

Annex 1-3

赣州优恩江源电力投资有限公司
董事会决议

会议时间: 2004 年 11 月 10 日

会议地点: 福建省三明市厦门优恩电力发展股份有限公司三楼会议室。

会议通知时间及方式: 2004 年 10 月 3 日/电话通知

会议性质: 临时紧急

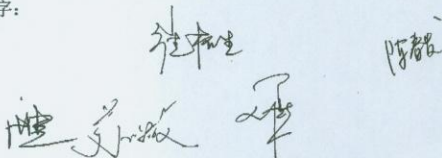
会议应到董事: 王风华、崔柏生、苏明放、庄健、陈春发、
刘顺生、唐南洋

会议实到董事: 崔柏生、苏明放、庄健、陈春发、刘顺生

会议内容: 对桃江水电站工程面临的困难和第三股东信丰力源创业发展有限公司对投资的担忧进行讨论并作出决议。

会议结果: 1、会议要求各股东按比例紧急筹集 100 万元解决桃江水电站急需水泥和钢材等材料, 想方设法说服工商银行, 争取冻结资金尽早解冻和第三批尽早到位。同时, 争取其他渠道的资金扶持。2、会议认为桃江水电站面临的困难是严峻的, 但开发该项目还是很有价值的, 希望第三股东信丰力源创业发展有限公司继续支持该项目。

到会董事签字:



二 00 四年十一月十日

Board meeting decision of Ganzhou Youenjiangyuan Electric Power Investment Co., Ltd.

Date: 10/11/2004

Place: meeting room on the 3rd floor of Xiamen Youen power development joint-stock Co., Ltd.

Sanming city, Fujian province

Convene: 03/10/2004 by phone

Grade: urgent

Member of directorate: Fenghua Wang; Baisheng Cui; Mingfang Su; Jiang Zhaung; Chunfa Chen;
Shunsheng Liu; Nanyang Tang

Attend the meeting: Baisheng Cui; Mingfang Su; Jiang Zhaung; Chunfa Chen; Shunsheng Liu

Content: Discuss the difficulty of the Taojiang hydropower station, which is under construction. The third stockholder, Xinfeng liyuan innovation & development Co., Ltd., expressed their worry about the Tangjiang project and proposed to discuss the investment on it.

Decision:

1 All stockholder should raise 1 million Yuan pro rata, to buy the steel and cement etc. which Toajiang project urgent need. It is requested to persuade ICBC to unfreeze the loan and provide follow-up loans as soon as possible, at the same time try to find other ways to get financial support.

2 Although the difficulty of Tangjiang project is serious, it is worthy to continue developing. Hope the third stockholder not to give up and consistently stick with the project.

Sign:

10/11/2004