

## 临时董事会决议

时间：2005 年 1 月 10 日

地点：公司会议室

参会人员：段文山、何俊华、王芳伟、王瑞祥、刘宁、郑之茂、马勇、祝延明、耿先祥、宋顺奎、姜龙、宁华明、蔺德安。

记录：李时金

六盘水拓源水电开发有限公司临时董事会会议于 2005 年 1 月 10 日上午在公司会议室召开。段文山总经理就建设长寨水电项目的可行性及清洁发展机制（CDM）运用进行了详细的汇报。

段文山总经理在汇报指出：长寨水电项目在没有二氧化碳减排收益的情况下的财务指标较差，融资较为困难，故该项目财务上不可行。公司通过与政府相关部门的沟通，了解了许多 CDM 方面的信息，我国政府在 2002 年 8 月 31 日正式核准《京都议定书》，中国正式参与 CDM 运作。通过引入 CDM，很多清洁能源项目可以获得额外的资金支撑，这给很多财务指标差的环保项目提供了新的融资渠道。就本项目而言，若考虑 CDM 收益，其财务指标将大大提高，从而超过基准收益率使项目财务上可行。故提请董事会决定是否建设该水电项目。

董事会成员认真听取了总经理的汇报，对建设该水电项目将会遇到的困难进行了分析，并积极探索解决方案，最后得出以下决议：

- 1、对本项目的技术方案、工程准备情况以及资金准备情况进行摸底，为建设该水电项目做准备。
- 2、引进 CDM，尽快开展对《京都议定书》和相关文件的研究，积极争取地方政府的政策支持，掌握清洁发

展机制的运作程序,按照清洁发展机制规则开发该水电项目。

- 3、认真向金融部门解释 CDM 对改善项目财务指标的积极影响,尽快解决项目的贷款问题,同时尽快与专业咨询公司签订开发 CDM 协议。

参会董事签名:

杨文山

何俊华

杨文山

王瑞祥

马勇

耿光祥

董光

刘宁

潘国安

王瑞祥

祝廷明

宋顺奎

郭文贵

## **Directorate decision (Provisional)**

**Time:** January 10, 2005

**Place:** Meeting room

**Attendee:** Duan Wenshan ,He Junhua ,Wang Fangwei ,Wang Ruixiang,Liu ning,Zheng Zhimao ,Mayong,Zhu Yanming,Geng Xianxiang,Song Sunkui,Jianglong,Ning Huaming,Lian Dean.

**Note:** Li Shijin

The Session of the Directorate is convened at meeting room of company on January 10, 2005. General manager Duan Wenshan report the feasibility of the construction of Changzhai 15MW Hydro Power Project and the Clean Development Mechanism (CDM) in detail.

General manager Duan Wenshan Pointed out in the report: financial indicators of Changzhai 15MW Hydro Power Project is poor in the absence of the proceeds of carbon dioxide emission reduction, so the project would not be financially viable. Through communication with the relevant government departments, we get a lot of information on CDM, China government formally approved the “Kyoto Protocol” on 31 August 2002, and Participated in the operation of CDM. Through the introduction of CDM, many clean energy projects get the support of additional funds, which provide a new financing channel for many poor financial indicators environmental project. For this project, the financial indicators will be greatly enhanced if consider of CDM, which surpass more than the

Benchmark yield, then the project will be financially feasible. So brought to the Board of Directors to decide the construct of the hydropower project.

Board members listened carefully to the report of general manager, and analyzed the difficulties encountered in the construction of the hydropower project, and explore solutions actively. Whereas all of above mention, the directors determine following:

1. We must do preparations for the technology program, project readiness and funding of the construction of the hydropower projects.
2. We study Kyoto Protocol and interrelated document, and try for policy support of local government as soon as possible. And we should try our best to master the operation process of the CDM, develop the hydropower project in accordance with the rules of the Clean Development Mechanism.
3. We should explain the positive impact that CDM improve economical indexes to finance department, solve problem of loan as soon as possible. At the same time, we also should Signed an agreement to develop CDM with the professional CDM consultation company against time.

Present directors sign: