

**黑龙江省华富电力投资有限公司
第三届五次董事会会议决议纪要**

时 间：2007 年 4 月 5 日

地 点：华富公司会议室

主持人：任福康

出席人：任福康 杨国明 孟岩（代官明海） 苏云强
 王忠伟 孟宪武

记录人：刘文辉

议 题：

- 1、审议《关于华富公司受让黑龙江东宁华富风力发电有限责任公司股权的议案》；
- 2、审议《关于投资华富东宁风电项目的议案》；

本次会议在董事长任福康同志的主持下，经全体与会董事认真讨论，一致通过如下决议：

- 1、通过《关于华富公司受让黑龙江东宁华富风力发电有限责任公司股权的议案》，同意华富公司受让黑龙江天合华富置业有限公司持有的黑龙江东宁华富风力发电有限责任公司 60 万股（占注册资本金的 60%），受让价格为每股人民币 1 元；同意华富公司受让哈尔滨辰华电力新技术开发有限责任公司持有的黑龙江东宁华富风力发电有限责任公司 40 万股（占注册资本金的 40%），受让价格为每股人民币 1 元。

2、通过《关于投资华富东宁风电项目的议案》，同意公司将黑龙江东宁华富风力发电有限责任公司的注册资本金增至1亿元人民币，其中华富公司出资8000万元人民币。东宁风电一期工程除资本金外的其余建设资金通过商业银行贷款解决。一期工程安装33台单机容量1500kW的风力发电机组，总装机容量49.5MW，一期工程静态投资为55586.3万元。公司将尽全力控制该项目工程造价，力争将千瓦造价控制在10000元/千瓦以下。

董事签名：

任福强

张丰

魏红

姜海

杨国明

李红

关于投资华富东宁风电项目的议案

各位董事:

东宁风电场位于黑龙江省东宁县西北部 65 公里的太平岭的大架子山及西大岗上。大架子山山脊长约 4 公里,大致为南北走向,平均海拔 950-1030 米之间,西大岗紧邻大架子山,山脊长约 4 公里,平均海拔 840-990 米之间。华富公司从 2004 年 6 月开始在大架子山开始测风,根据测风塔的测风数据分析,风电场测风年 40 米高度年平均风速为 7.41m/s,年平均风功率密度 435w/m²,年有效风速(3-25m/s)小时数为 7880 小时,盛行风向西风,盛行风向稳定,有效风小时数多,没有破坏性风速,风的品质好,风力资源丰富,具有很好的开发前景,同时该项目符合 CDM 项目要求,可获得相应的 CER 收益,提高该项目收益率。一期工程规划容量 49.5MW,风电场规划总容量 80MW。

一期工程拟安装 33 台单机容量 1500kW 的风力发电机组,总装机容量 49.5MW。主要建设内容为 33 台 1500kw 风力发电机组的土建及安装工程;33 套 1600KVA 箱式变电站,一座 66KV 升压站,53 公里双回架空输电线路工程等。建成后的风电场年理论发电量为 17302 万 kWh,预计年上网电量 11393 万 kWh,年可利用小时数 2302 小时。

一期工程静态投资为 55586.3 万元,其中风电场投资 48707.9 万元,基本预备费 1512.12 万元,接入系统投资 3670.28 万元,建设期利息 1696 万元。

目前,东宁风电场一期工程已经黑龙江省发展和改革委员会黑发改能源[2007]109号文件核准,为加快推进该风电项目,公司拟将黑龙江东宁华富风力发电有限责任公司的注册资本金增至1亿元人民币,其中华富公司出资8000万元人民币。东宁风电一期工程除资本金外的其余建设资金拟通过商业银行贷款解决。公司将尽全力控制该项目工程造价,力争将千瓦造价控制在10000元/千瓦以下。

请予审议。

2007年4月5日

Resolution of the fifth meeting of the third Board of Directors
of Heilongjiang Province Huafu Electrical Investment Co., Ltd.

Date: 5 April 2007

Venue: Boardroom of Huafu

Presider: Ren Fukang

Attendee: Ren Fukang, Yang Guoming, Meng Yan (substitute for Guan Minghai), Su Yunqiang, Wang Zhongwei, Meng Xianwu

Recorder: Liu Wenhui

Agenda:

1. Discuss the “Proposal on the transfer of the share of Heilongjiang Dongning Huafu Wind Power Generation Co., Ltd. to Huafu Company”
2. Discuss the “Proposal on the investment in the Huafu Dongning Wind Power Project”

Presided by Chairman of the Board Mr. Ren Fukang and with the diligent discussion of all attendees, the meeting resolved the following:

1. The “Proposal on the transfer of the share of Heilongjiang Dongning Huafu Wind Power Generation Co., Ltd. to Huafu Company” was approved and Huafu company was approved to accept the 600,000 shares (60% of the registered capital) of Heilongjiang Dongning Huafu Wind Power Generation Co., Ltd. transferred from Heilongjiang Tianhe Huafu Properties Co., Ltd. with the transfer price of RMB 1.00 per share and accept the 400,000 shares (40% of the registered capital) of Heilongjiang Dongning Huafu Wind Power Generation Co., Ltd. transferred from Harbin Chenhua Electrical New Technology Development Co., Ltd. with the transfer price of RMB 1.00 per share.
2. The “Proposal on the investment in the Huafu Dongning Wind Power Project” was approved and the board approved to increase the registered capital of Heilongjiang Dongning Huafu Wind Power Generation Co., Ltd. to RMB 100 million, of which Huafu company will provide RMB 80 million. Extra capital needed for the construction of Dongning Wind Power Phase I Project will be sourced through bank loan. The Phase I project will install 33 units of 1500 kW wind turbines to realize a total installed capacity of 49.5 MW. The static investment of the project is RMB 555,863,000. The company will make all efforts to control the total costs of the project and try to achieve a construction cost below RMB 10,000 per kW.

Signed by: Ren Fukang, Wang Zhongwei, Meng Xianwu,
Su Yunqiang, Yang Guoming, Meng Yan

Proposal on the investment in the Huaifu Dongning Wind Power Project

Dear Directors,

Dongning wind farm is located on the Dajiazishan and Xidagang mountains in northwest Dongning County of Heilongjiang Province. The ridge of Dajiazishan has a length of about 4 km, in north-south direction, with average altitude between 950m and 1030m, and Xidagang is closely next to Dajiazishan, with a ridge length of about 4 km and average altitude between 840m and 990m. Huaifu company has been monitoring the wind resources at Dajiazishan since June 2004 and the data collected showed that the annual average wind speed at 40 m level of the site was 7.41 m/s, the annual average wind power density was 435 W/m², and the annual effective speed (3-25 m/s) period was 7880 hours. The prevailing wind direction was from west and the direction was steady. The effective speed period was long and no devastating wind speed was observed. The wind quality was good and wind resources was rich and a good investment prospect can be expected. Meanwhile the project meets the requirements of CDM and can get extra revenues from the sales of CERs, which will improve the return rate of the project. The planned capacity for the phase I project is 49.5MW and the total capacity of the wind farm is planned to be 80 MW.

The phase I project will install 33 units of 1500 kW wind turbines to realize a total installed capacity of 49.5 MW. The main construction scope include 33 units of 1500 kW wind turbines and the related civil and installation, 33 units of 1600 kVA box-type transformers, one set of 66 kV sub-station, and 53 km overhead transmission line. The theoretical power generation of the project is expected to be 173.02GWh annually and the expected power export is 113.93 GWh per annum. The annual utilization hour is 2302 hours.

The static investment of the phase I project is RMB 555,863,000, of which the construction investment is RMB 487,079,000, contingency is RMB 15,121,200, investment of the transmission line is RMB 36,702,800 and the loan interest in the construction period is RMB 16,960,000.

The project has been approved by the Development and Reform Commission of Heilongjiang Province with the approval document number of Hei Fagai Nengyuan [2007]109. In order to proceed with the project, the company plans to increase the registered capital of Heilongjiang Dongning Huaifu Wind Power Generation Co., Ltd. to RMB 100 million, of which RMB 80 million will be provided by Huaifu Company. Extra capital needed for the construction of Dongning Wind Power Phase I Project will be sourced through bank loan. The company will make all efforts to control the total costs of the project and try to achieve a construction cost below RMB 10,000 per kW.

Please consider and discuss.

5 April 2007