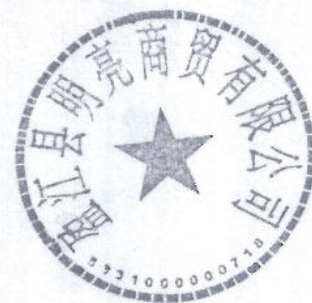


盈江县明亮商贸有限公司  
股东会决议



盈江县明亮商贸有限公司于2005年9月15日在公司会议室召开第6次股东会议。应参加会议股东4人（陈建明、陈军、杨恩璨、吴志亮），实际参加股东会议股东4人，会议有效。

会议由董事长陈建明主持。

与会股东就槟榔江狮子山水电站和芒康水电站申报清洁发展机制（CDM）项目事宜，经过认真的研究和讨论，形成以下决议：

1. 公司全体股东认真学习了国家改革和发展委员会、科学技术部、外交部于2004年6月28日联合颁布的《清洁发展机制项目运行管理暂行办法》，认为这项机制对于缓解全球范围的气候变暖具有重要意义。
2. 我公司正在筹备的狮子山水电站和芒康水电站预期效益较差，投资风险较大，融资存在一定困难。但是，这两个项目都属于可再生能源发电，将对温室气体减排做出重要贡献，根据《清洁发展机制项目运行管理暂行办法》，完全符合CDM项目的基本要求。清洁发展机制(CDM)项目旨在通过在发展中国家建设CDM项目，向发达国家输出温室气体减排量，从而实现全球范围内温室气体减排。因此，股东会议决定将这两个项目申报成CDM，如果申报

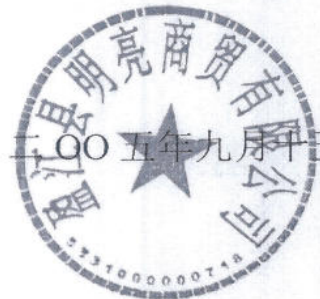
成功，获得资金支持，就可以改善项目的经济指标，从而保证工程顺利开工。

3. 申报 CDM 项目是有益于全人类的事情，非常重要，将由董事长亲自监督实施，确保其程序符合国家有关部门规定。

以上决议全票通过。

出席会议的股东签字盖章：

陈建明、陈军 杨国瑞 吴光耀



二〇〇五年九月十五日



The Directorate Meeting Decision of Yingjiang Mingliang Trading Co.,  
Ltd.

Yingjiang Mingliang Trading Co., Ltd. held the 6<sup>th</sup> directorate meeting on 15<sup>th</sup> September 2005. The directors that should attend the meeting is 4 people (Chen Jianmin, Chen Jun, Yang Encan, Wu Zhiliang), and the actual people is 4 people, this meeting is of legal effect.

This meeting presided by the board chairman, Chen Jianming.

The directors have discussed the relevant issues about applying Shizishan Hydropower Station and Mangkang Hydropower Station as Clean Development Mechanism. After the serious research and discussion, the decision is as following:

1. All the directors studied the< The Provisional Regulation on Clean Development Mechanism Project Management> promulgated on 28<sup>th</sup> June 2004 by National Development and Reform Commission , Science and Technology Departments and Foreign Affairs Ministry. They all considered that this mechanism will contribute greatly to the mitigation of global climate warmth.
2. The expected revenue of Shizishan Hydropower Station and Mangkang Hydropower Station which are proposed to construct by us is bad, the investment risks is high, and there is some difficult on finance. While, these two projects are utilize renewable energy for power generation and could contribute to the greenhouse gas emission reduction. Based on the < The Provisional Regulation on Clean Development Mechanism Project Management>, these two projects are complying with the basic requirement of CDM. The Clean Development Mechanism would transfer the greenhouse gas emission reduction to developed countries through constructing CDM projects in developing countries, so as to realize the greenhouse gas emission around the earth. Therefore, the directorate meeting decided to apply these two stations as CDM project. If the application could be successful, and the revenue could be acquired, the economic parameters could be improved, thus the project could be start smoothly.
3. The CDM application will contribute to all human society, and it is very important. The broad chairman will in charge of this work to guarantee the applying process is complying with the requirements of relevant departments.

The decision mentioned above has agreed by all the directors.

The signature of all the directors.

Yingjiang Mingliang Trading Co.,Ltd.

2005.9.15