

## **Resolution of the Shareholders Meeting of Shanjunyan Hydropower Station**

August 23th, 2005

To response to the policy of the country Party Committee and country government, our company participated in the development and construction of clear energy project activity and planned to invest the construction of Shanjunyan hydropower station in Rongjiang country. Also, country Party Committee, country government, and local electric power grid company gave full support to this project. But the power tariff for small hydropower project of Southern Power Grid has not been improved, financing gap still exists in the project construction for our company. Therefore, the project construction didn't begin after our company had inspected the equipment suppliers.

To help our company out of the financing difficulty, relevant departments and experts offered great support and demonstrated great concern. After approaching Mr. Wu Qiao-ming, the committee development expert of Guizhou Participatory Rural Appraisal Network (GZPRA) for many times, company engaged Mr. Wu as a consultant to develop the Shanjunyan hydropower project as a cleaning development mechanism (CDM) project, entering the international market of carbon emission reduction. The carbon emission reduction of this project will be sold to European countries to make up for the income shortage.

Meanwhile, the shareholders meeting suggested that company invited Song Dong-liang and Xu Ya-ping as shareholders to participate in the company operation. They will help the company to solve the problem of financing gap and participate in the construction and operation of this project. With the excellent operation and management and the involvement in the trade of international carbon emission reduction, company will achieve the development goal.

Shareholders: Wang Xian-gen, Xu Ren-bin, Yang, De Ying, Cheng Neng-li, Hong Fang-long

Preparatory shareholders: Song Dong-liang, Xu Ya-ping

August 23th, 2005

## 榕江县三军岩水电站股东会决议

2005年8月23日

本公司响应县委县政府的号召，积极参加清洁能源项目的开发与建设，计划投资建设榕江县三军岩水电站，对此县委县政府及电力局都给予了大力的支持。但是，因为南方电网小水电项目的上网电价尚未有改善，且本公司在资金方面尚有缺口，所以虽然已经对设备厂家等进行了考察，但是一直未能开始建设。

为了解决本公司在资金等方面的困难，相关部门与专家给予了大力的关心与支持，经过多方接触，本公司聘请贵州 PRA 工作网社区发展专家吴乔明先生（贵州省林业学校副教授）帮助本公司将三军岩电站项目开发成为清洁发展机制（CDM）项目，进入国际碳减排市场，将项目所产生的减排量出售给欧洲国家，以改善项目在收益方面的不足。

同时，公司股东大会建议聘请宋冬良，许亚平加入公司运营，在帮助本公司解决资金紧缺问题的同时，共同参与项目的建设运营，通过良好的经营管理与参与国际碳减排交易，实现公司发展目标。

股东签字：

王能根 徐仁忠 张书 彭德强

2005年8月23日

**Rongjiang County Lirong Hydropower Development Co.,Ltd.**  
**Minutes of Board Meeting**

Time: 15:00 to 17:00, August 31, 2005

Meeting Place: Jinping Country Shancheng Hotel

Convener: Fan Lie-bo

Members of the shareholders: Xu Jian-ping, Fan Lie-bo, Liang Fang-fang, Gan Qi-xuan,  
Wang Ze-fang

Recorder: Wang Ze-fang

Main topics and resolutions:

1. About coordination of land compensation (dropped).
2. Based on the measurement result of the average water flow and the result of investment analysis, all of the members of shareholders agreed to change the generation capacity from  $2 \times 2,000$  kW to  $2 \times 2,500$  kW. It is decided that Xu Jian-ping shall establish connection with design research institute and Water Resource Bureau to discuss about matters related to generation capacity change, and Gan Qi-xuan shall establish connection with power grid company.
3. For the external CDM project, someone gave us calls for consult and visited us for negotiation. The CDM project on the basis of power generation will bring external incentive to the power station. At present, the incentive is around five fens per kilowatt hour. Everyone shall collect the information and documents in the aspect and exchange the information in time.
4. Decision of the meeting:
  - 1). Signing the agreement of co-operation intension with Mr. Wu Qiaoming (Guizhou Participatory Rural Appraisal Network, GZPRA), without involving in the issues of income and expenditure to ensure the flexibility of CDM project co-operation in future.
  - 2). Deciding that Fan Lie-bo contacts with this CDM project consultant and other CDM agents, and feedback to shareholders meeting as soon as getting some information about CDM.

Shareholders: Xu Jian-ping, Fan Lie-bo, Liang Fang-fang, Gan Qi-xuan, Wang Ze-fang

Rongjiang County Lirong Hydropower Development Co.,Ltd.  
August 31, 2005

## 取締役会議事録

## 榕江县丽榕水电开发有限公司董事会纪要

时 间：2005年8月31日，下午15:00至17:00

地 点：锦屏县山城大酒店

召 集 人：范烈波

股东成员：徐坚平、范烈波、梁方方、甘棋煊、王泽芬

记 录：王泽芬

主要议题及决议：

- 1、 尽快完成应付的土地补偿款，由范烈波负责与料里村委会的进一步协调、具体落实。
- 2、 从目前的水量测算和投资效益考虑，一致同意装机容量从 $2 \times 2000\text{KW}$ 变更为 $2 \times 2500\text{KW}$ ，由徐坚平负责与设计单位和州、县水利局协商变更；甘棋煊负责与州、县供电局协调。
- 3、 有关国外清洁发展机制 CDM 碳减排项目，不但有人打电话咨询联系而且来人而谈磋商过，电站在发电的基础上，CDM 项目还可以有国外的补贴收入（目前1度电约有5分钱的补贴）。各位都要注意收集这一方面的信息和资料，及时相互通报。
- 4、 会议决定：（一）公司选定与贵阳的代理人早桥明（贵州省林业学校的副教授）签订的合作开发委托协议，但暂时不涉及资金的投入和收入分成等问题，以确保 CDM 项目合作开发的灵活性和全体股东的利益（二）由范烈波与该 CDM 项目代理人保持联系，注意与其他代理的接触和比较，有新情况要及时给大家通报。

股东签字：

范烈波 徐坚平 甘棋煊 王泽芬

榕江县丽榕水电开发有限公司

2005年8月31日