄十《上市公司董事進行證券交易的標準守則》作為公司董事的標準守則。本公司已向所有董事做出查詢，所有董事已確認在報告期內其已完全遵守《上市公司董事進行證券交易的標準守則》。

#### 董事會專門委員會

公司董事會設立了審核委員會、薪酬委員會、提名委員會、戰略發展委員會等四個專門委員會，其成員全部由董事組成。

本公司第五屆董事會審核委員會成員包括：李荷君、丁雪梅、段洪義。審核委員會中獨立董事佔三分之二並由獨立董事李荷君擔任主任委員，符合《上市規則》第3.21條的規定。本年度審核委員會共舉行了2次會議，審閱了本集團的年度、半年度業績報告和財務報告。

#### 監事會

本公司監事會由4名監事組成，其中職工代表監事2名。

#### (A) 期內監事會會議情況

期內監事會共召開了3次會議，主要內容如下：

1. 二零零八年三月七日，公司召開第五屆臨時監事會會議，選舉王志森先生為監事會主席。
2. 二零零八年四月十一日召開第五屆監事會第四次會議，會議通過本公司二零零七年度監事會報告、經審計的財務報告及年報摘要。

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies set out in Appendix X of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited as a model code for Directors of the company. Specific enquiries have been made of all Directors, who have confirmed their compliance with the Model Code for Securities Transactions by Directors of Listed Companies during the reporting period.

#### SPECIAL COMMITTEES UNDER BOARD

The Company has established four Special Committees, namely the audit committee, the Remuneration committee, the nominations committee and the strategy development committee; their members consist of Directors.

The Audit Committee of the fifth session of the Board of Directors includes: Li He-jun, Ding Xue-mei, and Duan Hong-yi. Two-third of the members of the Audit Committee are independent Directors and independent Director Li He-jun is the chairperson of the Committee, as in accordance with the stipulation of the Listing Rule, Article 3.21. During the year, the Audit Committee held two meetings, and had reviewed the Group's annual and semi-annual performance reports and Financial Reports.

#### SUPERVISORY COMMITTEE

The Company's Supervisory Committee consists of four supervisors, of which two supervisors are representing staff and workers.

#### (A) The Supervisory Committee Meeting in the period under review:

The Supervisory Committee held three meetings in the period under review, the main contents of which are as follows:

1. On 7th March, 2008, the Company held the extraordinary meeting of the Supervisory Committee, and elected Mr. Wang Zhisen as Chairman of the Supervisory Committee.
2. The Fourth Meeting of the Fifth Term of Supervisory Committee was held on 11th April, 2008, which passed the Company's report of Supervisory Committee, Audited Financial Reports and Annual Report for the year 2007.



# 公司管治報告(續)

## Corporate Governance Report (Continued)

3. 二零零八年八月二十九日召開第五屆監事會第五次會議，會議通過本公司二零零八年半年度未經審計的財務報告、半年度報告等議案。

3. The Fifth Meeting of the Fifth Term of Supervisory Committee was held on 29th August, 2008, which passed the resolutions on the Company's Interim Audited Financial Reports and Interim Reports for the first half of 2008.

### (B) 監事會對公司二零零八年度有關事項的獨立意見

#### 1. 公司依法運作情況

監事會依據國家有關法律、法規對二零零八年公司股東大會、董事會的召開程序、決議事項、董事會對股東大會決議的執行情況、公司管理制度的執行、經營管理的效能等進行了監督、檢查，認為公司二零零八年度嚴格按照《公司法》、《上市規則》、本公司章程及其它有關法規制度規範運作，經營決策科學合理，進一步完善了內部管理，建立了良好的內控機制。

#### 2. 檢查公司財務情況

監事會認真審核了董事會準備提交股東大會審議的公司二零零八年度財務決算報告、年度利潤分配方案、經岳華會計師事務所審計並出具的二零零八年度財務審計報告等相關資料。監事會認為：公司二零零八年度財務審計報告真實可靠，客觀地反映了公司的財務狀況和經營成果。監事會同意境內外會計師事務所出具的公司財務審計報告。

### (B) Independent Opinions of the Supervisory Committee to the Related Matters of the Company in the Year 2008

#### 1. 公司依法運作情況

According to related laws and regulations, the Supervisory Committee has supervised and examined the convening procedures of the General Meeting and the Board of Directors Meeting 2008, resolution matters, the Board of Directors' implementation of the General Meeting resolutions, the enforcement of the Company's management rules and the efficiency of the Company's operating and managing, and the Supervisory Committee deemed that the Company has operated strictly according with the related provisions of the PRC Company Law, the Listing Rules, the Articles of Association of the Company and other regulations; that the Company operates under scientific and proper decision making procedure; and that the Company further perfected its internal management and built favorable inner control system in 2008.

#### 2. 檢查公司財務情況

The Supervisory Committee carefully reviewed the Company's Financial Balancing Report 2008, Profit Distribution Scheme and the Audited Financial Reports 2008 (audited and submitted by Yuehua CPA Limited), which the Board of Directors arranged to submit to the General Meeting. The Supervisory Committee deemed that the Company's audited Financial Reports 2008 was true and credible, which objectively presented the Company's financial situations and business results. The Supervisory Committee approved the Company's Financial Auditing Reports submitted by accounting offices both at home and abroad.

3. 監督委員會對董事會及高級管理人員履行職責的監督

The members of the Supervisory Committee participated in the Board of Directors Meeting and the General Meeting without voting, the Supervisory Committee supervised the implementation of the General Meeting resolutions, and deemed that the Board of Directors could carefully carry out the General Meeting decisions.

**(C) The Implementation of Supervisory Duties by the Supervisory Committee**

The Supervisory Committee supervised the Directors and senior managers of the Company in accordance with the related laws and the Articles of Association of the Company, and deemed that the Directors and senior managers of the Company carried out their duties lawfully, without any act against the related laws and regulations and the Articles of Association of the Company or the interests of the Company.

**INTERNAL CONTROL AND INTERNAL AUDIT**

The Board of Directors is responsible to establish and maintain the internal control system of the Company, and to establish the Audit Committee. The Company has established the audit department internally, which monitors and supervise the disclosure of financial information by the Company regularly or where necessary, as well as operation and internal control activities, so as to ensure the transparency of information disclosure externally, operation efficiency and effectiveness in corporate control mechanisms.

#### AUDITORS

The tenth meeting for the Fifth Board was held on 29th August 2008. During the meeting, it was decided that YueHua Certified Public Accountants Company Limited would be appointed as the Chief Auditor for the financial reports prepared according to PRC Accounting Rules and Regulations for the year 2008, and Yuehua (Hong Kong) CPA Limited would be appointed as the auditor for the international financial reports pursuant to the authority of the Shareholders' General Meeting.

The financial statements included in the annual report of the Company for the year 2008 were prepared according to PRC Accounting Rules and Regulations and Hong Kong Financial Reporting Standards, and were audited by China Rightson YueHua Certified Public Accountants Company Limited, the domestic auditor, and Yuehua (Hong Kong) CPA Limited, the international auditor.

#### Information Publication and Supervision

The Company continuously improves information publication management and enhances the investor communication management. The Company discloses information on an open, fair, true, accurate, complete and timely ground and strictly in accordance with the related disclosure requirements of relative laws and regulations, the Article of Association of the Company and Listing Rules, and improves the Company's transparency. In order to improve the communication with investors, the Company issues its Interim Report and Annual Reports( open,)

# 獨立核數師報告書

Independent Auditor's Report

致哈爾濱動力設備股份有限公司  
全體股東

(於中華人民共和國註冊成立之股份有限公司)

我們已完成審核哈爾濱動力設備股份有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載於第59頁至137頁之綜合財務報表,此綜合財務報表包括於二零零八年十二月三十一日之綜合資產負債表和公司資產負債表與截至該日止年度的綜合損益表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他附註解釋。

## 董事就綜合財務報表須承擔的責任

貴公司董事須負責按照香港會計師公會頒佈的香港財務報告準則及香港公司條例披露規定,編制及真實與公平地呈報該等財務報表。該責任包括設計、實施及維護與編制及真實與公平地呈報綜合財務報表有關的內部控制,以確保並無重大錯誤陳述(不論是否因欺詐或錯誤引起);選擇並應用適當的會計政策;及按情況作出合理之會計估計。

## 核數師的責任

我們的責任是根據我們審核工作的結果,對該等綜合財務報表作出獨立意見,並僅向閣下整體報告,而概作其他用途。我們不會就本報告內容向其他任何人士承擔或負上任何責任。我們是按照香港會計師公會頒佈之核數準則進行審核工作。該等準則規定我們須遵循道德規定,並計劃和執行審核,以合理確定此等綜合財務報表是否存有任何重大錯誤陳述。

## TO THE SHAREHOLDERS OF HARBIN POWER EQUIPMENT COMPANY LIMITED

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

We have audited the consolidated financial statements of Harbin Power Equipment Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 59 to 137 which comprise the consolidated and company balance sheets as at 31st December, 2008, and the consolidated income statements, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

## DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statement based on our audit 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. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

## 獨立核數師報告書(續)

Independent Auditor's Report (continued)

審核涉及執行情序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評

# 綜合損益表

## Consolidated Income Statement

截至二零零八年十二月三十一日止年度  
For the year ended 31st December, 2008

		附註 Notes	2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
主營業務收入	<b>Turnover</b>	5	<b>29,903,544</b>	27,648,584
主營業務成本	Cost of sales		<b>(25,896,464)</b>	(23,320,873)
主營業務溢利	<b>Gross profit</b>		<b>4,007,080</b>	4,327,711
其他業務收入	Other income	7	<b>391,260</b>	355,042
營業費用	Distribution costs		<b>(425,281)</b>	(413,613)
管理費用	Administrative expenses		<b>(2,153,807)</b>	(1,886,760)
其他業務支出	Other expenses		<b>(74,000)</b>	(149,151)
財務支出	Finance costs	8	<b>(195,325)</b>	(154,858)
於聯營公司溢利	Share of results of associates	20	<b>23,320</b>	37,449
除稅前溢利	<b>Profit before taxation</b>		<b>1,573,247</b>	2,115,820
稅項	Income tax expense	9	<b>(289,532)</b>	(331,246)
本年度溢利	<b>Profit for the year</b>	10	<b>1,283,715</b>	1,784,574
可分配於：	<b>Attributable to:</b>			
控股公司股東	Equity holders of the Company		<b>1,041,837</b>	1,527,979
少數股東權益	Minority interests		<b>241,878</b>	256,595
			<b>1,283,715</b>	1,784,574
股息	Dividends	12	<b>125,289</b>	123,913
每股盈利 - 基本	<b>Earnings per share-basic</b>	13	<b>Rmb75.7 cents</b>	Rmb112.3 cents

# 綜合資產負債表

## Consolidated Balance Sheet

於二零零八年十二月三十一日  
At 31st December, 2008

		附註 Notes	2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
<b>非流動資產</b>				
<b>Non-currents assets</b>				
物業、廠房及設備		14	<b>3,802,837</b>	2,856,048
投資物業		15	<b>271,383</b>	287,605
預付土地租賃		16	<b>350,438</b>	358,098
專利權		17	<b>114,223</b>	126,202
遞延稅項資產		18	<b>133,837</b>	87,105
於聯營公司之權益		20	<b>150,536</b>	128,101
待銷售性投資		21	<b>27,074</b>	28,074
			<b>4,850,328</b>	3,871,233
<b>流動資產</b>				
<b>Current assets</b>				
存貨		22	<b>12,941,218</b>	10,167,289
應收賬款		23	<b>12,354,226</b>	8,994,565
應收票據		23	<b>361,324</b>	208,710
其他應收款、按金及預付款項		23	<b>6,537,067</b>	5,339,159
預付土地租賃		16	<b>9,710</b>	11,760
建造合同應收款		24	<b>1,045,979</b>	3,632,591
應收同系附屬公司款項		25	<b>66,353</b>	67,327
有限制存款			<b>14,568</b>	6,630
已抵押存款		38	<b>484,255</b>	169,684
定期存款		26	<b>3,079,921</b>	940,000
銀行結存及現金		26	<b>7,221,676</b>	8,681,542



## 綜合資產負債表(續)

### Consolidated Balance Sheet (Continued)

		附註 Notes	2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
<b>股本及儲備</b>	<b>CAPITAL AND RESERVES</b>			
股本	Share capital	33	1,376,806	1,376,806
儲備	Reserves	34	6,759,274	5,836,187
分配於母公司股東權益	Equity attributable to equity holders of the Company		8,136,080	7,212,993
少數股東權益	Minority interests		1,431,845	1,199,417
<b>權益合計</b>	<b>TOTAL EQUITY</b>		<b>9,567,925</b>	8,412,410
<b>非流動負債</b>	<b>Non-current liabilities</b>			
已收按金	Deposits received	29	5,059,506	1,621,598
欠控股公司款項	Advance from holding company	30	306,720	142,702
須於一年後償還之借款	Borrowings-due after one year	32	3,535,114	4,009,892
			<b>8,901,340</b>	5,774,192
			<b>18,469,265</b>	14,186,602

載於第59頁至137頁之財務報表經由董事會於二零零九年四月二十四日通過及批准發佈，並由下列董事代表董事會簽署：

The consolidated financial statements on pages 59 to 137 were approved and authorized for issue by the Board of Directors on 24th April, 2009 and are signed on its behalf by:

曲大莊  
**Qu Da-zhuang**  
董事  
DIRECTOR

商中福  
**SHANG Zhong-fu**  
董事  
DIRECTOR

# 資產負債表

## Balance Sheet

於二零零八年十二月三十一日  
At 31st December, 2008

		附註 Notes	2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
<b>非流動資產</b>	<b>Non-currents assets</b>			
物業、廠房及設備	Property, plant and equipment	14	<b>927,582</b>	398,541
預付土地租賃	Prepaid lease payments	16	<b>34,793</b>	35,548
於附屬公司之權益	Interests in subsidiaries	19	<b>2,413,428</b>	2,262,001
於聯營公司之權益	Interests in associates	20	<b>60,084</b>	41,811
待銷售性投資	Available-for-sale investments	21	<b>17,879</b>	17,879
			<b>3,453,766</b>	2,755,780
<b>流動資產</b>	<b>Current assets</b>			
存貨	Inventories	22	<b>435,165</b>	173,532
應收賬款	Trade debtors		<b>309,603</b>	381,244
其他應收款、按金及預付款項	Other debtors, deposits and prepayments		<b>299,269</b>	864,937
預付土地租賃	Prepaid lease payments	16	<b>754</b>	754
應收附屬公司款項	Amounts due from subsidiaries	19	<b>1,347,351</b>	996,022
定期存款	Bank deposits	26	<b>56,254</b>	300,000
銀行結存及現金	Cash and cash equivalents	26	<b>453,387</b>	890,545
			<b>2,901,783</b>	3,607,034
<b>流動負債</b>	<b>Current liabilities</b>			
應付賬款	Trade creditors	28	<b>272,010</b>	385,629
其他應付款及應計費用	Other creditors and accrued charges	28	<b>136,355</b>	261,283
已收按金	Deposits received	29	<b>662,023</b>	379,462
欠控股公司款項	Advance from holding company	30	<b>567</b>	567
欠附屬公司款項	Amounts due to subsidiaries	19	<b>184,866</b>	323,330
應交稅金	Tax payables	31	<b>26,428</b>	61,490
須於一年內償還之借款	Borrowings – due within one year	32	<b>97,500</b>	200,000
			<b>1,379,749</b>	1,611,761
<b>流動資產淨值</b>	<b>Net current assets</b>		<b>1,522,034</b>	1,995,273
<b>扣除流動負債後的總資產</b>	<b>Total assets less current liabilities</b>		<b>4,975,800</b>	4,751,053

## 資產負債表(續) Balance Sheet (continued)

		附註 Notes	2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
<b>股本及儲備</b>		<b>CAPITAL AND RESERVES</b>		
股本	Share capital	33	<b>1,376,806</b>	1,376,806
儲備	Reserves	34	<b>3,505,670</b>	3,346,827
<b>權益合計</b>		<b>TOTAL EQUITY</b>		
<b>非流動負債</b>		<b>Non-current liabilities</b>		
欠控股公司款項	Advance from holding company	30	<b>60,540</b>	-
須於一年後償還之借款	Borrowings-due after one year	32	<b>32,784</b>	27,420
			<b>93,324</b>	27,420
			<b>4,975,800</b>	4,751,053

# 綜合股東權益變動表

## Consolidated Statement of Changes in Equity

截至二零零八年十二月三十一日止年度  
For the Year Ended 31st December, 2008

於本公司股份持有人之權益

Attributable to equity holders of the Company

		股本		資本儲備	法定盈餘	其他儲備	投資	保留溢利	總計	少數	總權益
		Share capital	Share premium	Statutory capital reserve	Statutory surplus reserve	Other reserve	Investment revaluation reserve	Retained profits		Minority interests	
		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	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	Rmb'000	Rmb'000	Rmb'000
於二零零七年一月一日	At 1st January, 2007	1,274,451	1,089,089	709,850	493,639	-	16,101	1,248,337	4,831,467	947,931	5,779,398
本年度溢利	Profit for the year	-	-	-	-	-	-	1,527,979	1,527,979	256,595	1,784,574
處置待銷售性投資	Transfer to profit or loss on sale of available-for-sale investments	-	-	-	-	-	(16,101)	-	(16,101)	(5,109)	(21,210)
股本增發	Issue of share capital	102,355	914,623	-	-	-	-	-	1,016,978	-	1,016,978
股本增發費用	Share issue expense	-	(23,417)	-	-	-	-	-	(23,417)	-	(23,417)
轉撥	Transfers	-	-	-	37,975	-	-	(37,975)	-	-	-
股息	Dividends	-	-	-	-	-	-	(123,913)	(123,913)	-	(123,913)
於二零零七年十二月三十一日	At 31st December, 2007	1,376,806	1,980,295	709,850	531,614	-	-	2,614,428	7,212,993	1,199,417	8,412,410
本年度溢利	Profit for the year	-	-	-	-	-	-	1,041,837	1,041,837	241,878	1,283,715

## 綜合股東權益變動表(續)

### Consolidated Statement of Changes in Equity (Continued)

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) 提取任意盈餘公積金；及
- (4) 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%除稅後溢利，撥入其個別之法定盈餘公積金賬內。

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50%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25%。

資本公積金為向哈爾濱電氣集團公司(「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。

其他儲備為收購附屬公司少數股東之權益之收購而計入其他儲備內。

In accordance with the PRC Company Law, the profit after taxation is applied in the following order:

- (1) making up of losses;
- (2) allocation to statutory surplus reserve;
- (3) allocation to discretionary surplus reserve; and
- (4) payment of dividends in respect of ordinary shares.

In accordance with the PRC Company Law and the relevant Articles of Association, the Company and its subsidiaries are required to appropriate amounts equal to 10% of their profit after taxation as determined in accordance with the PRC accounting standards to each of the statutory surplus reserve.

Statutory surplus reserve is part of shareholders' equity and when its balance reaches an amount equal to 50% of the Company's registered capital, further appropriation needs not be made. According to the PRC Company Law, statutory surplus reserve may be used to make up past losses, to increase production and business operations or to increase capital by means of conversion. However when funds from statutory surplus reserve are converted to capital, the funds remaining in such reserve shall amount to not less than 25% of the registered capital.

The statutory capital reserve represents the surplus arising from the difference between the fair value of the net assets of the principal business undertakings transferred from Harbin Electric Corporation ("HE") to the Group and the nominal value of the State shares issued to HE by the Company when the Company was formed.

Other reserve represents the discount on acquisition arising from the acquisition of additional interests in subsidiaries from minority shareholders, which was credited to the other reserve.

## 綜合股東權益變動表(續)

### Consolidated Statement of Changes in Equity (continued)

有關上述(3)及(4)項目在任何年度之分配比例細則將由董事會酌量本公司及其附屬公司的經營情況及發展需要釐定，並須提請股東會批准。

在尚未彌補虧損及提取法定盈餘公積金及之前，本公司及其附屬公司均不能派發股息。

根據財政部於一九九五年八月頒佈有關溢利分配之文件，可分配予股東之金額為根據中國會計準則所計算之金額或根據香港普遍接受之會計準則所計算之金額，兩者以較低者為準。於二零零八年十二月三十一日本公司之可分配儲備為根據香港普遍接受之會計準則所釐定之留存溢利為人民幣421,571,000元(二零零七年：人民幣291,141,000元)。如上文所述，法定公積金亦可於適當時候派發予股東。

The amount of appropriation in respect of items (3) and (4) above for any year shall be recommended by the directors in accordance with the operational conditions and development requirements of the Company and its subsidiaries and shall be submitted to the shareholders in general meeting for approval.

No dividends shall be paid by the Company and its subsidiaries before they have made up their losses and made allocations to the statutory surplus reserve.

Pursuant to a document issued by the Ministry of Finance in August 1995 in respect of profit appropriations, the amount available for distribution to shareholders is the lesser of the amount determined in accordance with the PRC accounting standards and the amount determined in accordance with accounting principles generally accepted in Hong Kong. At 31st December, 2008, the amount available for distribution to shareholders was Rmb421,571,000 (2007: Rmb291,141,000) representing the retained profits of the Company prepared under accounting principles generally accepted in Hong Kong. As also mentioned above, the balance of statutory surplus reserve can also be distributed to shareholders in certain situations.

# 綜合現金流量表

## Consolidated Cash Flow Statement

截至二零零八年十二月三十一日止年度  
For The Year Ended 31st December, 2008

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
<b>經營業務</b>	<b>Cash flows from operating activities</b>		
除稅前溢利	Profit before taxation	<b>1,573,247</b>	2,115,820
調整：	Adjustments for:		
呆壞賬準備	Allowance for bad and doubtful debts	<b>265,511</b>	262,962
存貨跌價準備	Allowance for inventories	<b>52,519</b>	92,613
預付土地租賃攤銷	Amortisation of prepaid lease payments	<b>9,710</b>	11,760
專利權攤銷	Amortisation of patents	<b>17,160</b>	71,195
股息收入	Dividend income	<b>(2,737)</b>	(794)
物業、廠房及設備折舊	Depreciation of property, plant and equipment	<b>436,996</b>	372,479
投資物業折舊	Depreciation of investment properties	<b>16,222</b>	21,906
財務支出	Finance costs	<b>195,325</b>	154,858
處置待銷售性投資收益	Gain on disposal of available-for-sale investments	-	(39,136)
處置物業、廠房及設備(收益)虧損	(Gain)/Loss on disposal of property, plant and equipment	<b>(3,117)</b>	614
投資物業減值確認	Impairment loss recognized in respect of investment properties	-	2,520
專利權減值確認	Impairment loss recognized in respect of patents	-	8,403
物業、廠房及設備減值確認	Impairment loss recognized in respect of property, plant and equipment	<b>1,772</b>	46,886
利息收入	Interest income	<b>(237,545)</b>	(229,852)
金融衍生工具公允價值減值	Loss on fair value change of foreign currency forward contracts	<b>3,133</b>	-
物業、廠房及設備撇銷	Property, plant and equipment written off	<b>19,803</b>	14,715
專利權撇銷	Patent written off	<b>4,613</b>	-
呆壞賬準備回撥	Reversal of allowance for bad and doubtful debts	-	(10,943)
物業、廠房及設備減值準備回撥	Reversal of impairment loss of property, plant and equipment	<b>(6,482)</b>	(570)
存貨跌價準備回撥	Reversal of allowance for inventories	-	(35,709)
於聯營公司溢利	Share of results of associates	<b>(23,320)</b>	(37,449)
<b>營運資金變動前之經營業務現金流量</b>	<b>Operating profit before working capital changes</b>	<b>2,322,810</b>	2,822,278
存貨(增加)減少	(Increase)/Decrease in inventories	<b>(2,826,448)</b>	1,279,498
應收賬款增加	Increase in trade debtors	<b>(3,620,639)</b>	(2,679,592)
應收票據(增加)減少	(Increase)/Decrease in bills receivable	<b>(152,614)</b>	108,145
其他應收款、按金及預付款項(增加)減少	(Increase)/Decrease in other debtors, deposits and prepayments	<b>(1,389,315)</b>	720,994
建造合同應收款減少(增加)	Decrease/(Increase) in amounts due from customers for contract work	<b>2,586,612</b>	(91,329)
應收聯營公司款項(增加)減少	(Increase)/Decrease in amounts due from associates	<b>(2,829)</b>	77,796
應收同系附屬公司款項減少(增加)	Decrease/(Increase) in amounts due from fellow subsidiaries	<b>974</b>	(12,586)
建造合同應付款(減少)增加	(Decrease)/Increase in amounts due to customers for contract work	<b>(1,259)</b>	71,128
應付賬款增加(減少)	Increase/(Decrease) in trade creditors	<b>2,447,719</b>	(1,272,352)
其他應付款及應計費用(減少)增加	(Decrease)/Increase in other creditors and accrued charges	<b>(607,971)</b>	1,286,947
已收按金增加	Increase in deposits received	<b>4,912,109</b>	1,215,806
應付股東款項減少	Decrease in amounts due to shareholders	-	(1,071)
應付同系附屬公司款項增加	Increase in amounts due to fellow subsidiaries	<b>26,643</b>	10,474
應付增值稅及其他應付稅項(減少)增加	(Decrease)/Increase in value added tax and other taxes payable	<b>(656,524)</b>	274,530



# 綜合現金流量表(續)

## Consolidated Cash Flow Statement (continued)

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
經營業務所產生之現金淨額	<b>Cash generated from operations</b>	<b>3,039,268</b>	3,810,666
已付股息	Dividends paid	<b>(125,289)</b>	(123,913)
已付所得稅	Income tax paid	<b>(361,375)</b>	(126,631)
經營業務產生之現金淨額	<b>Net cash generated from operating activities</b>	<b>2,552,604</b>	3,560,122
<b>投資業務</b>	<b>Cash flows from investing activities</b>		
出售待銷售性投資所得款	Proceeds from disposal of available-for-sale investments	<b>1,000</b>	20,799
銀行定期存款減少	Decrease in bank deposits	<b>(2,139,921)</b>	(358,791)
利息收入	Interest received	<b>237,545</b>	229,852
出售物業、廠房及設備所得款	Proceeds from disposal of property, plant and equipment	<b>66,291</b>	21,263
已收聯營公司股息	Dividend received from associates	<b>3,714</b>	-
已收待銷售性投資股息	Dividend received from available-for-sale investments	<b>2,737</b>	794
已抵押銀行存款增加	Increase in pledged bank deposits	<b>(314,571)</b>	(129,184)
購置投資物業	Purchases of investment properties	<b>-</b>	(8,956)
購置物業、廠房及設備	Purchases of property, plant and equipment	<b>(1,275,178)</b>	(649,649)
購置預付土地租賃	Additions to prepaid lease payments	<b>-</b>	(9,617)
購置專利權	Purchases of patents	<b>(9,794)</b>	(132,174)
有限制銀行存款(增加)減少	(Increase)/Decrease in restricted bank deposits	<b>(7,938)</b>	5,370
收購附屬公司少數股東之權益	Purchases of additional interests in subsidiaries	<b>(2,921)</b>	-
投資業務所用之現金淨額	<b>Net cash used in investing activities</b>	<b>(3,439,036)</b>	(1,010,293)
<b>融資業務</b>	<b>Cash flows from financing activities</b>		
新增銀行貸款	New bank loans raised	<b>733,226</b>	1,298,322
發行股本所得款	Proceeds from issue of shares	<b>-</b>	993,561
新增其他貸款	Other loans raised	<b>27,300</b>	23,634
欠控股公司款項增加	Advance from holding company	<b>73,532</b>	(254,493)
償還銀行貸款	Repayment of bank loans	<b>(1,180,059)</b>	(895,234)
已付利息	Interest paid	<b>(195,325)</b>	(154,858)
償還其他貸款	Repayment of other loans	<b>(1,118)</b>	(36,481)
融資業務(所用)產生之現金淨額	<b>Net cash (used in)/from financing activities</b>	<b>(542,444)</b>	974,451

## 綜合現金流量表(續)

### Consolidated Cash Flow Statement (continued)

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
現金及現金等價物(減少)增加	<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(1,428,876)</b>	3,524,280
年初現金及現金等價物	<b>Cash and cash equivalents at the beginning of the year</b>	<b>8,681,542</b>	5,157,262
匯率變動對現金等價物的影響	<b>Effect of foreign exchange rate changes</b>	<b>(30,990)</b>	-
年末現金及現金等價物	<b>Cash and cash equivalents at the end of the year</b>	<b>7,221,676</b>	8,681,542
現金及現金等價物結存之分析	<b>Analysis of cash and cash equivalents at the end of the year</b>		
銀行結存及現金	Bank balances and cash	<b>6,827,252</b>	8,331,542
銀行定期存款	Bank deposits	<b>394,424</b>	350,000
		<b>7,221,676</b>	8,681,542

# 財務報表附註

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截至二零零八年十二月三十一日止年度  
For the year ended 31st December, 2008

## 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。本公司之控股公司為哈爾濱電氣集團公司(「哈電集團公司」)，其為一家在中國註冊成立之國有企業。本公司之註冊辦事處及主要營業地點之地址詳載於本年報之公司資料。

整份財務報告是以人民幣呈列與本公司之功能性貨幣相同。

本公司為投資控股公司，其主要之附屬公司及聯營公司之主要業務分別載於本財務報表之附註44和附註20。

## 2. 應用新訂及經修訂的香港財務報告準則

於本年度內，本公司首次應用香港會計師公會(「香港會計師公會」)所頒佈之下列新訂準則、修訂及詮釋(「新香港財務報告準則」)，該等準則在本集團於二零零八年一月一日開始之會計年度生效。

香港財務報告準則 第39號及香港會計 準則第7號(經修訂)	金融資產重新分類
香港國際財務報告 詮釋委員會) - 詮釋第11號	香港會計準則第2號 - 集團及司庫股份 交易
香港國際財務報告 詮釋委員會) - 詮釋第12號	服務特許權安排
香港國際財務報告 詮釋委員會) - 詮釋第14號	香港會計準則第19號 - 定額福利資產、 最低資金規定及 其相互關係

採納該等新香港財務報告準則概無對目前或過往會計期間編製及呈列的業績及財務狀況造成重大影響。據此，概不須為過往年度作出調整。

本公司概無提早採納下列已頒佈但尚未生效之新訂及經修訂準則、修訂或詮釋。

## 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 holding company is Harbin Electric Corporation ("HE"), a state-owned enterprise incorporated in the PRC. The address of the registered office and principal place of business of the Company are disclosed in the company information of the annual report.

The consolidated financial statements are presented in Renminbi ("RMB"), which is the functional currency of the Company.

The Company acts as an investment holding company and the activities of its principal subsidiaries and associates are set out in notes 44 and 20, respectively.

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, for the first time, the followings new standards, amendments and interpretations ("new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which are effective for the Group's financial year beginning on 1st January, 2008.

HKAS 39 and HKFRS 7 (Amendments)	Reclassification of Financial Assets
HK(IFRIC) – INT 11	HKFRS 2: Group and Treasury Share Transactions
HK(IFRIC) – INT 12	Service Concession Arrangements
HK(IFRIC) – INT 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

The adoption of these new HKFRSs had no material effect on how the results and the financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior year adjustment has been required.

The Group has not early applied the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

**2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS** (continued)

HKFRSs (Amendments)	Improvements to HKFRSs <sup>1</sup>
HKAS 1 (Revised)	Presentation of Financial Statements <sup>2</sup>
HKAS 23 (Revised)	Borrowing Costs <sup>2</sup>
HKAS 27 (Revised)	Consolidated and Separate Financial Statements <sup>3</sup>
HKAS 32 and 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation <sup>2</sup>
HKAS 39 (Amendment)	Eligible Hedged Items <sup>3</sup>
HKFRS 1 and HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Joint Controlled Entity or AssoFRS 2D

**2. 應用新訂及經修訂的香港財務報告準則 (續)**

採納香港財務報告準則第3號(經修訂)可能對收購日期為於二零零九年七月一日或之後開始的首個年度申報期間的業務合併會計處理方法造成影響。香港會計準則第27號(經修訂)將會影響母公司投資於附屬公司的所有者權益出現變動時的會計處理方法。

本公司現正就該等準則、修訂或詮釋的潛在影響進行評估，而本公司董事會認為採納該等準則、修訂或詮釋到目前為止對本集團之業績及財務狀況並無重大影響。

**3. 主要會計政策概要**

除了某些在會計政策中解釋的金融工具以公允價值計量外，該綜合財務報表乃按歷史成本慣例編制。

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)編制。此外，綜合財務報表包括香港聯合交易所證券上市規則及公司條例規定之適用披露事項。

**綜合基準**

綜合財務報表合併了本公司及本公司所控制的實體(其附屬公司)的財務報表。控制是指本公司有權力掌管該實體之財務及營運政策，從而受惠於其經營活動。

當年購入或處置的附屬公司，其經營成果分別自購買生效日開始或至處置生效日為止包括在綜合損益表內。

**2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)**

The adoption of HKFRS 3 (Revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1st July, 2009. HKAS 27 (Revised) will affect the accounting treatment for changes in a parent's ownership interest in a subsidiary.

The directors of the Company anticipate that the application of the other new or revised standards, amendments or interpretations will have no material impact on the results and the financial position of the Group.

**3. SIGNIFICANT ACCOUNTING POLICIES**

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair values, as explained in the accounting policies set out below.

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

**Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities (including special purpose entities) controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

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.

3. 主要會計政策概要(續)

綜合基準(續)

如有需要，將對附屬公司之財務報表作出調整，藉此令其會計政策與本集團其他成員公司所採用者相符。

所有集團內交易、結餘、收入及開支均於綜合賬目時抵銷。

綜合附屬公司淨資產內之少數股東所佔權益與本集團所佔之權益分開列賬。少數股東之權益包括該等權益於原業務合併日期之數額及少數股東應佔該合併日期以來之股本變動。適用於少數股東的虧損超出於附屬公司股份的少數股東權益的數額將與本集團的權益作出分配，惟少數股東具約束力責任及可以其他投資補足虧損者除外。

業務合併

收購附屬公司乃以採購法入賬。收購成本按交換日期本集團指定資產、所產生或所承擔之負債及本集團就交換被收購公司控制權而發行之股本工具各項的公平總值，加上業務合併之任何直接應佔成本計算。符合香港財務報告準則第3號業務合併可確認入帳的被收購公司可識別資產、負債及或然負債乃以彼等於收購日期之公平值確認，而根據香港財務報告準則第5號持作買賣的非流動資產及已終止業務分類為持作買賣的非流動資產則以公平值減出售成本確認及計量。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of consolidation (continued)

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

Business combinations

The acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3. Business Combinations are recognised at recognised at their fair values at the acquisition date, except for non-current assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held Sale and Discontinued Operations, which are recognised and measured at fair value less costs to sell.

**3. 主要會計政策概要(續)****業務合併(續)**

因收購所產生之商譽乃確認為資產，並初步按成本計量，即業務合併之成本超出本集團所持已確認可識別資產、負債及或然負債公平淨值權益的數額。倘於重新評估後，本集團所持被收購公司的可識別資產、負債及或然負債公平淨值中權益超出業務合併的成本，超出部分則會即時於損益賬內確認。

少數股東所持被收購公司的權益初步按少數股東所持已確認資產、負債及或然負債公平淨值比例計量。

**於聯營公司權益**

聯營公司是投資者對其有重大影響的實體，不同於附屬公司及合營公司權益。

聯營公司的經營成果、資產及負債會按權益法計入財務報表內。在權益法下，對聯營公司的投資會在綜合資產負債表中以成本入帳，並根據本集團在購買後享有聯營公司淨資產份額的變動進行調整，再減去任何個別投資減值進行列報。如聯營公司的損失超過本集團在該聯營公司所佔份額(包括任何長期權益會形成本集團對該聯營公司的淨投資)，本集團對其所佔的進一步損失不予以確認。只有當本集團發生法定或推定義務或者替聯營公司付款時，額外的分佔聯營公司損失及相關負債才會將被確認。

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)****Business combinations (continued)**

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

**Interests in associates**

An associate is an entity over which the Group has significant influence and that is not a subsidiary nor an interest in a joint venture.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the profit or loss and of changes in equity of the associate, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.



### 3. 主要會計政策概要(續)

#### 於聯營公司權益(續)

訂立的購買聯營公司所產生的商譽指購買成本超過本集團在聯營公司的可辨識資產、負債及或有負債在購買當日的公允價值中所佔份額的部份。商譽會包括在投資的金額中並作為長期投資減值認定的一部分。

訂立的購買聯營公司協議所產生的收購折價指本集團在聯營公司的可辨認資產、負債及或有負債在購買當日的公允價值中所佔份額超過業務購並重估的成本的部份，會立即確認於損益內。

當集團內公司與本集團聯營公司進行交易時，損益會按本集團在相關聯營公司權益所佔份額予以抵銷。

#### 收入確認

收入是按已收或應收對價的公允價值計量，即在正常業務交易中所提供的商品及勞務的應收金額減去折扣及其他與銷售有關的稅項後的金額。

銷售在付貨予客戶後及所有權轉移後即予確認。

工程承包合同收入根據已完成部分的比例確認入賬，進一步詳情載於下文有關「建造合同」的會計政策內。

出售物業的收入於物業的風險及回報轉讓至買方，即有關物業竣工後並將物業交付買家，且能合理確保收取有關應收款時，方予確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Interests in associates (continued)

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

#### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

Sales of goods are recognised when goods are delivered and title has passed.

Revenue from construction contracts are recognized on the percentage of completion basis, as further explained in the accounting policy for "Construction contracts" below.

Revenue from sales of properties is recognized when the risks and rewards of properties are transferred to the purchasers, which is when the construction of relevant properties has been completed and the properties have been delivered to the purchasers and collectibility of related receivables is reasonably assured.



3. 主要會計政策概要(續)

收入確認(續)

租金收入按其租賃年期以直線法確認。

服務收入在服務提供時即予確認。

金融資產之利息收入乃根據尚餘本金及適用實際利率按時間基準計量，實際利率乃將金融資產於預計年內估計日後現金收入貼現至資產賬面淨值之比率。

投資之股息收入乃於股東有權收取款項時入賬。

物業、廠房及設備

除在建工程外，物業、廠房及設備之價值為原值減去折舊、攤銷及累計的減值損失列賬。

在建工程按成本值入賬，其中包括所有發展項目支出及該等工程應佔之其他直接成本(包括利息支出)。在建工程於未完成及可以出售之前將不會提供折舊。竣工工程之成本則轉撥入其適當之固定資產類別內。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Rental income is recognized on a straight-line basis over the terms of the relevant lease.

Service income is recognised when services are provided.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Property, plant and equipment

Property, plant and equipment other than construction-in-progress are stated at cost less accumulated depreciation and accumulated impairment losses.

Construction-in-progress represents properties under construction and equipment purchases prior to installation and is stated at cost, including borrowing costs capitalised in accordance with the Group's accounting policy for borrowing costs, less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

3. 主要會計政策概要(續)

物業、廠房及設備(續)

除在建工程外，物業產房及設備的折舊是於計入其估計剩餘價值後以直線法按下列年率於其估計可使用年限中撇銷成本。

房屋建築	3.23%–6.47%
廠房設備及機器	6.47%–13.86%
傢俬、裝置及設備	10.78%–19.40%
運輸工具	16.17%–19.40%

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。資產取消確認產生之任何損益或虧損(按該項目之出售所得款項淨額及賬面值間之差額計算)於該項目取消確認之年度計入損益表。

投資物業

投資性房地產指為賺取租金收入和或實現資本增值。投資性房地產初始按成本計量，包含交易費用。初始確認後，投資性房地產以成本減累計折舊及減值損失後列賬。任何報廢與處理的投資性房地產所產生的損益，將反映在當年的損益表中。投資性房地產折舊是根據投資物業之租約年期以直線法計算。

預付土地租賃

預付土地租賃款以成本減累計攤銷及減值損失後列賬。預付土地租賃款按直線法於剩餘可使用年限內攤銷。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment (continued)

Depreciation 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, on the following bases:

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%

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated income statement in the year in which the item is derecognised.

Investment properties

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciations and accumulated impairment losses. Any gains or losses on the retirement or disposal of investment properties are recognised in the income statement in the year of the retirement or disposal. Such properties are depreciated on the straight-line basis over the lease term.

Prepaid lease payments

Prepaid land lease payments are stated at cost less accumulated amortisation and any impairment losses. The prepaid land lease payments are amortised on the straight-line basis over the unexpired period of the rights.

3. 主要會計政策概要(續)

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。合同中所包括的工程差異需要經客戶同意。

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。

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。

倘現時之工程費用加經確認溢利減經確認虧損超出進度付款，則盈餘以應收客戶合約工程款項呈示。倘進度付款超出現時之工程費用加經確認溢利減經確認虧損，則盈餘以應付客戶合約工程款項呈示。在有關工程未開始時，預收之款項會於資產負債表內視為負債—預收款，已進行工程，而客戶未付之款項會放於資產負債表內以應收賬款及其他應收款呈示。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Construction contracts

Where 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 contract costs incurred for work performed to date bear to the estimated total contract costs for the contract. Variations in contract work, claims and incentive payments are included to the extent that they have been agreed with the customer.

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

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

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is shown as an amount due from customers for contract work. For contracts where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is shown as an amount due to customers for contract work. Amounts received before the related work is performed are included in the balance sheet, as a liability, as advances received. Amounts billed for work performed but not yet paid by the customer are included in the balance sheet under trade and other receivables.

### 3. 主要會計政策概要(續)

#### 租約

當租約條款將所涉及擁有權之絕大部份險及回報轉讓予承租人時，租約乃分類為融資租約。所有其他租約均分類為經營租約。

#### 本集團作為出租人

經營租約之租金收入乃按相關租約年期以直線法於損益表確認。

#### 本集團作為承租人

經營租賃之應付租金於有關租期按直線法於綜合損益表扣除。作為訂立經營租賃所已收及應收作為優惠之利益亦按租期以直線法確認為租金開支減少。

#### 外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率換算為功能貨幣(如該實體經營所在主要經濟地區之貨幣)記賬。

於各結算日，以外幣列值之貨幣項目以結算當日之匯率重新換算。以外幣過往成本計算之非貨幣項目不予重新換算。

結算貨幣項目及換算貨幣項目時產生的匯兌差額，於產生期間在損益表確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### As lessor

Rental income from operating leases is recognised in the consolidated income statement on a straight-line basis over the term of the relevant lease.

#### As lessee

Rental payable under operating leases are charged to the consolidated income statement on a straight line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight line basis.

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in its functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions.

At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

**3. 主要會計政策概要(續)****外幣(續)**

就呈列綜合財務報告而言,本集團海外業務之資產及負債均按結算當日匯率換算為本集團之呈列貨幣(即人民幣),而有關之收入及開支項目乃按期間平均匯率換算,除非期內匯率出現重大波幅,則於此情況下,將採用交易日期之匯率。所產生匯兌差額(如有)均確認為股本權益之獨立部份(匯兌儲備)。有關換算差額於該項海外業務出售期間在損益表中確認。

**借貸成本**

為購買、建造或生產合資格的資產,即需要一段頗長時間始能達至其擬定用途或出售之資產,其直接應計之借貸成本均撥充資本作為此等資產成本值之一部份。當此等資產大體上已完成可作其預計用途或出售時,即停止將該等借貸成本撥充資本。個別借貸於等待使用於有關合資格資產時用作短暫投資所賺取之投資收益於撥充資本之借貸成本內扣除。

其他借貸成本均計入當期損益。

**政府補貼**

政府補貼按與有關成本配對所需期間確認為收入。有關開支項目之補貼按該等開支自綜合損益表扣除之相同期間確認,並獨立呈列為「其他收入」。

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)****Foreign currencies (continued)**

For the purpose of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Rmb) at the rate of exchange prevailing at the balance sheet date, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the translation reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

**Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

**Government grants**

Government grants are recognised as income over the periods necessary to match them with the related costs. Grants related to expense items are recognised in the same period as those expenses are charged in the consolidated income statement and are reported separately as "other income".

### 3. 主要會計政策概要(續)

#### 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。

#### 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他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，故與損益表所列純利不同。

遞延稅項指就綜合財務報表資產及負債賬面值與計算應課稅溢利所用相應稅基間之差額而確認，並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅臨時差額確認，而遞延稅項資產則於可能出現應課稅溢利以抵銷可扣稅之臨時差額時提撥。若於一項交易中，因商譽或因業務合併以外原因開始確認其他資產及負債而引致之臨時時差既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。

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。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Retirement benefit costs

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

#### 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 or expense that are taxable or deductible in other years, and it further excludes income statement items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated 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. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, 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.

**3. 主要會計政策概要(續)****所得稅(續)**

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。當很可能不再具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。

**無形資產****(i) 個別收購之無形資產**

個別收購之有限可使用年期之無形資產乃按成本減累計攤銷及任何累計減值虧損入賬。有限可使用年期之無形資產攤銷乃按直線基準於其估計可使用年期撥備。相反，無限可使用年期之無形資產乃按成本減任何其後累計減值虧損入賬。

取消確認無形資產所產生之損益以出售資產所得款項淨額與賬面值之間之差額計算，並於取消確認資產時在綜合損益表內確認。

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)****Income taxes (continued)**

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 profits will be available to allow all or part of the asset to be recovered.

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

**Intangible assets****(i) Intangible assets acquired separately**

Intangible assets acquired separately and with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated income statement when the asset is derecognized.



3. 主要會計政策概要(續)

無形資產(續)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets (continued)

( ) 研究活動的支出

Expenditure on research activities 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, and carried at cost less subsequent accumulated amortisation and any accumulated impairment losses.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible asset is reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets acquired separately.

( ) 業務合併中取得的無形資產

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.



**3. 主要會計政策概要(續)**

**無形資產(續)**

**(iii) 於業務合併所收購之無形資產(續)**

於首次確認後，具有限可使用年期之無形資產，按成本減累計攤銷及任何累計減值虧損。有限可使用年期之無形資產攤銷乃按直線基準於其估計可使用年期撥備。

**(iv) 減值**

不論是否出現可能減值之跡象，無限使用年期之無形資產及尚未準備作出售之無形資產每年進行減值測試，方法為比較其可收回金額與賬面值。倘資產之可收回金額估計會低於其賬面值，則該資產之賬面值將調低至其可收回金額。減值虧損會即時確認為開支。

倘其後減值虧損撥回，則資產之賬面值將增至重新估計之可收回金額，惟增加後之賬面值不得超過資產於過往年度尚未確認減值虧損時釐定之賬面值。

倘一項資產出現可能減值之跡象，有限使用年期之無形資產會進行減值測試。

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Intangible assets (continued)**

**(iii) Intangible assets acquired in business combinations (continued)**

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

**(iv) Impairment**

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss is recognised as income immediately.

Intangible assets with finite useful lives are tested for impairment when there is an indication that an asset may be impaired.

### 3. 主要會計政策概要(續)

#### 存貨

存貨按成本與可變現淨值兩者之較低值入賬。成本採用加權平均法計算。

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。成本包括建築成本，財務及其他有關該物業發展之直接成本。在建物業並不需提折舊。

#### 發展中物業

發展中物業指永久業權土地、租賃土地及樓宇的投資，而其建築工程及發展尚未完成。發展中物業包括租賃土地及土地使用權的預付款按攤銷成本減累計減值損失計量，及以成本減累計減值損失列值的樓宇部分。成本包括建築成本及於建築期間資本化之租賃土地預付款攤銷及於購買合資格資產而產生之借貸成本之金額。建築完成後，物業按其賬面值重新分類為投資物業、物業、機器及設備或已落成之待售物業。有關物業、機器及設備的租賃土地及土地使用權的預付款被重列至租賃土地及土地使用權，並視作營運租賃列賬。投資物業的公允價值及其於重新分類當日的賬面值之差額於綜合損益賬內確認。發展中之物業列作非流動資產，在正常經營週期內建成及作銷售用途之物業發展項目則除外。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Inventories

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

Properties held for development for sale in the ordinary course of business are stated at cost less any identified impairment loss. Cost includes the cost of construction, financing and other direct costs attributable to the development of such properties. No depreciation is provided on properties under development.

#### Properties under development

Properties under development are investments in freehold land, leasehold land and buildings on which construction work and development have not been completed. Properties under development comprise prepayments for leasehold land and land use rights that are measured at amortised cost less accumulated impairment losses, and a component in respect of the building that is stated at cost less accumulated impairment losses. Cost comprises construction costs and amounts capitalised in respect of amortisation of leasehold land prepayments and borrowing costs incurred in the acquisition of qualifying assets during the construction. On completion, the properties are reclassified to investment properties, property, plant and equipment or completed properties held for sale at the then carrying amount. The prepayments for leasehold land and land use rights in relation to the property, plant and equipment are reclassified to leasehold land and land use rights and are accounted for as operating leases. Any difference between the fair value of the investment property and its carrying amount at the date of reclassification is recognised in the consolidated income statement. Properties under development are classified as non-current assets unless the construction period of the relevant property development project is expected to be completed within the normal operating cycle and are intended for sale.

**3. 主要會計政策概要(續)****已落成之待售物業**

已落成之待售物業初步以於發展中物業重新分類為落成物業當日之賬面值計量。其後，預付租賃土地部分按攤銷成本減累計減值虧損計量，而樓宇部分按成本及可變現淨值兩者間之較低者列值。可變現淨值指於正常業務狀況下的估計銷售價減銷售費用。

**金融工具**

財務資產及財務負債乃當某集團實體成為工具合同條文之訂約方時在資產負債表上確認。財務資產及財務負債按公平值初步確認。收購或發行財務資產及資產負債直接應佔之交易成本(透過損益以公平值列賬之財務資產及財務負債除外)乃於初步確認時加入財務資產或財務負債(視情況而定)之公平值或自財務資產或財務負債(視情況而定)之公平值內扣除。收購透過損益以公平值列賬之財務資產或財務負債直接應佔之交易成本即時於綜合損益賬內確認。

**財務資產**

本集團之金融資產可分類為貸款及應收款項、以及可供出售金融資產。所有日常買賣之金融資產於交易日確認及不再確認。日常買賣指須根據市場規則或慣例訂立之時間內交收資產之金融資產買賣。

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)****Completed properties held for sale**

Completed properties held for sale are initially measured at the carrying amount of the property at the date of reclassification from properties under development. Subsequently, the prepaid leasehold land component is measured at amortised cost less accumulated impairment losses; the building component is carried at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less selling expenses.

**Financial instruments**

Financial assets and financial liabilities are recognised on the balance sheet when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the consolidated income statement.

**Financial assets**

The Group's financial assets are classified into loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

**3. 主要會計政策概要(續)****金融工具(續)****財務資產(續)****實際利率法**

實際利率法乃計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將估計日後現金收入(包括所有支付或收取構成整體實際利率之費用及利率差價、交易成本及其他所有溢價或折價)按金融資產之預期使用年期,或較短期間(倘合適)實際折現之利率。

債務工具的利息收入按實際利率方法確認。

**貸款及應收款項**

貸款及應收款項為無活躍市場報價而附帶固定或可釐定付款之非衍生性質金融資產,於首次確認後的每一個結算日,貸款及應收款項(包括貿易及其他應收賬款、應收貸款、已抵押銀行存款和銀行結餘及現金)採用實際利率法攤銷成本,減除任何已識別減值虧損後列賬(詳見下文財務資產之減值虧損有關之會計政策)。

**可供出售之財務資產**

可供出售金融資產為非衍生項目,其須指定為可供出售金融資產或未有劃分為於損益賬按公允值處理的金融資產、貸款及應收款項或持有至到期日的投資。

於首次確認後的各結算日,可供出售金融資產按公允值計算。公允值之變動於股本權益確認,直至該金融資產被出售或決定有所減值,屆時過往於股本權益確認之累計損益或虧損會自股本權益中剔除,並於損益賬確認(詳見下文財務資產之減值虧損有關之會計政策)。

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)****Financial instruments (continued)****Financial assets (continued)****Effective interest method**

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period.

Interest income is recognised on an effective interest basis for debt instruments.

**Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including trade and other debtors, loans receivable, pledged bank deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy in respect of impairment loss on financial assets below).

**Available-for-sale financial assets**

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments.

At each balance sheet date subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in profit or loss (see accounting policy in respect of impairment loss on financial assets below).

3. 主要會計政策概要(續)

金融工具(續)

財務資產(續)

可供出售之財務資產(續)

就可供出售之股本投資而言，倘並無活躍市場之市價報價，而其公平價值未能可靠計算及與該等非上市股本工具有關並須以交付該等工具之方式結算之衍生工具，則可供出售之股本投資於首次確認後之各個結算日按成本值減任何已識別減值虧損計算。倘具備客觀證明資產減值，則減值虧損於損益表確認(詳見下文財務資產之減值虧損有關之會計政策)。

金融資產減值

金融資產於各結算日就出現的減值跡象進行評估。倘有客觀證據顯示因金融資產首次確認後發生一項或多項事件影響金融資產的預期未來現金流量，則金融資產出現減值。

就可供出售股權投資而言，該投資的公允價值大幅或持久低於成本被視為減值的客觀證據。

就其他所有金融資產而言，減值的客觀證據包括：

- 發行人或對約方出現重大財政困難；或
- 未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Available-for-sale financial assets (continued)

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition (see accounting policy in respect of impairment loss on financial assets below).

Financial assets impairment

Financial assets are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

### 3. 主要會計政策概要(續)

#### 金融工具(續)

##### 金融資產減值(續)

就貿易應收賬款等若干金融資產類別而言，被評估為不會個別減值之資產其後按整體基準進行減值評估。應收賬款組合之客觀減值證據包括本集團之過往收款經驗、組合內延遲還款至超逾平均信貸期，以及與應收賬款逾期有關之全國或地方經濟狀況出現明顯改變。

就按已攤銷成本列賬的金融資產而言，當有客觀證據證明資產已減值，減值虧損於損益中確認，並按資產賬面值與按原實際利率貼現之估計日後現金流量現值之差額計算。

就以成本列賬之金融資產而言，減值虧損之金額按資產賬面值與按類似金融資產當時市場回報率貼現之估計未來現金流量現值之差額計量。有關減值虧損將不會於隨後期間撥回。

與所有金融資產有關之減值虧損會直接於金融資產之賬面值中作出扣減，惟貿易及其他應收賬款除外，其賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益賬中確認。當貿易及其他應收賬款被視為不可收回時，其將於撥備賬內撇銷。倘其後收回之前已撇賬的款項，將撥回損益賬內。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets impairment (continued)

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial assets. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables and loans receivable, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade or other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.



3. 主要會計政策概要(續)

金融工具(續)

金融資產減值(續)

就按已攤銷成本列賬之金融資產而言，減值虧損金額如於以後期間減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之已攤銷成本。

可供出售股權投資的減值虧損將不會於以後期間撥回損益賬中。任何減值虧損後之公允值上升於權益確認。

財務負債及股本

集團實體發行之財務負債及股本投資工具乃根據合同安排之性質與財務負債及股本投資工具之定義分類。

股本投資工具乃證明集團於扣減所有負債後之資產中擁有剩餘權益之任何合同。本集團實體發行之金融負債一般分類為其他金融負債。

實際利率法

實際利率法乃計算財務負債之攤銷成本及按有關期間分攤利息支出之方法。實際利率乃將估計日後現金付款按財務負債之預期年限，或較短期間(倘合適)實際折現之利率。

利息支出以實際利率基礎確認。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on available-for-sale equity investments will not be reversed in profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in equity.

Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Group's financial liabilities are generally classified into other financial liabilities.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

3. 主要會計政策概要(續)

金融工具(續)

財務負債及股本(續)

其他財務負債

其他財務負債包括銀行與其他借款、應付賬款、其他應付款及應計費用、欠最終控股公司款項及最終控股公司收款，乃隨後採用實際利率法按已攤銷成本計量。

股本工具

本公司發行之股本工具乃按已收所得款項(扣除直接發行成本)記賬。

金融衍生工具及對沖

衍生工具於訂立衍生工具合約日期初步以公平值確認，隨後於各結算日按其公平值重新計量。所產生的盈虧即時於損益內確認，除非該衍生工具被指定且為有效的對沖工具，在此情況下，於損益內確認的時間將取決於對沖關係的性質。

不予確認

不予確認若從資產收取現金之權利已屆滿，或金融資產已轉讓及本集團已將其於金融資產擁有權之絕大部分風險及回報轉移，則金融資產將被不予確認。於不予確認金融資產時，資產賬面值與已收或應收代價及已直接於權益確認時累計損益之總和之差額，將於損益中確認。

至於金融負債，則於本集團之資產負債表中剔除(即倘於有關合約訂明之特定責任獲解除、取消或屆滿)。不予確認之金融負債賬面值與已收或應收代價之差額乃於損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Other financial liabilities

Other financial liabilities including bank and other borrowings, trade creditors, other creditors and accrued charges, amount due to holding company and advance from holding company are subsequently measured at amortised cost, using the effective interest rate method.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Financial derivatives and hedges

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised directly in equity is recognised in profit or loss.

For financial liabilities, they are removed from the Group's balance sheet (i.e. when the obligation specified in the relevant contract is discharged, cancelled or expires). The difference between the carrying amount of the financial liability derecognised and the consideration paid or payable is recognised in profit or loss.



3. 主要會計政策概要(續)

預計負債

因為過去事項而承擔了現時義務，並且很可能需要履行有關義務，則本集團會對該義務確認準備。準備的計量金額應是本集團董事對在資產負債表日履行現時義務所需支出的最佳估計。如果折現的影響重大，則會把有關金額折算至現值予以計量。

4. 估計不明朗因素之主要來源

於採用本集團之會計政策時，管理層根據過往經驗，對未來之預期及其他資料作出各種判斷、估計及假設。有重大風險會對於財務報表中已確認之數額產生大幅調整之估計及假設計論如下。

貸款及應收款項之估計減值(包括應收同系附屬公司款項，應收賬款及其他應收款)

管理層定期檢討貿易應收賬款、應收貸款及墊付被投資公司之可回收性及或賬齡情況。當有客觀證據顯示資產已減值，則估計不可收回款項之適當減值，將於損益內確認。

在釐定呆壞賬是否需要作出減值時，本集團已考慮到賬齡情況及收回賬項之可能性。只會就不可能收回之應收賬款作出特定備抵，並根據有效之利率對未來預期可收取現金流之折現值及現值之差額入賬。

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date, and are discounted to present value where the effect is material.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies, management makes various estimates based on past experiences, expectations of the future and other information. The key sources of estimation uncertainty that may significantly affect the amounts recognised in the consolidated financial statements are disclosed below:

**Estimated impairment on loans and receivables (including amounts due from fellow subsidiaries, trade and other debtors)**

Management regularly reviews the recoverability and aging of loans and trade receivables. Appropriate impairment for estimated irrecoverable amounts are recognised in profit and loss when there is objective evidence that the asset is impaired.

In determining whether impairment for bad and doubtful debts is required, the Group takes into consideration the aging status and likelihood of collection. Specific allowance is only made for receivables that are unlikely to be collected and is recognised on the difference between the estimated future cash flow expected to receive discounted using the original effective interest rate and its carrying value.

N 2007年12月31日及2008年12月31日

F 2007年12月31日及2008年12月31日

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## 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、交直流電機及其他：

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  
其他 - 製造交直流電機及其他

## 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 others.

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 for power stations - manufacture of ancillary equipment for power stations
- AC/DC motors and others - manufacture of AC/DC motor and others

6. 業務和地區分部(續)

關於這些業務的分部信息列示如下：

二零零八年

		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 電機及其他 AC/DC motors and others 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	<b>REVENUE</b>							
主營業務收入	External sales	20,493,133	2,863,250	3,446,168	1,161,006	1,939,987	-	29,903,544
主營業務收入	Inter-segment sales	1,201,875	-	-	-	-	(1,201,875)	-
總收入	Total revenue	<u>21,695,008</u>	<u>2,863,250</u>	<u>3,446,168</u>	<u>1,161,006</u>	<u>1,939,987</u>	<u>(1,201,875)</u>	<u>29,903,544</u>
分部經營成果	<b>SEGMENT RESULTS</b>	3,042,982	658,649	(346,162)	299,577	352,034	-	4,007,080
未能分攤總部費用	Unallocated corporate expenses							(2,258,695)
財務支出	Finance costs							(195,325)
於聯營公司溢利	Share of results of associates							23,320
金融衍生工具 公允價值減值	Loss on fair value change of foreign currency forward contracts							(3,133)
除稅前溢利	Profit before taxation							1,573,247
稅項	Income tax expense							(289,532)
本年度溢利	Profit for the year							<u>1,283,715</u>
資產	<b>ASSETS</b>							
分部資產	Segment assets	26,896,743	2,551,123	5,414,333	1,438,544	2,866,305		39,167,048
於聯營公司之權益	Interests in associates							150,536
未能分攤總部資產	Unallocated corporate assets							9,649,041
合併總資產	Consolidated total assets							<u>48,966,625</u>
負債	<b>LIABILITIES</b>							
分部負債	Segment liabilities	26,613,834	2,694,706	2,838,118	1,137,670	2,100,603		35,384,931
未能分攤總部負債	Unallocated corporate liabilities							4,013,769
合併總負債	Consolidated total liabilities							<u>39,398,700</u>
其他資料	<b>OTHER INFORMATION</b>							
資本性支出	Capital additions	1,184,707	176,905	12,303	26,213	71,718	-	1,471,846
物業、廠房及 設備折舊	Depreciation of property, plant and equipment	325,893	48,965	9,844	12,992	39,302	-	436,996
投資物業折舊	Depreciation of investment properties	-	-	-	-	16,222	-	16,222
專利權攤銷	Amortisation of patents	14,206	262	-	691	2,001	-	17,160
預付土地租賃攤銷	Amortisation of prepaid lease payments	7,252	1,559	41	324	534	-	9,710
呆壞賬準備	Allowances for bad and doubtful debts	183,383	32,442	(388)	10,610	39,464	-	265,511

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.

# N

## 財務報表附註(續)

# F

### 6. 業務和地區分部(續)

二零零七年

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

2007

		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 設備 Ancillary equipment for power stations 人民幣千元 Rmb'000	交直流 電機及其他 AC/DC motors and others 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	<b>REVENUE</b>							
外部收入	External sales	20,463,511	2,172,504	2,090,704	1,124,500	1,797,365	-	27,648,584
分部收入	Inter-segment sales	1,223,875	-	-	-	5,098	(1,228,973)	-
總收入	Total revenue	21,687,386	2,172,504	2,090,704	1,124,500	1,802,463	(1,228,973)	27,648,584

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	<b>SEGMENT RESULTS</b>	3,417,779	305,648	44,892	317,754	241,638	-	4,327,711
未能分攤總部費用	Unallocated corporate expenses							(2,094,482)
財務支出	Finance costs							(154,858)
於聯營公司溢利	Share of results of associates							37,449
除稅前溢利	Profit before taxation							2,115,820
稅項	Income tax expense							(331,246)
本年度溢利	Profit for the year							1,784,574
資產	<b>ASSETS</b>							
分部資產	Segment assets	20,811,910	1,969,860	4,706,676	1,077,262	2,774,206		31,339,914
於聯營公司之權益	Interests in associates							128,101
未能分攤總部資產	Unallocated corporate assets							10,622,475
合併總資產	Consolidated total assets							42,090,490
負債	<b>LIABILITIES</b>							
分部負債	Segment liabilities	19,691,571	2,085,136	1,864,180	1,043,768	1,832,941		26,517,596
未能分攤總部負債	Unallocated corporate liabilities							7,160,484
合併總負債	Consolidated total liabilities							33,678,080
其他資料	<b>OTHER INFORMATION</b>							
資本性支出	Capital additions	462,111	33,412	37,326	26,276	241,271	-	800,396
物業、廠房及 設備折舊	Depreciation of property, plant and equipment	181,466	49,558	16,967	7,528	116,960	-	372,479
投資物業折舊	Depreciation of investment properties	4,391	777	-	231	16,507	-	21,906
專利權攤銷	Amortisation of patents	64,504	102	-	3,656	2,933	-	71,195
預付土地租賃攤銷	Amortisation of prepaid lease payments	8,840	1,655	6	402	857	-	11,760
呆壞賬準備	Allowances for bad and doubtful debts	233,605	2,266	-	15,150	11,941	-	262,962

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華人民共和國(「中國」)境內，按地區分類如下：

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
境內	PRC	27,088,569	25,491,509
境外	Overseas	2,814,975	2,157,075
總收入	Total revenue	29,903,544	27,648,584

本集團之主要資產和負債位於中國境內。於二零零八年十二月三十一日及二零零七年十二月三十一日，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 People's Republic of China ("PRC"). The following table provides an analysis of the Group's sales by geographical market, irrespective of the origin of the goods/services:

	2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
境內	27,088,569	25,491,509
境外	2,814,975	2,157,075
總收入	29,903,544	27,648,584

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, 2008 and 2007.

# NORINCO FINANCIAL STATEMENTS (Continued)

## 財務報表附註(續)

### 7. 其他業務收入

其他業務收入包括如下：

### 7. OTHER INCOME

Included in other income are the following:

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
股息收入	Dividend income	2,737	794
處置待銷售性投資收益	Gain on disposal of available-for-sales investments	-	39,136
處置物業、廠房及設備收益	Gain on disposal of property, plant and equipment	3,117	-
政府補貼	Government subsidy	80,658	18,336
存放於金融機構之 存款利息收入	Interest income from financial institutions	237,545	229,852
廢料銷售利潤	Profit from sale of scrap materials	23,279	17,178
呆壞賬準備回撥	Reversal of allowance for bad and doubtful debts	-	10,943
存貨跌價準備回撥	Reversal of allowance for inventories	-	35,709
物業、廠房及設備減值 準備回撥	Reversal of impairment loss recognized in respect of property, plant and equipment	6,482	570
其他	Other income	37,442	2,524
總計	Total	<b>391,260</b>	355,042

### 8. 財務支出

### 8. FINANCE COSTS

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
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	126,657	93,109
- 毋須於五年內全部償還借款	- not wholly repayable within five years	68,668	61,998
		<b>195,325</b>	155,107
減：已撥充資本之有關 在建工程利息支出	Less: Interest capitalised in construction in progress	-	(249)
		<b>195,325</b>	154,858

9. 稅項

9. INCOME TAX EXPENSE

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
中國所得稅	PRC enterprise income tax		
- 本年度	- current year	<b>351,325</b>	418,545
- 過往年度撥備過剩	- overprovision in prior years	<b>(15,061)</b>	(194)
		<b>336,264</b>	418,351
本年遞延稅款(附註18)	Deferred tax (note 18)	<b>(46,732)</b>	(87,105)
		<b>289,532</b>	331,246

於二零零八年十一月二十一日，本公司獲認可為高新技術企業之一。根據於二零零七年三月十六日頒佈的中國企業所得稅法，本公司於二零零八年一月一日起三年可獲15%的優惠稅率。本公司於二零零七年按稅率15%繳納中國企業所得稅。

本集團除某些附屬公司應課稅收入按15%之稅率繳付所得稅以外，位於中國大陸的附屬公司須就其應課稅溢利按稅率25%(二零零七年：33%)繳納中國企業所得稅。

On 21st November, 2008, the Company was named as one of the High and New Technical Enterprise (高新技術企業). According to the PRC Law on Enterprise Income Tax promulgated on 16th March, 2007, the Company is entitled to a concessionary rate of income tax at 15% over 3 years, beginning on 1st January, 2008. The Company was subject to 15% PRC corporate income tax in 2007.

Except for certain subsidiaries which are subject to an enterprise income tax rate of 15%, other subsidiaries located in Mainland China are subject to the PRC corporate income tax at a rate of 25% (2007: 33%) on its assessable profits.



# 財務報表附註(續)

Notes to the Financial Statements (continued)

## 9. 稅項(續)

本年度稅務支出與綜合損益表內溢利之對照如下：

## 9. 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:

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
除稅前溢利	Profit before taxation	<b>1,573,247</b>	2,115,820
本集團按15%的稅率計算	Tax charge at the enterprise income tax rate of 15%	<b>235,987</b>	317,373
應佔聯營公司經營成果對稅務的影響	Tax effect of share of results of associates	<b>(3,498)</b>	(5,617)
因集團附屬公司按所得稅25%所增加之企業所得稅	Additional enterprise income tax in respect of the income tax rate of 25% for certain subsidiaries	<b>5,987</b>	7,490
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	<b>(59,654)</b>	(8,812)
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	<b>41,998</b>	75,693
因一家中國附屬公司獲稅務豁免影響	Effect of tax exemptions granted to a PRC subsidiary	<b>(4,747)</b>	(28,684)
以前年度未曾確認的暫時性差異對稅務的影響	Temporary difference previously not recognised	-	(27,122)
未確認稅項虧損	Tax effect of tax losses not recognized	<b>88,520</b>	1,119
過往年度之撥備過剩	Overprovision in respect of prior years	<b>(15,061)</b>	(194)
本年度稅務支出	Tax charge for the year	<b>289,532</b>	331,246

# 財務報表附註(續)

Notes to the Financial Statements (continued)

## 10. 本年度溢利

扣除費用後的溢利：

## 10. PROFIT FOR THE YEAR

Profit for the year has been arrived at after charging:

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
人工成本(包括董事和監事的薪酬)(附註11)	Staff costs including directors' and supervisors' emoluments (note 11)	1,172,098	875,268
退休福利計劃	Retirement benefit scheme contributions	39,014	216,744
人工總成本	Total staff costs	<b>1,211,112</b>	1,092,012
呆壞賬準備	Allowance for bad and doubtful debts	265,511	262,962
存貨跌價準備	Allowance for inventories	52,519	92,613
專利權攤銷	Amortisation of patents	17,160	71,195
預付土地租賃攤銷	Release of prepaid lease payments	9,710	11,760
審計費	Auditors' remuneration	2,500	2,500
存貨成本	Cost of inventory sold	19,642,081	17,633,572
投資物業折舊	Depreciation for investment properties	16,222	21,906
物業、廠房及設備折舊	Depreciation for property, plant and equipment	436,996	372,479
出售物業、廠房及設備虧損	Loss on disposal of property, plant and equipment	-	614
金融衍生工具公允價值減值	Loss on fair value change of foreign currency forward contracts	3,133	-
專利權減值確認	Impairment loss recognized in respect of patents	-	8,403
投資性房地產減值確認	Impairment loss recognized in respect of investment properties	-	2,520
物業、廠房及設備減值確認	Impairment loss recognized in respect of property, plant and equipment	1,772	46,886
匯兌淨損失	Net foreign exchange loss	138,656	104,286
專利權撤銷	Patent written off	4,613	-
物業、廠房及設備撤銷	Property, plant and equipment written off	19,803	14,715
研究開發費用	Research and development expenses	472,192	463,893

# 財務報表附註(續)

Notes to the Financial Statements (continued)

## 11. 董事及監事酬金

二零零八年

下表分別列示了15位董事和監事個人的薪酬情況：

## 11. DIRECTORS' AND SUPERVISORS' EMOLUMENTS

2008

The emoluments paid or payable to each of the 15 directors and supervisors were as follows:

	*	*	*	*	*	**	**	**	**	**	***	***	***	***	***	2008合計
	宮晶瑩	曲大莊	段洪義	商中福	吳偉章	姜魁	李荷君	周道炯	賈成炳	丁雪梅	郎恩齊	楊旭	高旭光	盧春蓮	陳忠	2008合計
	Mr. Gong	Mr. Qu	Mr. Duan	Mr. Shang	Mr. Wu	Mr.	Ms. Li	Mr. Zhou	Mr. Jia	Ms. Ding	Mr. Lang	Mr.	Mr. Gao	Ms. Lu	Mr.	Total
	Jing-kun	Da-zhuang	Hong-yi	Zhong-fu	Wei-zhang	Jiang Kui	He-jun	Dao-jiong	Cheng-bing	Xue-mei	En-qi	Yang Xu	Xu-guang	Chun-lian	Chen Si	2008
	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000
酬金 Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
其他薪資 Other emoluments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
工資與 Salaries and																
其他福利費 other benefits	-	554	-	490	406	-	-	-	-	-	-	148	131	199	-	1,928
退休福利計劃 Contributions to retirement																
benefits schemes	-	13	-	13	13	-	-	-	-	-	-	13	13	13	-	78
薪酬總額 Total emoluments	-	567	-	503	419	-	-	-	-	-	-	161	144	212	-	2,006

二零零七年

2007

	*	*	*	*	*	**	**	**	**	**	***	***	***	***	***	2007合計
	宮晶瑩	曲大莊	段洪義	商中福	吳偉章	姜魁	李荷君	周道炯	賈成炳	丁雪梅	郎恩齊	楊旭	高旭光	盧春蓮	陳忠	2007合計
	Mr. Gong	Mr. Qu	Mr. Duan	Mr. Shang	Mr. Wu	Mr.	Ms. Li	Mr. Zhou	Mr. Jia	Ms. Ding	Mr. Lang	Mr.	Mr. Gao	Ms. Lu	Mr.	Total
	Jing-kun	Da-zhuang	Hong-yi	Zhong-fu	Wei-zhang	Jiang Kui	He-jun	Dao-jiong	Cheng-bing	Xue-mei	En-qi	Yang Xu	Xu-guang	Chun-lian	Chen Si	2007
	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000	Rmb'000
酬金 Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
其他薪資 Other emoluments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
工資與 Salaries and																
其他福利費 other benefits	-	451	-	432	406	-	-	-	-	-	432	113	96	176	-	2,106
退休福利計劃 Contributions to retirement																
benefits schemes	-	11	-	11	11	-	-	-	-	-	11	11	11	11	-	77
薪酬總額 Total emoluments	-	462	-	443	417	-	-	-	-	-	443	124	107	187	-	2,183

- \* 集團執行董事
- \*\* 集團的獨立非執行董事
- \*\*\* 集團的監事

- \* Being executive directors of the Group
- \*\* Being independent non-executive directors of the Group
- \*\*\* Being supervisors of the Group

這兩年無個別董事薪酬超過人民幣100萬元。

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

於二零零七年及二零零八年，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。

The five highest paid individuals in the Group in 2007 and 2008 were directors and supervisors of the Company and details of their emoluments are set out above.

N 2007年12月31日及2008年12月31日

F 2007年12月31日及2008年12月31日 (人民幣千元)

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**14. 物業、廠房及設備**

本集團

**14. PROPERTY, PLANT AND EQUIPMENT**

THE GROUP

		房屋建築 Buildings	廠房設備 及機器 Plant machinery	傢俬、 裝置及設備 Furniture, and fixtures equipment	運輸工具 and Motor vehicles	在建工程 Construction- in-progress	總計 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
<b>成本</b>	<b>COST</b>						
於二零零七年一月一日	At 1st January, 2007	1,295,725	2,832,144	282,386	73,666	533,596	5,017,517
重新分類	Reclassification	-	(69,902)	-	69,902	-	-
添置	Additions	6,430	78,548	22,167	84,852	457,652	649,649
轉撥	Transfers	20,408	148,681	27,202	9,664	(205,955)	-
撇銷	Written off	(1,509)	(72,817)	(14,626)	-	-	(88,952)
處置	Disposals	(8,780)	(44,390)	(24,941)	(4,009)	-	(82,120)
於二零零八年一月一日	At 1st January, 2008	1,312,274	2,872,264	292,188	234,075	785,293	5,496,094
添置	Additions	17,130	186,722	61,047	18,253	1,178,900	1,462,052
轉撥	Transfers	113,923	383,353	24,386	6,631	(528,293)	-
撇銷	Written off	-	(51,660)	(9,461)	(5,617)	(15,851)	(82,589)
處置	Disposals	(24,387)	(57,756)	(56,418)	(3,093)	-	(141,654)
於二零零八年十二月三十一日	<b>At 31st December, 2008</b>	<b>1,418,940</b>	<b>3,332,923</b>	<b>311,742</b>	<b>250,249</b>	<b>1,420,049</b>	<b>6,733,903</b>
<b>累計折舊</b>	<b>DEPRECIATION</b>						
於二零零七年一月一日	At 1st January, 2007	487,186	1,677,302	152,140	39,103	-	2,355,731
重新分類	Reclassification	-	(53,962)	-	53,962	-	-
本年度撥備	Charge for the year	44,470	274,739	31,628	21,642	-	372,479
減值準備	Impairment	-	-	-	36,586	10,300	46,886
減值準備回撥	Reversal of impairment	-	(537)	(33)	-	-	(570)
撇銷	Written off	(168)	(60,399)	(13,670)	-	-	(74,237)
處置的轉銷	Eliminated on disposals	(2,096)	(42,168)	(12,511)	(3,468)	-	(60,243)
於二零零八年一月一日	At 1st January, 2008	529,392	1,794,975	157,554	147,825	10,300	2,640,046
本年度撥備	Charge for the year	89,377	290,974	35,296	21,349	-	436,996
減值準備	Impairment	-	663	-	1,109	-	1,772
減值準備回撥	Reversal of impairment	(161)	(407)	(79)	(3)	(5,832)	(6,482)
撇銷	Written off	-	(49,959)	(7,792)	(5,035)	-	(62,786)
處置的轉銷	Eliminated on disposals	(19,976)	(26,093)	(27,228)	(5,183)	-	(78,480)
於二零零八年十二月三十一日	<b>At 31st December, 2008</b>	<b>598,632</b>	<b>2,010,153</b>	<b>157,751</b>	<b>160,062</b>	<b>4,468</b>	<b>2,931,066</b>
<b>賬面淨值</b>	<b>NET BOOK VALUE</b>						
於二零零八年十二月三十一日	<b>At 31st December, 2008</b>	<b>820,308</b>	<b>1,322,770</b>	<b>153,991</b>	<b>90,187</b>	<b>1,415,581</b>	<b>3,802,837</b>
於二零零七年十二月三十一日	At 31st December, 2007	782,882	1,077,289	134,634	86,250	774,993	2,856,048

**14. 物業、廠房及設備(續)**

本公司

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

THE COMPANY

		房屋建築 Buildings	廠房設備 及機器 Plant and machinery	傢俬、 裝置及設備 Furniture, and fixtures equipment	運輸工具 and Motor vehicles	在建工程 Construction- in-progress	總計 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
<b>成本</b>							
<b>COST</b>							
於二零零七年一月一日	At 1st January, 2007	199,927	97,651	27,539	5,248	71,702	402,067
添置	Additions	16,576	-	10,985	1,338	56,843	85,742
處置	Disposals	-	(10,671)	-	-	-	(10,671)
於二零零八年一月一日	At 1st January, 2008	216,503	86,980	38,524	6,586	128,545	477,138
添置	Additions	9	-	370	595	618,207	619,181
轉撥	Transfer	6,147	9,885	2,113	-	(18,145)	-
撇銷	Written off	-	-	-	-	(1,536)	(1,536)
處置	Disposals	(15,869)	(86,981)	(17,125)	(480)	-	(120,455)
於二零零八年十二月三十一日	<b>At 31st December, 2008</b>	<b>206,790</b>	<b>9,884</b>	<b>23,882</b>	<b>6,701</b>	<b>727,071</b>	<b>974,328</b>
<b>累計折舊</b>							
<b>DEPRECIATION</b>							
於二零零七年一月一日	At 1st January, 2007	22,097	22,618	10,624	3,348	-	58,687
本年度撥備	Charge for the year	5,908	8,450	12,845	454	-	27,657
處置的轉銷	Eliminated on disposals	-	(7,747)	-	-	-	(7,747)
於二零零八年一月一日	At 1st January, 2008	28,005	23,321	23,469	3,802	-	78,597
本年度撥備	Charge for the year	23,410	2,821	2,136	665	-	29,032
處置的轉銷	Eliminated on disposals	(15,922)	(23,688)	(20,892)	(381)	-	(60,883)
於二零零八年十二月三十一日	<b>At 31st December, 2008</b>	<b>35,493</b>	<b>2,454</b>	<b>4,713</b>	<b>4,086</b>	<b>-</b>	<b>46,746</b>
<b>賬面淨值</b>							
<b>NET BOOK VALUE</b>							
於二零零八年十二月三十一日	<b>At 31st December, 2008</b>	<b>171,297</b>	<b>7,430</b>	<b>19,169</b>	<b>2,615</b>	<b>727,071</b>	<b>927,582</b>
於二零零七年十二月三十一日	At 31st December, 2007	188,498	63,659	15,055	2,784	128,545	398,541

**15. 投資物業**

**15. INVESTMENT PROPERTIES**

本集團

THE GROUP

人民幣千元  
Rmb'000

成本	COST	
於二零零七年一月一日	At 1st January, 2007	333,584
添置	Additions	8,956
於二零零八年一月一日及 二零零八年十二月三十一日	<b>At 1st January, 2008 and 31st December, 2008</b>	<b>342,540</b>
累計折舊及撥備	DEPRECIATION AND IMPAIRMENT	
於二零零七年一月一日	At 1st January, 2007	30,509
本年度撥備	Charge for the year	21,906
資產減值	Impairment loss	2,520
於二零零八年一月一日	At 1st January, 2008	54,935
本年度撥備	Charge for the year	16,222
於二零零八年十二月三十一日	<b>At 31st December, 2008</b>	<b>71,157</b>
賬面淨值	CARRYING AMOUNT	
於二零零八年十二月三十一日	<b>At 31st December, 2008</b>	<b>271,383</b>
於二零零七年十二月三十一日	At 31st December, 2007	287,605

董事會認為本集團投資物業之賬面淨值接近於它們的公允價值。

The directors consider that the carrying amounts approximate their fair value.

上述投資物業均以5%的比例直線攤銷。

The above investment properties are depreciated on a straight-line basis at rate of 5%.







**16. 預付土地租賃(續)**

本公司的預付土地租賃為中華人民共和國境內的土地使用權。預付土地租賃根據報告使用需要分析如下：

**16. PREPAID LEASE PAYMENTS (continued)**

The Company's prepaid lease payments represent medium-term land use rights in the PRC. They are analysed for reporting purpose as follows:

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
流動部分	Current portion	754	754
非流動部分	Non-current portion	34,793	35,548
		<b>35,547</b>	<b>36,302</b>

**17. 專利權**

本集團

**17. PATENTS**

THE GROUP

		人民幣千元 Rmb'000
成本	COST	
於二零零七年一月一日	At 1st January, 2007	92,647
添置	Additions	132,174
於二零零八年一月一日	At 1st January, 2008	224,821
添置	Additions	9,794
撇銷	Written off	(16,315)
二零零八年十二月三十一日	<b>At 31st December, 2008</b>	<b>218,300</b>
攤銷及減值	AMORTISATION AND IMPAIRMENT	
於二零零七年一月一日	At 1st January, 2007	19,021
本年度攤銷	Amortise for the year	71,195
減值準備	Impairment loss	8,403
於二零零八年一月一日	At 1st January, 2008	98,619
本年度攤銷	Amortise for the year	17,160
撇銷	Written off	(11,702)
二零零八年十二月三十一日	<b>31st December, 2008</b>	<b>104,077</b>
賬面淨值	CARRYING AMOUNT	
於二零零八年十二月三十一日	<b>At 31st December, 2008</b>	<b>114,223</b>
於二零零七年十二月三十一日	At 31st December, 2007	126,202

**17. 專利權(續)**

該專利權攤銷已包括在綜合損益表之管理費用。

該專權利的使用期限為3至10年並且按直線法在使用年限內攤銷。

**18. 遞延稅項資產**

年內主要遞延稅務情況如下：

**17. PATENTS (continued)**

The amortisation expense has been included in “administrative expenses” in the consolidated income statement.

The above patents have definite useful lives and are amortised on a straight-line basis over 3 to 10 years.

**18. DEFERRED TAX ASSETS**

The following are the major deferred tax balances recognised and movements thereon during the current and prior years:

		應收帳款， 其他應收款及 存貨之減值準備 <b>Impairment of trade and other debtors, and inventories</b>	預計負債 <b>Provisions</b>	其他 <b>Others</b>	合計 <b>Total</b>
		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
二零零七年轉到綜合損益表	Credit during the 2007 and at				
及於二零零八年一月一日	1st January, 2008	62,251	18,854	6,000	87,105
轉到綜合損益表	Credit to consolidated				
	income statement	43,843	2,524	365	46,732
於二零零八年十二月三十一日	<b>At 31st December, 2008</b>	<b>106,094</b>	<b>21,378</b>	<b>6,365</b>	<b>133,837</b>

19. 於附屬公司之權益

本公司

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
投資成本	Investment, at cost		
中國非上市附屬公司	Unlisted in the PRC	<b>2,413,428</b>	2,262,001
應收附屬公司款項	Amounts due from subsidiaries	<b>1,347,351</b>	996,022
應付附屬公司款項	Amounts due to subsidiaries	<b>(184,866)</b>	(323,330)
		<b>3,575,913</b>	2,934,693

此筆款項乃無抵押及免息，並沒有固定還款期。

附屬公司之詳細資料詳述於附註44。

19. INTERESTS IN SUBSIDIARIES

THE COMPANY

The amounts due are unsecured, non-interest bearing and are repayable on demand.

Details of subsidiaries are set out in note 44 to the financial statements.

20. 於聯營公司之權益

		本集團 THE GROUP		本公司 THE COMPANY	
		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000	2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
中國非上市聯營公司	Cost of investment in associates				
投資成本	unlisted in the PRC	<b>95,555</b>	87,873	<b>25,422</b>	17,740
應佔購入後收益 (減已收股利後)	Share of post-acquisition profits, net of dividend received	<b>53,342</b>	41,418	<b>34,662</b>	24,071
應收聯營公司款項	Amounts due from associates	<b>1,639</b>	377	-	-
應付聯營公司款項	Amounts due to associates	-	(1,567)	-	-
		<b>150,536</b>	128,101	<b>60,084</b>	41,811

此筆款項乃無抵押及免息，並沒有固定還款期。

The amounts due are unsecured, non-interest bearing and are repayable on demand.

## 財務報表附註(續)

### Notes to the Financial Statements (continued)

#### 20. 於聯營公司之權益(續)

於二零零八年十二月三十一日，本集團聯營公司之詳情如下：

#### 20. INTERESTS IN ASSOCIATES (continued)

As at 31st December, 2008, the Group had interests in the following associates:

公司名稱 Name of entity	公司類型 Form of business structure	公司註冊國家 註冊地 Place/ Country of incorporation/ registration	主要經營地 Principal place of operation	本公司持有 已發行股本 股票類型 Class of Share held	面值之比率 Proportion of nominal value of issued capital/ registered capital held by the Group	持有表決權 Proportion of voting power held	主要經營活動 Principal activity
通用電氣 - 哈動能源服務 (秦皇島)有限責任公司	設立 Established	中華人民共和國 PRC	中華人民共和國 PRC	普通股 Ordinary	41%	41%	為鍋爐廠、汽輪機廠及電機廠 提供維修、安裝及現場服務 Provision of maintenance, installation and on-site services to owners of turbines, boilers and electricity generators
葫蘆島濱海水電大件製造 有限責任公司	設立 Established	中華人民共和國 PRC	中華人民共和國 PRC	普通股 Ordinary	50%	50%	生產電站設備 Manufacture of electrical equipments
哈爾濱鍋爐容器工程有限公司	設立 Established	中華人民共和國 PRC	中華人民共和國 PRC	普通股 Ordinary	27.28%	27.28%	為鍋爐生產提供質量保證服務 Provision of quality control services for boilers manufacturing
哈爾濱利源礦泉飲品有限公司	設立 Established	中華人民共和國 PRC	中華人民共和國 PRC	普通股 Ordinary	44.56%	44.56%	生產及銷售礦泉飲料 Manufacture & sale of mineral beverages
哈電日立電力設備新技術 開發有限公司	設立 Established	中華人民共和國 PRC	中華人民共和國 PRC	普通股 Ordinary	43.69%	43.69%	開發電力設備技術 Development of power equipment technology
哈爾濱市哈電加油站有限公司	設立 Established	中華人民共和國 PRC	中華人民共和國 PRC	普通股 Ordinary	43.69%	43.69%	加油站服務 Provision of petrol station services
哈爾濱斯柯達哈電機床 新技術開發公司	設立 Established	中華人民共和國 PRC	中華人民共和國 PRC	普通股 Ordinary	43.69%	43.69%	開發電機床新技術 Development of new technology on power machine tools
哈爾濱哈電多能水電開發 有限責任公司	設立 Established	中華人民共和國 PRC	中華人民共和國 PRC	普通股 Ordinary	41.72%	41.72%	水力發電 Hydropower generation
哈爾濱匯通電力工程有限公司	設立 Established	中華人民共和國 PRC	中華人民共和國 PRC	普通股 Ordinary	33.50%	33.50%	電力工程 Provision of power engineering
哈爾濱國際旅行社	設立 Established	中華人民共和國 PRC	中華人民共和國 PRC	普通股 Ordinary	30%	30%	旅遊服務 Provision of traveling services

**20. INTERESTS IN ASSOCIATES** (continued)

The summarised financial information in respect of the Group's associates is set out below:

	2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000

財務報表附註(續)

N 非同一控制下企業合併 (人民幣千元)

F 少數股東權益 (人民幣千元)

	2007	2008
1. 非同一控制下企業合併		
2. 少數股東權益		
3. 少數股東權益		
4. 少數股東權益		
5. 少數股東權益		
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9. 少數股東權益		
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91. 少數股東權益		
92. 少數股東權益		
93. 少數股東權益		
94. 少數股東權益		
95. 少數股東權益		
96. 少數股東權益		
97. 少數股東權益		
98. 少數股東權益		
99. 少數股東權益		
100. 少數股東權益		

## 財務報表附註(續)

### Notes to Financial Statements (continued)

#### 23. 應收賬款 應收票據 其他應收款 按金及預付款項

給予客戶之信貸期各不相同，一般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，本集團定期評估客戶信用。

#### 23. TRADE DEBTORS/BILLS RECEIVABLE/OTHER DEBTORS, DEPOSITS AND PREPAYMENTS

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.

		2008	2007
		人民幣千元	人民幣千元
		Rmb'000	Rmb'000
應收賬款	Trade debtors	13,428,014	9,819,274
減：減值撥備	Less: Allowance for doubtful debts	(1,073,788)	(824,709)
		<b>12,354,226</b>	8,994,565
應收票據	Bills receivables	361,324	208,710
其他應收款、 按金及預付款項	Other debtors, deposits and prepayments	6,537,067	5,339,159
		<b>19,252,617</b>	14,542,434

於結算日已計提減值準備的應收賬款之賬齡分析如下：

The following is an aged analysis of trade debtors net of allowance for doubtful debts at the balance sheet date:

		2008	2007
		人民幣千元	人民幣千元
		Rmb'000	Rmb'000
1年內	Within 1 year	8,554,404	6,000,510
1年至2年	1 to 2 years	2,391,479	2,083,009
2年至3年	2 to 3 years	1,119,172	860,094
3年以上	Over 3 years	289,171	50,952
		<b>12,354,226</b>	8,994,565



## 財務報表附註(續)

Notes to the Financial Statements (continued)

### 23. 應收賬款 應收票據 其他應收款 按金及預付款項(續)

應收賬款減值撥備的變動如下：

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
年初結餘	Balance at beginning of the year	824,709	564,282
應收賬款減值虧損確認	Impairment losses recognized on receivables	260,978	262,962
因無法收回而撇銷的金額	Amounts written off as uncollectible	(11,899)	(2,535)
年末結餘	Balance at end of the year	1,073,788	824,709

二零零七年十二月三十一日和二零零八年十二月三十一日集團應收賬款和其他應收款的公允價值接近於相應的賬面價值。

### 23. TRADE DEBTORS/BILLS RECEIVABLE/OTHER DEBTORS, DEPOSITS AND PREPAYMENTS (continued)

Movement in allowance for doubtful debts of trade debtors:

	2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
年初結餘	824,709	564,282
應收賬款減值虧損確認	260,978	262,962
因無法收回而撇銷的金額	(11,899)	(2,535)
年末結餘	1,073,788	824,709

The fair value of the Group's trade debtors and other debtors at 31st December, 2008 and 2007 approximates to the corresponding carrying amount.

### 24. 建造合同應收 (應付)款

### 24. AMOUNTS DUE FROM/(TO) CUSTOMERS FOR CONTRACT WORK

		本集團 THE GROUP	
		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
於結算日的建造合同：	Contracts in progress at the balance sheet date:		
迄今成本	Contract costs incurred	9,489,378	10,087,702
應佔溢利扣除可預見虧損	Recognised profits less recognized losses	(40,957)	25,425
		9,448,421	10,113,127
減：已收及應收工程進度款項	Less: Progress billings	(9,159,498)	(7,238,851)
		288,923	2,874,276
其中：	Represented by:		
建造合同應收款	Amounts due from customers included in current assets	1,045,979	3,632,591
建造合同應付款	Amounts due to customers included in current liabilities	(757,056)	(758,315)
		288,923	2,874,276

截至二零零七年十二月三十一日和二零零八年十二月三十一日止，並無未付足的建造合同工程款。

As at 31st December, 2008 and 2007, there were no retentions held by customers for contract works.

25. 應收 (付)同系附屬公司 關聯公司

本集團

此款項為無抵押，不計息，且無固定還款期限。二零零八年十二月三十一日和二零零七年十二月三十一日的公允價值接近於相應的賬價值。

26. 銀行存款、現金和現金等價物

	本集團	本公司
	THE GROUP	THE COMPANY
	2008	2007
	人民幣千元	人民幣千元
	Rmb'000	Rmb'000
銀行結存及現金	Cash and bank balances	8,331,542
3個月內到期的	Time deposits, matured	
定期存款	within 3 months	350,000
		8,681,542
3個月以後到期的	Bank deposits, matured	
定期存款	over 3 months	940,000
		300,000

截止於二零零八年十二月三十一日止共人民幣9,671,726,000元(二零零七年：人民幣6,665,175,000元)均存於中華人民共和國的銀行，這些人民幣兌換成外幣均遵循中國政府公佈的外匯控制法律法規。

於二零零八年十二月三十一日有效的銀行存款利率加權平均值為1.10%(二零零七年：3.28%)。

董事會認為賬面價值接近它們的公允價值。

25. AMOUNTS DUE FROM/(TO) FELLOW SUBSIDIARIES/ RELATED COMPANIES

THE GROUP

The amounts are unsecured, non-interest bearing and are repayable on demand. The fair value of the amounts at 31st December, 2008 and 2007 approximates to the corresponding carrying amount.

26. BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

	本集團	本公司
	THE GROUP	THE COMPANY
	2008	2007
	人民幣千元	人民幣千元
	Rmb'000	Rmb'000
銀行結存及現金	6,827,252	8,331,542
3個月內到期的	394,424	350,000
定期存款		
	7,221,676	8,681,542
3個月以後到期的		
定期存款	3,079,921	940,000
		300,000

As at 31st December, 2008, a total of Rmb9,671,726,000 (2007: Rmb6,665,175,000) were denominated in Renminbi and deposited with banks in the PRC. The conversion of these Renminbi denominated balances into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

The weighted average effective interest rates on bank deposits as at 31st December, 2008 were 1.10 % (2007: 3.28%).

The directors consider that the carrying amounts approximate their fair value.

27. 金融衍生工具

27. DERIVATIVE FINANCIAL INSTRUMENTS

		本集團 THE GROUP	
		2008	2007
		人民幣千元 Rmb'000	人民幣千元 Rmb'000
外幣遠期合約	Foreign currency forward contracts	<b>3,133</b>	—

於二零零八年十二月三十一日，本集團有以美元為單位之未到期遠期外匯兌換合約，總合同金額為美元65,000,000。該等合約需於各自之到期日予以淨結算，並以結算日按公平值計量。該公平值乃根據同等工具於資產負債表日之市場價值釐定。

上述遠期外匯兌換合約不符合套期會計，其公允價值的變動直接計入截至二零零八年十二月三十一日年度的損益表中。

At 31st December, 2008, the Group had outstanding foreign currency forward contracts denominated in United States dollars with total notional amount of US\$65,000,000. These contracts were subject to net settlement at various maturity dates and are measured at fair value at the balance sheet date. The fair values were calculated based on market values of equivalent instruments quoted from the banks.

The above foreign currency forward contracts did not qualify for hedging accounting, and changes in the fair values of the foreign currency forward contracts were charged to the income statement during the year ended 31st December, 2008.

28. 應付賬款 其他應付款及應計費用

28. TRADE CREDITORS/OTHER CREDITORS AND ACCRUED CHARGES

		本集團 THE GROUP		本公司 THE COMPANY	
		2008	2007	2008	2007
		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
應付賬款	Trade creditors	<b>7,715,110</b>	5,267,391	<b>272,010</b>	385,629
其他應付款及應計費用	Other creditors and accrued charges	<b>2,055,636</b>	2,757,797	<b>136,355</b>	261,283
		<b>9,770,746</b>	8,025,188	<b>408,365</b>	646,912

28. 應付賬款 其他應付款及應計費用(續)

於結算日應付賬款之賬齡分析如下：

賬齡	賬齡
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

於二零零八年十二月三十一日及二零零七年十二月三十一日，應付賬款、其他應付款及應計費用賬面價值接近它們的公允價值。

29. 已收按金

本集團

已收按金為在建中合約工程向顧客已收取之進度款項。已收按金中，約有人民幣5,059,506,000元(二零零七：人民幣1,621,598,000元)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。已收按金將會用作抵銷基於完工的合同價。

二零零八年十二月三十一日和二零零七年十二月三十一日的公允價值接近於相應的賬面價值。

28. TRADE CREDITORS/OTHER CREDITORS AND ACCRUED CHARGES (continued)

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

本集團	
THE GROUP	
2008	2007
人民幣千元	人民幣千元
Rmb'000	Rmb'000
7,039,443	3,522,251
470,791	1,298,712
67,951	305,767
136,925	140,661
<b>7,715,110</b>	<b>5,267,391</b>

The fair value of the Group's trade creditors, other creditors and accrued charges at 31st December, 2008 and 2007 approximates to the corresponding carrying amount.

29. DEPOSITS RECEIVED

THE GROUP

The amount represents the progress payments received from customers in respect of work in progress. Included in deposits received of approximately Rmb5,059,506,000 (2007: Rmb1,621,598,000) 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. The deposits received will be used to set-off the contract price upon the completion of contract works.

The fair value of the amount at 31st December, 2008 and 2007 approximates to the corresponding carrying amount.

30. 欠控股公司款項

本集團

短期

欠控股公司款項結餘為不計息之款項，為人民幣13,470,000元(二零零七年：人民幣103,478,000元)。此款項為無抵押且還款期限為一年內。二零零八年十二月三十一日和二零零七年十二月三十一日的公允價值接近於相應的賬面價值。

長期

欠控股公司款項結餘為人民幣306,720,000元(二零零七年：人民幣142,702,000元)之計息貸款，實際年利率為6.72厘(二零零七年：5.76厘)。此欠款將無固定還款條件。在資產負債表日後的十二個月內，不會被要求歸還此款項。因此被歸納為長期負債。二零零八年十二月三十一日和二零零七年十二月三十一的公允價值接近於賬面價值。

31. 應交稅金

30. ADVANCE FROM HOLDING COMPANY

THE GROUP

Current

The balances of the advance from holding company is non-interest-bearing, amounting to Rmb13,470,000 (2007: Rmb103,478,000). The amount is unsecured and repayable within one year. The fair value of the amount at 31st December, 2008 and 2007 is approximate to the corresponding carrying amount.

Non-current

The balance of the advance from holding company is the interest-bearing loans amounting to Rmb306,720,000 (2007: Rmb142,702,000) with effective interest rate of 6.72% (2007: 5.76%) per annum and have no fixed repayment term. The amount will not be demanded for repayment in the next twelve months of the balance sheet date and, accordingly, the amounts have been classified as non-current liabilities. Their fair value at 31st December, 2008 and 2007 approximates to their carrying value.

31. TAX PAYABLES

		本集團		本公司	
		THE GROUP		THE COMPANY	
		2008	2007	2008	2007
		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
增值稅	Value added tax	(44,714)	535,772	(21,784)	(15,110)
企業所得稅	Enterprise income tax	381,705	406,816	44,758	58,493
營業稅	Business tax	(4,315)	20,311	1,414	14,517
其他	Others	42,915	94,327	2,040	3,590
應交稅金	Tax payables	375,591	1,057,226	26,428	61,490

32. 借款

32. BORROWINGS

		本集團		本公司	
		THE GROUP		THE COMPANY	
		2008	2007	2008	2007
		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
銀行借款	Bank loans	<b>4,190,179</b>	4,668,010	<b>97,500</b>	200,000
其他借款	Other loans	<b>215,639</b>	95,269	<b>32,784</b>	27,420
		<b>4,405,818</b>	4,763,279	<b>130,284</b>	227,420
擔保	Secured	<b>4,089,725</b>	4,472,810	–	–
非擔保	Unsecured	<b>316,093</b>	290,469	<b>130,284</b>	227,420
		<b>4,405,818</b>	4,763,279	<b>130,284</b>	227,420
借款還款情況如下：	The borrowings are repayable as follows:				
一年內	Within one year	<b>870,704</b>	753,387	<b>97,500</b>	200,000
一至五年	More than one year but not more than five years	<b>2,342,952</b>	2,470,336	–	–
五年以上	Over five years	<b>1,192,162</b>	1,539,556	<b>32,784</b>	27,420
		<b>4,405,818</b>	4,763,279	<b>130,284</b>	227,420
減：一年內到期的短期負債	Less: Amounts due within one year classified as current liabilities	<b>(870,704)</b>	(753,387)	<b>(97,500)</b>	(200,000)
		<b>3,535,114</b>	4,009,892	<b>32,784</b>	27,420

**32. 借款(續)**

銀行貸款的賬面金額以下列貨幣為單位：

	2008	2007
人民幣	Rmb	人民幣千元
美元	USD	美元千元

兩年內所有的集團借款利率在3.51%至7.47%中浮動。合同利率與實際利率相同。

於二零零八年十二月三十一日，哈爾濱電氣集團公司(「哈電集團公司」)並無對本集團的銀行借款作擔保。(二零零七年：人民幣200,000,000元)

董事會認為賬面價值接近於它們的公允價值。

**32. BORROWINGS (continued)**

The carrying amount of the bank loans are denominated in the following currencies:

本集團		本公司	
THE GROUP		THE COMPANY	
2008	2007	2008	2007
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
3,489,982	4,251,956	130,284	227,420
915,836	511,323	-	-
<b>4,405,818</b>	<b>4,763,279</b>	<b>130,284</b>	<b>227,420</b>

All of the Group's borrowings carrying at rates ranging from 3.51% to 7.47% at both years. The contracted interest rates are equal to the effective interest rates.

At 31st December, 2008, none of the Group's bank borrowings are guaranteed by Harbin Electric Corporation ("HE") (2007: Rmb200,000,000).

The directors consider that the carrying amounts of the borrowings approximate their fair value.

## 財務報表附註(續)

Notes to the Financial Statements (continued)

### 33. 股本

### 33. SHARE CAPITAL

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
已註冊、已發行及繳足：	Registered, issued and fully paid:		
國有法人股每股 面值人民幣1元	State owned equity interest shares of Rmb1 each	701,235	701,235
H股每股面值人民幣1元	H Shares of Rmb1 each	675,571	675,571
		<b>1,376,806</b>	1,376,806

股本變動如下：

The movements in share capital are as follows:

		發行股權 Number of shares in issue	發行的股本 Issued share capital 人民幣千元 Rmb'000	股本溢價 Share premium 人民幣千元 Rmb'000	總計 Total 人民幣千元 Rmb'000
於二零零七年一月一日	At 1st January, 2007	1,274,451,000	1,274,451	1,089,089	2,363,540
發行H股	Issue of H shares	112,590,000	112,590	914,623	1,027,213
發行費用	Share issue expenses	-	-	(23,417)	(23,417)
國有法人股轉換	Conversion of state owned equity interest shares	(10,235,000)	(10,235)	-	(10,235)
於二零零八年一月一日及 二零零八年十二月三十一日	<b>At 1st January, 2008 and at 31st December, 2008</b>	<b>1,376,806,000</b>	<b>1,376,806</b>	<b>1,980,295</b>	<b>3,357,101</b>

除股利支付的幣種不同以及對中國境內和境外資者的限制不同外，國有法人股和H股在其他方面均相同。

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



### 34. 儲備

#### 本集團

本集團本年度及上年度儲備的結餘及變動情況見財務報表第64頁之綜合權益變動表。

#### 本公司

### 34. RESERVES

#### THE GROUP

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 64 of the financial statements.

#### THE COMPANY

		股本溢價 Share premium 人民幣千元 Rmb'000	資本儲備 Statutory capital reserve 人民幣千元 Rmb'000	法定盈餘 公積金 Statutory surplus reserve 人民幣千元 Rmb'000	保留溢利 Retained profits 人民幣千元 Rmb'000	總計權益 Total 人民幣千元 Rmb'000
於二零零七年一月一日	At 1st January, 2007	1,089,089	709,849	327,567	85,032	2,211,537
本年度溢利	Profit for the year	-	-	-	367,997	367,997
股本增發	Issue of share capital	914,623	-	-	-	914,623
股本增發費用	Share issue expense	(23,417)	-	-	-	(23,417)
轉撥	Transfer to reserves	-	-	37,975	(37,975)	-
股息	Dividends	-	-	-	(123,913)	(123,913)
於二零零八年一月一日	At 1st January, 2008	1,980,295	709,849	365,542	291,141	3,346,827
本年度溢利	Profit for the year	-	-	-	284,132	284,132
轉撥	Transfer to reserves	-	-	28,413	(28,413)	-
股息	Dividends	-	-	-	(125,289)	(125,289)
於二零零八年十二月三十一日	At 31st December, 2008	<b>1,980,295</b>	<b>709,849</b>	<b>393,955</b>	<b>421,571</b>	<b>3,505,670</b>

### 35. CONTINGENT LIABILITIES

		2008	2007
		人民幣千元	人民幣千元
		Rmb'000	Rmb'000
附屬公司為外部第三方的 銀行融資提供擔保	Guarantee given to banks and financial institutions in respect of general banking facilities granted to external parties	<b>14,119</b>	168,890

### 36. OPERATING LEASES

#### The Group as lessor

Property rental income earned during the year was approximately Rmb35,848,000 (2007: Rmb24,479,000). The Group's properties held for rental purposes are expected to generate rental yields of 13% on an ongoing basis. All of the properties held have committed tenants ranging from 1 to 20 years.

37. 資本承擔

37. CAPITAL COMMITMENTS

		2008	2007
		人民幣千元	人民幣千元
		Rmb'000	Rmb'000
購買物業、廠房及設備 的資本支出 - 已簽約但未於 財務報表中撥備	Capital expenditure for the acquisition of property, plant and equipment - contracted for but not provided in the financial statements	<b>315,838</b>	909,275

38. 資產抵押

於二零零八年十二月三十一日，本集團將賬面淨值約為人民幣245,814,000元(二零零七年：人民幣267,394,000元)之投資物業以及約人民幣484,255,000元(二零零七年：人民幣169,684,000元)銀行存款作為有關銀行發予本集團若干借貸的抵押品。

38. PLEDGE OF ASSETS

At 31st December, 2008, the Group had pledged investment properties having a net book value of approximately Rmb245,814,000 (2007: Rmb267,394,000) and bank deposits amounting to approximately Rmb484,255,000 (2007: Rmb169,684,000) to secure certain of Group's trading facilities.

39. 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；在過渡期內，是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，是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。

39. 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.

#### 40. 關聯人士交易

(i) 與控股公司和同系附屬公司的交易 結存

根據和哈電集團簽署之協議，本集團付予哈電集團及其附屬公司及向其收取之服務費用總額分別為人民幣49,223,000元(二零零七年：人民幣50,477,000元)及人民幣9,537,000元(二零零七年：人民幣9,717,000元)。

截至二零零八年十二月三十一日，本集團付予哈電集團之附屬公司原材料採購費為人民幣219,369,000元(二零零七年：人民幣309,080,000元)。

於結算日，哈電集團向銀行提供擔保，為本公司取得一般信貸融資。

有關欠控股公司款項之條款，請參看附註30。

(ii) 和其他中國國有企業的交易 結餘

本集團目前營運的經濟環境由中國政府擁有或控制的企業(國有企業)直接或間接地所主導。此外，本集團本身就是由中國政府控制的哈電集團的一部分。除了和哈電集團以及在以上(i)披露的附屬公司交易外，本集團也與其他國企有生產往來。董事會認為那些國有企業在集團交易層面上是獨立第三方。

在建立價格策略以及贊同與其他國企交易的過程中，本集團並不區分對方是否是一個國有企業。

#### 40. RELATED PARTY TRANSACTIONS

(i) Transactions/balance with holding company and fellow subsidiaries

Pursuant to the services agreements signed with HE, the service fees paid to and received from HE and its subsidiaries amounted to approximately Rmb49,223,000 (2007: Rmb50,477,000) and Rmb9,537,000 (2007: Rmb9,717,000) respectively.

For the year ended 31st December, 2008, the Group made purchases from subsidiaries of HE amounting to approximately Rmb219,369,000 (2007: Rmb309,080,000).

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

For details of the arrangement concerning balances with holding company, see note 30.

(ii) Transactions/balances with other state-controlled entities in the PRC

The Group operates in an economic environment currently predominated by entities directly or indirectly owned or controlled by the PRC government ("state-controlled entities"). In addition, the Group itself is part of a larger group of companies under HE, which is controlled by the PRC government. Apart from the transactions with HE and fellow subsidiaries disclosed in section (i) above, the Group also conducts business with other state-controlled entities. The directors consider those state-controlled entities are independent third parties so far as the Group's business transactions with them are concerned.

In establishing its pricing strategies and approval process for transactions with other state-controlled entities, the Group does not differentiate whether the counter-party is a state-controlled entity or not.

#### 40. 關聯人士交易(續)

與其他國有企業重要的交易 結餘如下：

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
銷售	Trade sales	28,097,220	26,320,560
採購	Trade purchases	6,266,649	3,276,512
其他國有企業應付款	Amounts due to other state-controlled entities	10,105,136	17,566,734
其他國有企業應收款	Amounts due from other state-controlled entities	7,527,381	14,960,475

此外，本集團在其日常業務中和一些國有銀行和金融機構有不同往來，包括設制保證金，借款和其他一般銀行融資。在看待這些銀行交易的實質上，董事會認為毋需分開披露。

除了上述披露，董事會認為與其他國有企業的交易對於本集團營運沒有重大影響。

#### 41. 資本管理

本集團資本管理的首要目標，為確保本集團具備持續發展的能力，且維持穩健的資本比率，以支持其業務運作，爭取最大的股東價值。

本集團根據經濟情況的變動，管理其資本結構並作出調整。為維持或調整資本結構，本集團可能會調整向股東派發的股息、向股東派回資本或發行新股。截至二零零八年十二月三十一日及截至二零零七年十二月三十一日止年度內，並無更改其目標、政策或程序。

#### 40. RELATED PARTY TRANSACTIONS (continued)

Material transactions/balances with other state-controlled entities are as follows:

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
Sales	Trade sales	28,097,220	26,320,560
Purchases	Trade purchases	6,266,649	3,276,512
Other amounts due to other state-controlled entities	Amounts due to other state-controlled entities	10,105,136	17,566,734
Other amounts due from other state-controlled entities	Amounts due from other state-controlled entities	7,527,381	14,960,475

In addition, the Group has entered into various transactions, including deposits placements, borrowings and other general banking facilities, with certain banks and financial institutions which are state-controlled entities in its ordinary course of business. In view of the nature of those banking transactions, the directors are of the opinion that separate disclosure would not be meaningful.

Except as disclosed above, the directors are of the opinion that transactions with other state-controlled entities are not significant to the Group's operations.

#### 41. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31st December, 2008 and 2007.

**41. 資本管理(續)**

本集團以資本負債比率(淨債務除以總資本及淨債務之和),藉此監控資本的情況。本集團的政策為維持穩健的資本負債比率。淨債務包括計息銀行及其他借款、應付票據及其他應付款項、應計款項,減去現金及現金等值項目。於結算日,資本負債比率如下:

**41. CAPITAL MANAGEMENT (continued)**

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital plus net debt. The Group's policy is to maintain a stable gearing ratio. Net debt includes interest-bearing bank and other borrowings, bills and other payables, accruals, less cash and cash equivalents. The gearing ratios as at the balance sheet dates were as follows:

		2008	2007
		人民幣千元	人民幣千元
		Rmb'000	Rmb'000
金融衍生工具	Derivative financial instrument	3,133	-
建造合同應付款	Amounts due to customers for contract work	757,056	758,315
應付賬款	Trade creditors	7,715,110	5,267,391
其他應付款及應計費用	Other creditors and accrued charges	2,055,636	2,757,797
已收按金	Deposits received	23,716,097	18,803,988
欠同系附屬公司款項	Amounts due to fellow subsidiaries	50,069	23,426
控股公司收款	Advance from holding company	320,190	246,658
應交稅金	Tax liabilities	375,591	1,057,226
借款	Borrowings	4,405,818	4,763,279
減: 有限制存款	Less: Restricted bank deposits	(14,568)	(6,630)
已抵押存款	Pledged bank deposits	(484,255)	(169,684)
定期存款	Bank deposits	(3,079,921)	(940,000)
銀行結存及現金	Cash and bank balances	(7,221,676)	(8,681,542)
淨債務	Net debt	<b>28,598,280</b>	23,880,224
總資本	Equity	<b>8,136,080</b>	7,212,993
資本與淨債務	Capital and net debt	<b>36,734,360</b>	31,093,217
資本負債比率	Gearing ratio	<b>78%</b>	77%

## 財務報表附註(續)

Notes to the Financial Statements (continued)

### 42. 金融工具的分類

於結算日，各金融工具類別的賬面值如下：

#### 金融資產

應收賬款	Trade debtors
應收票據	Bills receivable
其他應收款	Other debtors
建造合同應收款	Amounts due from customers for contract work
應收同系附屬公司款項	Amounts due from fellow subsidiaries
待銷售性投資	Available-for-sale investments
有限制存款	Restricted bank deposits
已抵押存款	Pledged bank deposits
定期存款	Bank deposits
銀行結存及現金	Cash and cash equivalents

#### 金融負債

衍生金融工具	Derivative financial instruments
建造合同應付款	Amounts due to customers for contract work
應付賬款	Trade creditors
其他應付款及應計費用	Other creditors and accrued charges
欠同系附屬公司款項	Amounts due to fellow subsidiaries
欠控股公司款項	Advance from holding company
應交稅金	Tax liabilities
借款	Borrowings

### 42. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the balance sheet date are as follows:

#### Financial assets

	2008	2007
	人民幣千元	人民幣千元
	Rmb'000	Rmb'000
	<b>12,354,226</b>	8,994,565
	<b>361,324</b>	208,710
	<b>489,970</b>	675,214
	<b>1,045,979</b>	3,632,591
	<b>66,353</b>	67,327
	<b>27,074</b>	28,074
	<b>14,568</b>	6,630
	<b>484,255</b>	169,684
	<b>3,079,921</b>	940,000
	<b>7,221,676</b>	8,681,542
	<b>25,145,346</b>	23,404,337

#### Financial liabilities

	2008	2007
	人民幣千元	人民幣千元
	Rmb'000	Rmb'000
	<b>3,133</b>	—
	<b>757,056</b>	758,315
	<b>7,715,110</b>	5,267,391
	<b>2,055,636</b>	2,757,797
	<b>50,069</b>	23,426
	<b>320,190</b>	246,658
	<b>375,591</b>	1,057,226
	<b>4,405,818</b>	4,763,279
	<b>15,682,203</b>	14,874,092

**43. 財務風險管理目標及政策**

本集團之主要財務工具包括待銷售性投資、應收貿易及其他應收款、應付貿易及其他應付款、借款、銀行結存及現金。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

**信貸風險**

於二零零八年十二月三十一日，本集團因交易對方未能履行責任而為本集團帶來財務虧損的最大信貸風險乃綜合資產負債表所列各項已確認金融資產的賬面值。為盡量減低與應收賬款有關的信貸風險，本集團管理層已選派一隊專責釐定信貸額度、信貸批准及其他監管程序的隊伍，以確保作出跟進行動收回逾期債務。此外，本集團於各結算日檢討各項個別交易債務的可收回金額，以確保就不可收回款項作出足夠減值虧損。就此，本公司董事認為，本集團的信貸風險已大幅減少。

由於交易對方大多數為知名銀行或獲國際信貸評級機構評為高信貸評級的銀行，故流動資金的信貸風險有限。本集團並無過份集中之信貸風險，有關風險乃分散至多個地方。

**流動資金風險**

於二零零八年及之後各個年度，本集團的資金流動性主要依賴其維持充足營運現金流的能力以應付其債務責任。同時，本集團與銀行保持良好的關係。二零零八年底，本集團的財政狀況維持穩健，於二零零八年十二月三十一日的現金及現金等值項目為人民幣7,221,676,000元(二零零七年：人民幣8,681,542,000)。

**43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group's major financial instruments including available-for-sale investments, trade and other debtors, trade and other creditors, borrowings and bank balances and deposits. The risks associate with and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure approximate measures are implemented on a timely and effective manner.

**Credit risk**

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at 31st December, 2008 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated balance sheet. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual receivable at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on bank deposit and balances is limited because the majority of the counterparties are reputable banks or bank with high credit ratings assigned by international credit-rating agencies. The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties.

**Liquidity risk**

With regard to 2008 and thereafter, the liquidity of the Group is primarily dependent on its ability to maintain adequate cash flow from operations to meet its debt obligations as they fall due. The Group has good standing among its bankers. The Group continued to enjoy a strong financial position at the end of 2008, with cash and cash equivalents amounting to Rmb7,221,676,000 as at 31st December, 2008 (2007: Rmb8,681,542,000).



## 財務報表附註(續)

Notes to the Financial Statements (continued)

### 43. 財務風險管理目標及政策(續)

#### 流動資金風險(續)

於結算日，本集團金融負債到期情況如下  
(基於已訂立的未折現付款)：

本集團

二零零八年

衍生金融工具	Derivative financial instruments
建造合同應付款	Amounts due to customers for contract work
應付賬款	Trade creditors
其他應付款，應計費用及預計負債	Other creditors and accrued charges
欠同系附屬公司款項	Amounts due to fellow subsidiaries
欠控股公司款項	Advance from holding company
應交稅金	Tax liabilities
借款	Borrowings

二零零七年

建造合同應付款	Amounts due to customers for contract work
應付賬款	Trade creditors
其他應付款，應計費用及預計負債	Other creditors and accrued charges
欠同系附屬公司款項	Amounts due to fellow subsidiaries
欠控股公司款項	Advance from holding company
應交稅金	Tax liabilities
借款	Borrowings

### 43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Liquidity risk (continued)

The maturity profile of the Group's financial liabilities as at the balance sheet date are as follows:

THE GROUP

2008

	少於1年 Less than 1 year 人民幣千元 Rmb'000	1年至2年 1 to 2 years 人民幣千元 Rmb'000	2年至5年 2 to 5 years 人民幣千元 Rmb'000	5年以上 More than 5 years 人民幣千元 Rmb'000	總計 Total 人民幣千元 Rmb'000
衍生金融工具	3,133	-	-	-	3,133
建造合同應付款	757,056	-	-	-	757,056
應付賬款	7,039,443	470,791	67,951	136,925	7,715,110
其他應付款，應計費用及預計負債	2,055,636	-	-	-	2,055,636
欠同系附屬公司款項	50,069	-	-	-	50,069
欠控股公司款項	13,470	-	-	306,720	320,190
應交稅金	375,591	-	-	-	375,591
借款	870,704	1,014,256	1,328,696	1,192,162	4,405,818
	<b>11,165,102</b>	<b>1,485,047</b>	<b>1,396,647</b>	<b>1,635,807</b>	<b>15,682,603</b>

2007

	少於1年 Less than 1 year 人民幣千元 Rmb'000	1年至2年 1 to 2 years 人民幣千元 Rmb'000	2年至5年 2 to 5 years 人民幣千元 Rmb'000	5年以上 More than 5 years 人民幣千元 Rmb'000	總計 Total 人民幣千元 Rmb'000
建造合同應付款	758,315	-	-	-	758,315
應付賬款	3,522,251	1,298,712	305,767	140,661	5,267,391
其他應付款，應計費用及預計負債	2,757,797	-	-	-	2,757,797
欠同系附屬公司款項	23,426	-	-	-	23,426
欠控股公司款項	103,956	-	-	142,702	246,658
應交稅金	1,057,226	-	-	-	1,057,226
借款	753,387	716,092	1,754,244	1,539,556	4,763,279
	<b>8,976,358</b>	<b>2,014,804</b>	<b>2,060,011</b>	<b>1,822,919</b>	<b>14,874,092</b>

**43. 財務風險管理目標及政策(續)**

**利率風險**

本集團所面對之利率變動風險主要是由其固定利率的銀行存款及貸款所致。本集團現時並無利率對沖政策。然而，管理層對利率風險進行監控並將於有需要時考慮對沖重大外幣風險。

本集團因利率變動面臨之利率風險主要與本集團之計息銀行及其他借貸有關。於二零零八年及二零零七年十二月三十一日，倘借貸利率高低50基點而所有其他變數維持不變，則本年度 去年度溢利將分別減少 增加人民幣4,579,000元及3,075,000元，主要是由於浮動利率借貸利息開支增加 減少所致。

**其他價格風險**

本集團無需面對任何權益證券風險或商品價格風險。

**貨幣風險**

本集團有若干應收款項以外幣計值。管理層監控外幣風險並用外幣遠期合約來對沖部份風險。外幣遠期合約並不適用於對沖會計方法。

**43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**

**Interest rate risk**

The Group's interest rate risk relates primarily to fixed rate bank deposits and borrowings. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arises.

The Group's exposure to interest rate risk for changes in interest rates relates primarily to the Group's interest-bearing borrowings. As at 31st December, 2008, if interest rates on borrowings had been 50 basis points higher/lower with all other variables held constant, profit for the current/prior year would have been Rmb4,579,000 and Rmb3,075,000, lower/higher respectively, mainly as a result of higher/lower interest expense on floating rate borrowings.

**Other price risk**

The Group is not exposed to any equity securities risk or commodity price risk.

**Currency risk**

Certain trade receivables of the Group are denominated in foreign currencies. The management monitors foreign exchange exposure and hedges certain exposure using foreign currency forward contracts. The foreign currency forward contracts do not qualify for hedging accounting.

		<b>2008</b>	2007
		人民幣千元	人民幣千元
		<b>Rmb'000</b>	Rmb'000
其他貨幣計值之金融資產：	Financial assets denominated in foreign currencies:		
應收賬款	Trade debtors	<b>3,041,673</b>	3,884,831
銀行結存及現金	Bank balance and cash	<b>629,871</b>	1,746,815
		<b>3,671,544</b>	5,631,646

43. 財務風險管理目標及政策(續)

貨幣風險(續)

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Currency risk (continued)

		2008 人民幣千元 Rmb'000	2007 人民幣千元 Rmb'000
其他貨幣計值之金融負債：			
Financial liabilities denominated in foreign currencies:			
借款	Borrowings	<b>915,836</b>	511,323
其他貨幣計值之金融資產載列如下：			
The financial assets were denominated in the following foreign currencies:			
歐元	EUR	<b>80,083</b>	227,386
美元	USD	<b>3,529,822</b>	4,694,090
港元	HKD	<b>59,847</b>	710,170
其他	Others	<b>1,792</b>	-
		<b>3,671,544</b>	5,631,646
其他貨幣計值之金融負債載列如下：			
The financial liabilities were denominated in the following foreign currencies:			
美元	USD	<b>915,836</b>	511,323

**43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES** (continued)

The following table demonstrates the sensitivity at the balance sheet date to a reasonably possible change in the Rmbexchange rate, with all other variables held constant, of the Group's net profit (due to changes in the fair value of monetary assets and liabilities).

**2008**

匯率		2008	2007
上升	減少	除稅前溢利的影響	除稅前

## 財務報表附註(續)

Notes to the Financial Statements (continued)

### 44. 主要附屬公司詳述

截至於二零零八年十二月三十一日，公司在中國建立並營運的主要附屬公司詳情如下：

### 44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Company's principal subsidiaries as at 31st December, 2008, all of which are incorporated and operating in the PRC, are:

附屬公司名稱 Name of subsidiary	註冊資本 Registered share capital 人民幣千元 Rmb'000	公司持有註冊資本 名義價值比例 Proportion of nominal value of registered capital held by the Company		主要活動 Principal activities
		直接 Directly	間接 Indirectly	
		%	%	
哈爾濱鍋爐廠有限責任公司*	746,853	90.94	–	生產鍋爐 Manufacture of boilers
哈爾濱電機廠有限責任公司*	709,237	87.37	–	生產蒸汽渦輪發動裝置和水渦輪發動裝置 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	–	為電站提供工程服務 Provision of engineering services for power stations
哈爾濱三利亞股份有限公司**	76,116	81.39	–	非金屬合金表面處理、功能性膜層的開發和應用、電液漆、電解液及相關化工產品生產與銷售 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.
哈爾濱動力科技貿易股份有限公司**	27,000	55.55	44.45	貿易 Trading
哈爾濱汽輪機廠有限責任公司*	859,723	62.54	–	生產電站汽輪機 Manufacture of steam turbines
哈爾濱東力房地產開發有限責任公司*	10,000	–	75	房地產開發 Property development
哈爾濱哈鍋閥門股份有限公司**	80,000	100	–	生產閥門 Manufacture of valves
哈電發電設備國家工程研究中心有限公司*	50,000	60	–	發電設備研發工程化技術 Research and development of power equipment engineerisation technology
成都三利亞中瓷有限責任公司*	53,127	–	50	輕合金材料、鋁特種工件、輕合金表面陶瓷化處理及相關技術的研究；電子產品、科研所需的原輔材料、零配件及相關產品的生產、加工及銷售 Development, production and sale of electrochemical surface ceramicised light alloy materials and relevant technology; Manufacture, processing and trading of electricity products, relevant raw materials and accessories.

44. 主要附屬公司詳述(續)

44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

附屬公司名稱 Name of subsidiary	註冊資本 Registered share capital 人民幣千元 Rmb'000	公司持有註冊資本 名義價值比例 Proportion of nominal value of registered capital held by the Company		主要活動 Principal activities
		直接 Directly	間接 Indirectly	
		%	%	
哈爾濱鍋爐預熱器有限責任公司*	10,000	–	100	研究及開發水力發電設備技術 Research and development of hydropower generation equipment engineerisation technology
秦皇島哈電置業房地產開發有限公司*	20,000	–	90	房地產開發和租賃 Property development and property rentals
哈爾濱電站設備製造廠*	8,000	–	78	生產工程設備 Manufacture of engineering equipment
哈爾濱哈電地產置業股份公司**	20,000	–	35 (註note)	房地產開發和租賃 Property development and property rentals
哈爾濱汽輪機廠輔機工程公司*	60,000	–	100	為渦輪提供工程服務 Provision of engineering service to turbines
哈爾濱樂松購物廣場有限公司*	3,000	–	75	房地產租賃 Property rental

\* 有限責任公司

\*\* 股份有限公司

註：根據從擁有哈爾濱哈電地產置業股份有限公司16%註冊資本的股東書面聲明中，其股東將會與集團意見一致，因此本集團能控制一半以上的公司投票權。

董事會認為以上表格列示了主要能影響本集團業績或資產之附屬公司。董事會認為載列其他附屬公司之詳情會使此報告篇幅過於冗長。

本年度沒有一家附屬公司發生任何債務擔保事項。

\* Limited liabilities company

\*\* Joint stock limited enterprise

Note: According to the written declaration received from certain shareholders who held 16% registered capital of 哈爾濱哈電地產置業股份有限公司, these shareholders would vote for the same decision as the Group and therefore the Group could control more than half of the voting power of the companies.

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 during the year.

## 重要事項揭示

D. . . . . E . . . . .

1、 本公司於二零零八年六月六日(星期五)上午9:00時,在中華人民共和國黑龍江省哈爾濱市香坊區三大動力路39號B座17樓會議大廳舉行了二零零七年度股東周年大會,會議審議通過了載於二零零八年四月十一日股東周年大會通知所列之全部議案。

2、 公司及所屬的哈爾濱鍋爐公司、哈爾濱汽輪機公司、哈爾濱電機公司、交直流公司、閘門公司等六家企業獲得了高新技術企業的重新認定,將繼續享受15%的企業所得稅優惠稅率。

3、 按照財政部、證監會、審計署、銀監會、保監會《企業內部控制基本規範》的要求,本公司於二零零八年十月三十一日開始實施內部控制評審項目,並聘請普華永道會計師事務所就本項目提供諮詢服務。

4、 二零零八年十二月十九日,國際電工委員會標準化管理局(SMB)任命本集團張秋鴻先生為IEC/TC5汽輪機標準化技術委員會主席,任期從二零零九年一月一日至二零一四年十二月三十一日,這是自該委員會成立以來首次由亞洲人擔任主席職務。

### 5、 重要合同簽訂情況

二零零八年一月二十八日,本公司與日本三菱重工業株式會社簽訂了核電常規島技術引進協議。

二零零八年一月三十一日,公司與中國電力投資集團公司簽訂了山東海陽項目2X1000MW級常規島供貨合同,進一步鞏固了公司AP1000核電常規島產品的市場領先地位。

二零零八年五月二十三日,公司與天狼星公司簽訂了俄羅斯特羅依茨克2X660MW超臨界燃煤火電項目供貨合同,是國產超臨界燃煤機組三大主機設備首次進入俄羅斯市場。

1. The 2007 Annual General Meeting of the Company was held in the meeting-room on the 17th Floor, at Block B, No. 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, PRC, at 9:00 a.m. on 6th June, 2009 (Friday). All of the proposed resolutions stated in the Notice of Annual General Meeting on 11th April, 2008 were passed at the meeting.

2. The Company and its subsidiaries (HBC, HTC, HEC, Harbin AC/DC Motor Limited Company and Harbin Value Company Limited) have obtained the reassessment of being a high new-tech enterprise. The Company and its subsidiaries will continue to enjoy the income tax rate of 15%.

3. According to the requirement of "the basic specification of corporation internal control" of the Ministry of Finance, Securities and Futures Commission, the Audit Commission, the China Banking Regulatory Commission and China Insurance Regulatory Commission, the Company had implementation of the internal control assessment project from 31st October 2008, and employ PricewaterhouseCoopers to provide consulting service about this project.

4. On 19th December, 2008, Mr. Zhang Qihong from our Group was appointed as chairman of IEC/TC5 Turbine Standardization Technical Committee by SMB of International Electrotechnical Commission (IEC). His term of office is from 1st January, 2009 to 31st December, 2014. This is the first time for the Asian to serve as chairman since the Committee was established.

### 5. Material Contracts Signature

On 28th January, 2008, the Company conventional island signed a technology import agreement of nuclear power with Mitsubishi Heavy Industries Co. Ltd.

On 31st January, 2008, the company signed a conventional island supply contract of 2X1000MW for the project in Haiyang, Shandong Province with China Power Investment Corporation, and further consolidates the company's market-leading position for AP1000 conventional island products of nuclear power.

On 23rd May, 2008, the contract for the supply of supercritical 2X660MW coal-fired thermal power project in 特羅依茨克, Russia signed between the Company and 天狼星公司, which marked our first entry in the Russian market with the three main equipments of China's home-made supercritical coal-fired units.

## 重要事項揭示(續)

### D. 2008年8月22日, 公司向印度ESSAR公司簽訂了喜來雅(SALAYA) 2X600MW二期擴建燃煤火電項目(BTG)、佳凱德(JARKHAND) 2X600MW亞臨界燃煤火電項目主機島設備供貨與服務合同, 進一步鞏固了公司600MW亞臨界機組產品在印度的市場地位。

二零零八年五月二十二日, 公司與印度ESSAR公司簽訂了喜來雅(SALAYA) 2X600MW二期擴建燃煤火電項目(BTG)、佳凱德(JARKHAND) 2X600MW亞臨界燃煤火電項目主機島設備供貨與服務合同, 進一步鞏固了公司600MW亞臨界機組產品在印度的市場地位。

二零零八年八月二十八日, 公司與中國三峽總公司簽訂了向家壩4X800MW、溪洛渡6X770MW共計10台水輪發電機組供貨合同, 創造了公司單次簽訂合同額最大的記錄。

二零零八年九月五日, 公司與廣州發展實業控股集團股份有限公司簽訂了廣東珠江1X1000MW超超臨界機組三大主機設備供貨合同, 是繼國電江蘇泰州2X1000MW項目後又一個百萬千瓦級機組三大主機成套供貨的項目。

二零零八年九月二十六日, 公司與國核工程有限公司簽訂了三門2#機組國內首台AP1000核電蒸發器供貨合同, 使公司在國家第三代核電技術自主化依託項目核島主設備上實現了重大的歷史性突破。

#### 6. 科研開發情況

二零零八年十二月三日, 本公司「超臨界600MW火電機組成套設備研製與工程應用」科研項目, 榮獲國家科技進步一等獎。

二零零八年十二月三日, 本公司「300MW CFB鍋爐機組示範工程及國產化」和「30萬噸合成氨成套技術與關鍵設備開發研製及應用」兩個科研項目分別榮獲國家科學技術進步獎二等獎。

二零零八年十二月三十日, 本公司「三峽巨型全空冷水輪發電機組關鍵技術研究及設備研製」科研項目, 榮獲中國機械工業科技進步特等獎和黑龍江省科技進步特等獎。

除以上事項外, 本公司未有其他需披露而未披露之事項。

On 22nd August, 2008, the Company signed the supply and service contracts for the main equipment with ESSAR in India for the second stage 2X600MW expansion coal-fired thermal power project (BTG) to SALAYA and 2X600MW sub-critical coal-fired thermal power project to JARKHAND, and further consolidate the Company's market position in India for the sub-critical unit products.

On 28th August, 2008, the Company signed the supply contracts for the total 10 hydro generating units for 4X800MW in 向家壩 and 6X770MW in 溪洛渡 with China Three Gorges Project Corporation (CTGPC), which created the Company's record of single-signed maximum contract amount.

On 5th September, 2008, the contract for the supply of three main equipment of 1X1000MW ultra-supercritical unit for Guangdong Zhujiang project signed between the Company and Guangzhou Development Industry (Holdings) Co. Ltd. The project is another project of set supply of three main equipment units after the 2X1000MW project in Taizhou, Jiangsu Province.

On 26th September, 2008, the Company signed the supply contract for the domestic first AP1000 nuclear power steam generator for 2#unit in Sanmen with China Nuclear Power Engineering Co. Ltd (CNPEC), which achieved a major historic breakthrough for the Company on nuclear island main equipment of national third generation nuclear power technology self-reliance project.

#### 6. Scientific research and development

On 3rd December, 2008, the Company won the first prize of national scientific and technology progress by virtue of the scientific research project named "research and engineering application of sets equipment of 600MW supercritical thermal power units".

On 3rd December, 2008, the Company won separately the second prize of national scientific and technology progress by virtue of two scientific research project named "300MW CFB demonstration projects and civilization of boiler units" and development research and application of sets technologies and key equipments of 300,000 tons synthesis ammonia.

On 30th December, 2008, the Company won both the grand prize of scientific and technological progress of China Machinery Industry and Heilongjiang scientific and technological progress by virtue of the scientific research project named "key technologies research and equipment research of Three Gorge huge fully air-cooled hydro-generator unit".

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



## 公司資料



### 公司法定名稱

哈爾濱動力設備股份有限公司

### 公司英文名稱

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

### 公司辦公地址

中華人民共和國  
黑龍江省  
哈爾濱市  
香坊區三大動力路  
39號B座  
郵政編碼：150040  
電話：86-451-82135717或82135727  
傳真：86-451-82135700  
網址：www.chpec.com

### 在香港的營業地址

香港  
中環  
遮打道16 - 20號  
曆山大廈二十樓

### 法定代表人

宮晶堃

### 授權代表

曲大莊  
馬遂

### REGISTERED NAME OF THE COMPANY

哈爾濱動力設備股份有限公司

### ENGLISH NAME OF THE COMPANY

Harbin Power Equipment Company Limited

### REGISTERED ADDRESS OF THE COMPANY

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

### OFFICE ADDRESS OF THE COMPANY

Block B, No. 39 Sanda Dongli Road  
Xiangfang District  
Harbin  
Heilongjiang Province  
PRC  
Postcode: 150040  
Tel: 86-451-82135717 or 82135727  
Fax: 86-451-82135700

### PLACE OF BUSINESS IN HONG KONG

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16-20 Chater Road  
Central  
Hong Kong

### LEGAL REPRESENTATIVE

Gong Jing-kun

### AUTHORISED REPRESENTATIVES

Qu Da-zhuang  
Ma Sui

**公司秘書**

馬遂

**核數師**

岳華會計師事務所有限公司

執業會計師

香港

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聯合鹿島大廈七樓

中瑞岳華會計師事務所有限責任公司

中華人民共和國

北京市朝陽區

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鵬潤大廈B座

1201 – 1205室

100016

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北京市海問律師事務所

中華人民共和國

北京

朝陽區

東三環北路2號

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**AUDITORS**

**Yuehua CPA Limited**

Certified Public Accountants

7/F., Allied Kajima Building

138 Gloucester Road

Wanchai, Hong Kong

**China Rightson Yuehua Certified Public Accountant  
Company Limited**

1201 – 1205 B,

Eagle Run Plaza

No. 26 Xiao Yun Road

Chaoyang District

Beijing 100016

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*

**Richard Butler**

20th Floor

Alexandra House

16 – 20 Chater Road

Central

Hong Kong

## 公司資料(續)



### 上市資料

H股  
香港聯合交易所  
編號：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, NY 10286-1258

### 股份過戶登記處

香港證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心17樓  
1712 – 1716室

### 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  
香坊區  
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

### LISTING INFORMATION

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

### 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, NY 10286-1258

### SHARE REGISTER AND TRANSFER OFFICE

#### Hong Kong Registrars Limited

Shops 1712 – 1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wan Chai  
Hong Kong

### INFORMATION ON THE COMPANY

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

Block B, No.39 Sanda Dongli Road  
Xiangfang 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

## 備查文件

### D. 1. 2008 Annual Report of the Company

- 1、 本公司二零零八年度報告正本。
- 2、 本公司經審核之財務報表正本。

1. The original copy of the 2008 Annual Report of the Company.
2. The original copy of the Company's audited financial statements.

# 股東週年大會通知

## N . . . A . . . G . . . M . . .

茲通告哈爾濱動力設備股份有限公司(「本公司」)謹定於二零零九年六月十二日(星期五)上午九時在中華人民共和國黑龍江省哈爾濱市香坊區三大動力路39號B座17樓會議大廳，舉行二零零八年股東週年大會，以便處理下列事項：

### 普通事項

1. 審議並批准公司截至二零零八年十二月三十一日止年度的董事會報告書。
2. 審議並批准公司截至二零零八年十二月三十一日止年度的監事會報告書。
3. 審議並批准公司二零零八年一月一日至二零零八年十二月三十一日期間經審核帳目和核數師報告。
4. 宣佈派發公司二零零八年年度股息每股人民幣0.075元(含適應稅金)。
5. 委任鄒磊先生為本公司執行董事，任期至本屆董事會任期屆滿時止(附註5)。

### 特別事項

6. 授權公司董事會有權委任任何人士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. 授權公司董事會決定公司聘任核數師事項及授權公司董事會釐定其酬金。

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Harbin Power Equipment Company Limited (the "Company") for the year of 2008 will be held at 17th Floor Meeting Room, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Friday, 12th June, 2009 at 9:00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To consider and approve the report of directors of the Company for the year ended 31st December, 2008.
2. To consider and approve the report of supervisory committee of the Company for the year ended 31st December, 2008.
3. To consider and approve the audited accounts and auditor's report of the Company for the period from 1st January, 2008 to 31st December, 2008.
4. To declare the 2008 dividend of Rmb0.075 per share (appropriate tax included).
5. To appoint Mr. Zou Lei as executive director of the Company. His tour of duty will expire until the term of the Board of Directors end (Note 5).

### AS 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 general meeting of the Company.
7. To authorize the Board of Directors of the Company to determine the appointment of auditors and authorize the Board of Directors of the Company to fix their remuneration.

## 股東週年大會通知(續)

### N A N G M ( )

8. 為了在發行任何股票時確保靈活性，董事會建議獲得股東的一般性授權，授權公司董事會可分別配發、發行和處理不超過已發行股份總額20%的境外上市H股及內資股(附註6)。

9. 授權公司董事會決定回購不超過已發行股份總額10%的H股。

承董事會命  
公司秘書  
馬遂

中國哈爾濱，二零零九年四月二十四日

*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

*公司辦公通訊地址：*

中華人民共和國  
黑龍江省，哈爾濱市  
香坊區三大動力路39號B座

8. In order to ensure flexibility as issue any shares, the Board recommends that shareholders of the general authorization of the Board of Directors can be authorized to allot, issue and deal with no more than the total amount of issued shares listed on overseas stock markets 20% of Domestic Shares and H shares (Note 6).

9. To authorize the Board of Directors of the Company to determine to repurchase H shares not more than 10% of total issued share.

By order of the Board  
**Ma Sui**  
Company Secretary

Harbin, China, 24th April, 2009

*Registered office of the Company:*

Block 3, Nangang High Technology  
Production Base  
Harbin, Heilongjiang Province  
People's Republic of China

*Office Address of the Company:*

Block B, No 39 Sandadongli Road, Xiangfang District  
Harbin, Heilongjiang Province  
People's Republic of China

## 股東週年大會通知(續)

### N . . . A . . . G . . . M . . . . ( . . . . )

#### 附註：

1. 為確定有權出席股東週年大會並表決和獲派予股東大會擬派的二零零八年度股息的股東名單，本公司將於二零零九年五月十二日至二零零九年六月十一日期間(包括首尾兩天)，暫停辦理股東名冊變更登記，暫停登記前已經在冊的股東有權出席股東週年大會並進行表決及有權獲派二零零八年度股息(如經該股東大會宣派)，暫停登記期間買入本公司股份的人士無權出席股東週年大會，亦無權獲派二零零八年度股息；
2. 擬出席股東週年大會的股東應在二零零九年五月二十二日下午五時前，將擬出席會議的書面回覆送達公司的辦公通訊地址。
3. 任何有權出席股東週年大會並有權表決的股東，均有權委派一個或多個人

#### Notes:

1. For the purpose of determining the list of shareholders entitled to attend and vote at the Annual General Meeting and the receive of the proposed dividend of the year of 2008 to be declared at that meeting, the Company shall temporarily suspend changes to the register of shareholders from 12th May, 2009 to 11th June, 2009 (both days inclusive). shareholders whose names appear on the register at the time of the suspension of registration shall be entitled to attend and vote at the Annual General Meeting and shall be entitled to receive of the proposed dividend of the year of 2008 (if declared at that General Meeting). Person who purchased shares of the Company during the period of suspension of registration shall not be entitled to attend the Annual General Meeting, nor to the dividend of the year of 2008.
2. Shareholders intending to attend the Annual General Meeting shall give written notice of the same to the company, which shall be lodge at the office address of the Company on or before 5:00 p.m. on 22nd May, 2009.
3. A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more persons (whether or not a shareholder of the company) as his proxy to attend and vote instead of him.
4. To be valid, the form of proxy ,together with a duly notarized power of attorney or other document of authority , if any, under which the form is signed must be deposited at the office and communication address of the Company not less than 24 hours before the time for holding the Annual General Meeting.
5. Controlling shareholder of the Company, Harbin Electric Corporation nominated Mr. Zou Lei-based executive director of the fifth session Board of Directors of candidates.

Mr. Zou Lei resume: Mr. Zou, forty-two years old, graduated from mechanical design and manufacture major of Jiamusi technical college in Heilongjiang province in China and got baccalaureate, then he graduated from Harbin Institute of Technology and gained his master of business administration. Mr. Zou possesses rich experiences in power equipment industry, he was the dispatcher, Party office secretary, league deputy secretary, secretary in dispatching room of production division in Harbin Boiler Works, Party branch secretary of pipe first branch factory, factory director of heavy vessel workshop, factory director of Pingshan branch factory, production director, deputy general manager, Chairman of the Board, General manager and Party committee deputy secretary in Harbin Boiler Company Limited. Now Mr. Zou is the general manager of the controlling shareholder of the Company – Harbin Electric Corporation. Mr. Zou has been the company's executive director from 11th February, 2009.

## 股東週年大會通知(續)

### N A G M ( )

6. 為了在發行任何股票時確保靈活性並給予董事會酌情權，董事會建議獲得股東的一般性授權。此一般性授權將授權董事會(或由董事會授權的董事)分別可配發、發行及處理最多現已發行(內資股)及境外上市外資股的20%的股份。
- (1) 在遵守下述第(3)及(4)段的條件的前提下，根據中華人民共和國「中國」《公司法》及上市地有關監管規定(不時修訂)，一般及無條件授權公司董事會行使公司的一切權力，在「有關期間」內配發、發行及處理新股，及決定配發及發行新股的條款及條件，包括以下條款：
- 擬發行的新股的類別及數目；
  - 新股的定價方式和或發行價格(包括價格區間)；
  - 開始及結束發行的日期；
  - 向現有股東發行的新股的類別及數目；及
  - 作出或授予可能需要行使該等權力的建議、協議及購股選擇權。
- (2) 前述第(1)段所述的批准將授權公司董事會於「有關期間」內作出或授予需要或可能需要於「有關期間」結束後行使該等權力的建議、協議及購股選擇權。
- (3) 公司董事會根據前述第(1)段所述授權批准有條件或無條件配發及發行(不論是否根據購股選擇權或以其他方式配發及發行)的(內資股新股)和境外上市外資股新股的面值總額各自不得超過公司現已發行的(內資股)和境外上市外資股的20%。
- (4) 在根據前述第(1)段行使權力時，公司董事會必須：(a)遵守中國《公司法》、公司上市地監管有關規定(不時修訂)，及(b)取得中國證券監督管理委員會和其他有關的中國政府部門的批准。
6. The Board of Director suggested that shareholder gain generality delegation so as to ensure the flexibility when issuing any shares and give conditionally right to Board. This general delegation will authorize the Board of Director (or directors authorized by Board) to allocate, issue and handle as many as issued [domestic capital share] as well as overseas listing foreign capital share's 20% of total shares.
- (1) Under the conditions to obey the third and fourth paragraph below, according to PRC (China) Company Law and related regulations of listing location (revised now and again), general and unconditionally authorized Board to exercise all rights of company, allocating, issuing and handling new shares during "related period", as well as determine items and conditions to allocate and issue new shares, including below items:
- Classification and amount of new shares planning to issue;
  - Fixed way and/or issued price of new shares (including price interval);
  - Starting and ending date of issuing shares;
  - Classification and amount of new shares issued to shareholder; and
  - Making and awarding suggestion, protocol and stock option that maybe needed when exercising these rights.
- (2) Approval stated in the first paragraph will authorize boards make or award during "related period" suggestion, protocol and stock option that maybe needed when exercising these rights needed or maybe needed after ending "related period".
- (3) According to the first paragraph stated in front, Board authorizes and approves the face value of [domestic capital new share] and overseas listing foreign capital share allocated and issued conditionally or unconditionally should not exceed 20% of [domestic capital share] and overseas listing foreign capital share issued already.
- (4) When exercising rights according the first paragraph, the Board should: (a) obey China Company Law, related regulations of listing location (revised now and again), and (b) gain the approval of China Securities Regulatory Commission and other related Chinese government branch.



## 股東週年大會通知(續)

### N A G M ( )

(5) 就本決議而言：

「有關期間」指本決議案通過之日起至下列三者中較早的日期止的期間：

- a. 本決議案獲通過之日後十二個月；
  - b. 公司下屆股東年會結束時；及
  - c. 股東於股東大會上通過特別決議案撤回或修訂本決議案所述授權之日。
- (6) 在中國有關部門批准的前提下及根據中國《公司法》，授權董事會於根據上文第(1)段行使權力時將公司的註冊資本增加至所需的數額。
- (7) 授權董事會在不違反有關法律、行政法規、上市地監管規定和公司章程的情況下，為完成配發、發行及上市新股簽署必要文件、辦理必要手續、採取其他必要的行動。
- (8) 在中國有關部門批准的前提下，授權董事會在新股配發及發行完成後，根據公司新股配發及發行的方式、種類、數目和新股配發及發行完成時公司股權結構的實際情況，對公司的《公司章程》的有關內容作出適當及必要的修訂，以反映公司股本結構、註冊資本根據此項授權而產生的變動。」

(5) Concerning this resolution:

“related period” means the interval from the date passing this resolution until the earlier date of three listing below:

- a. Twelve months after passing this resolution;
  - b. At the end of next annual conference of stockholders; as well as
  - c. The authorized date shareholders pass special resolution recalling and revising this resolution.
- (6) Under the conditions of related Chinese government and according to China Company Law, authorized board exercising rights according the first paragraph will increase company's registration capital to necessary amount.
- (7) Authorized board signs necessary document, deals essential procedure, adopts other necessary action for completing allocation, issue and listing new shares on the basis of obeying related law, administrative regulation, controlling regulations of the listing location.
- (8) Under the conditions of related Chinese government, authorized board will make proper and essential revision to related contents of Company Regulation according to the way, category, amount of company new share allocation and issue as well as practical status of company stock right structure after completing new share allocation and issue, so as to reflect changes generated by company capital stock structure, register capital due to this authorization.

