

# 大庆瑞好能源科技有限公司

## 股东会决议

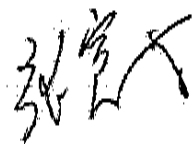
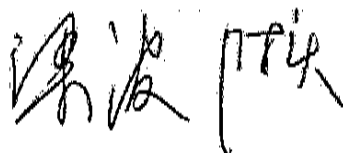
2006 年 5 月 16 日, 公司召开股东会会议。在会议召开的程序及参加会议的股东人数和资格等方面, 均符合《公司法》及本公司《章程》规定, 会议内容、决议如下:

股东会了解到从 2003 年开始全国能源供求不足, 煤炭和电力供应日趋紧张, 价格不断上升, 导致生产成本不断增加; 国家的环境、资源和能源等宏观政策趋于严厉, 循环经济模式和建设节约型社会被大力提倡。同时股东会也注意到, 离大庆市 120 公里的杜尔伯特蒙古族自治县有“西北大风口”之称, 常年多大风。风力发电项目可以缓解东北的电力。

2003 年瑞好风场开始筹划, 2005 年公司召开了“大庆瑞好 30 万千瓦风电场项目专家咨询论证会”, 有的专家提到了 CDM 项目, CDM 项目可以带来经济、环保、社会及其他方面的正面效益。但当时国内对于 CDM 项目的开发了解甚少。2006 年福霖风能开发公司为我司制作《大庆瑞好风电场工程规划报告》的业务往来中, 再次提及了 CDM 项目, 且他们公司有开发此项目的经验。基于此股东会做出如下决议:

- 1、 我公司要积极参与 CDM 项目。
- 2、 成立 CDM 项目研究小组, 深入了解和研究 CDM 项目。

全体股东签字、盖章:



大庆瑞好能源科技有限公司

2006 年 5 月 16 日

English Translation:

**Daqing Ruihao Energy Technology Co.,Ltd.**  
**Board Resolution**

Company held a shareholders meeting in May 16th, 2006. The procedure and the number and qualification of shareholders attending the meeting, all of these satisfied the Company Law and Regulations of this Company, the contents and regulations of the meeting as follows:

The Board realized that the deficiency of national energy supply and demand, coal and electricity supply growing tensions, rising prices, leading to production costs continue to increase; The national environment, resources and energy, and other macroeconomic policies tend to more stringent, so it is strongly advocated the recycling economy and to build a conservation-oriented society. The board also noted that Durbert Mongolian Autonomous County which is 120 kilometers far away from Daqing city has the name of "Northwest large outlet," high wind all the year round. Wind power generation projects can ease the electricity of northeast.

Ruihao start to plan to build the wind farm at the year 2003, the company held "An Expert Advice Demonstration for Daqing Ruihao 300,000 kw Wind Farm Project", some experts mentioned CDM projects that it can bring positive benefits for economic, environment, society and other aspects. But it was poorly understood about developing CDM projects. Fulin wind energy developing company made the business "Daqing Ruihao wind farm project planning report" for us. It referred to CDM projects again, and the company has the experiences in developing this project. Based on these above the board had made the resolutions as following:

1. Our company should actively participate in CDM projects
2. Set up CDM project research team, learn and research the CDM projects in- depth.

Director Signature:

Daqing Ruihao Energy Technology Co.,Ltd.  
May 16th, 2006

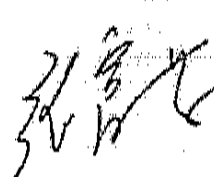
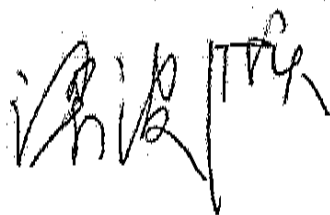
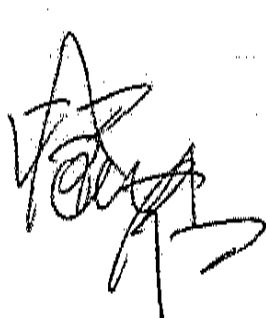
# 大庆瑞好能源科技有限公司

## 股东会决议

2006 年 12 月 18 日, 公司召开股东会会议。在会议召开的程序及参加会议的股东人数和资格等方面, 均符合《公司法》及本公司《章程》规定, 会议内容、决议如下:

会议根据黑龙江省电力勘察设计院提供的《大庆瑞好风力发电场新建工程可行性研究报告》进中指出本项目的财务评价针对电价、发电小时数(发电量)和总投资的单因素变化对项目的全部投资内部收益做出了分析, 不具备抗风险能力。但包含 CDM 项目收入时, 项目的抗风险能力尚可。股东会作出决议: CDM 项目作为大庆瑞好风电场开发的必要条件, CDM 项目小组积极开发落实此项目。

全体股东签字、盖章:



大庆瑞好能源科技有限公司

2006 年 12 月 18 日

English Translation:

**Daqing Ruihao Energy Technology Co.,Ltd.  
Board Resolution**

Company held a shareholders meeting in December 18th, 2006. The procedure and the number and qualification of shareholders attending the meeting, all of these satisfied the Company Law and Regulations of this Company, the contents and regulations of the meeting as follows:

On the base of "Daqing Ruihao wind farm new-building projects feasibility study report" provided by Heilongjiang provincial Power Survey and Design Institute, that the financial evaluation of this project for electricity price, power generation hours (capacity) and the changes of single-factor for total investment to make analysis for the internal revenue of total investment, that it has no ability to resist risk. But including CDM project income, the project has the ability to resist risk. The board has made a resolution: CDM project as a necessary condition for developing Daqing Ruihao wind farm, CDM project team actively develop and implemented this project.

Director Signature:

Daqing Ruihao Energy Technology Co.,Ltd.  
December 18th, 2006

日期

2007 年 12 月 3 日

大庆龙江风电有限公司(卖方)

以及

高盛国际(买方)

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减排量购买协议

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07-12-03; 15: 49 ;

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特此证明, 本协议于前述日期签署。

大庆龙江风电有限公司:

签字:

姓名: 刘君

职务: 董事长

日期:

2007. 12. 3.

高盛国际:

签字:

姓名: Magid Shcnouda

职务: Managing Director

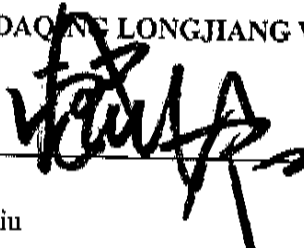
日期:

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provided that a Party may change its notice details by giving written notice to the other Party of that change in accordance with this clause 13.12. That notice shall only be effective on the date falling five (5) Banking Days after the notification has been received or such later date as may be specified in the notice.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be duly executed as of the date first above written.

For and on behalf of DAQING LONGJIANG WIND POWER CO., LTD:


Signed:  \_\_\_\_\_

Name: Jun Liu

Title: The Chairman of the Board

Date:

For and on behalf of GOLDMAN SACHS INTERNATIONAL:

Signed:  \_\_\_\_\_

Name: Magid Shenouda

Title: Managing Director

Date: 31/12/07

AB

**SPECIMEN SIGNATURE OF**

**Magid Shenouda**



A handwritten signature in black ink, appearing to read 'MSL', is positioned above a horizontal dashed line.



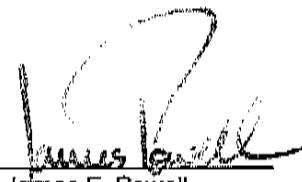
Goldman Sachs International | Peterborough Court | 133 Fleet Street | London EC4A 2BB  
Tel: 020 7774 1000 | Telex: 94015777 | Cable: GOLDSACHS LONDON  
Authorised and regulated by the Financial Services Authority

### CERTIFICATE OF ASSISTANT SECRETARY

I hereby certify as follows:

1. I am a duly appointed Assistant Secretary of Goldman Sachs International (the "Company"), a company duly organized and existing under the laws of England.
2. On November 20, 1996 the Board of Directors of the Company duly adopted the following resolution:  
  
"RESOLVED THAT, without prejudice to any other authority, each of the Managing Directors of the Company from time to time be and hereby is appointed with full power to approve, execute and deliver (and to delegate to named individuals the authority to approve, execute and deliver in respect of specific transactions) any and all documents on behalf of the Company (whether the Company is acting in an individual capacity or as a representative of others) in such form as he or she or, as the case may be, such delegate may approve, such approval to be conclusively presumed from such signature.
3. The resolution set forth in paragraph 2 remains in effect on the date hereof.
4. Attached hereto is a copy of the specimen signature of Magid Shenouda, a duly appointed Managing Director of the Company.

\*Dated this 5<sup>th</sup> December 2007

  
James F. Powell  
Assistant Secretary