

中海福建燃气发电有限公司第一届董事会第三次会议 关于莆田燃气（LNG）电厂开展清洁发展机制活动决议

中海福建燃气发电有限公司第一届董事会第三次会议于 2006 年 1 月 24 日召开关于福建莆田燃气（LNG）电厂开展清洁发展机制（以下简称 CDM）活动专题会议。应到董事 9 名，实到 9 名。会议由董事长刘立名主持，符合《公司法》和《公司章程》的有关规定。

本次会议首先回顾如下要点：

1、 在中海福建燃气发电有限公司筹建阶段，公司筹建办在 2004 年 6 月 25 日召开了第三次主任办公会议，在该次会议上提出要求公司筹建办开展 CDM 研究工作，拟将本电厂开发成 CDM 项目。

2、 2004 年 11 月，由福建省电力勘测设计院编写的《莆田燃气（LNG）电厂工程可行性研究报告》定稿，在本可行性研究报告中，指出本项目全部投资内部收益率仅为 6.39%，从财务评价上看本项目不具有投资吸引力。

3、 2005 年 2 月 16 日《京都议定书》生效，公司切实开展 CDM 研究，与 2005 年 5 月 16 日委托福建省电力勘测设计院编写《莆田燃气（LNG）电厂工程引入清洁发展机制经济评价专题》报告。

4、 2005 年 10 月，《莆田燃气（LNG）电厂工程引入清洁发展机制经济评价专题》报告由福建省电力勘测设计院定稿，根据本专题

报告，本项目若能出售碳排放权，将使本项目全部投资收益率提高至 8.98%，从而使本项目投资具有可操作性。

会议认为，本项目关于 CDM 的研究工作已经取得阶段性进展，与会董事一致认为开展 CDM 工作对于本项目至关重要。为继续推动本项目 CDM 工作的进行，达成如下意见：

1、成立 CDM 专项小组，组长由李锦华（副总经理）担任。专项小组成员由计划合同部和商务部有关人员担任。专项小组每月定期向董事会和总经理办公会汇报。

2、近期与国内优秀的 CDM 咨询公司联系并进行考察，选择合适的 CDM 咨询公司并委托其开发本项目，编写项目设计文件。本项工作由公司计划合同部负责。

3、计划合同部负责寻找有实力且有信誉的碳排放权买家，并会同商务部与买家谈判，最终达成碳排放权买卖协议。

会议结束前，董事长刘立名对本次会议进行总结，指出《京都议定书》对于本项目是一个巨大的机会，但是也会面临很多挑战；提出公司内负责 CDM 的相关人员要加强自身的 CDM 知识，争取在短时间内完成董事会提出的目标。

董事会成员签字

刘立名: 刘立名

黄少雄: 黄少雄

翁若同: 翁若同

黄虎龙: 黄虎龙

潘桂胜: 潘桂胜

李旭: 李旭

裘铁岩: 裘铁岩

周苏军: 周苏军

谢荣兴: 谢荣兴

The Resolution of third conference of the first Board of Directors
on the subject of Clean Development Mechanism (CDM) Activity of
Putian Liquefied Natural Gas (LNG) Power Plant

The third conference of the first board of directors of the CNOOC Fujian Gas Power Limited was held on the Jan. 24th, 2006, which was a symposium about the development of CDM activity. All 9 directors are present on this meeting. The meeting was presided by the president- Liu Liming, and fit in with the rules of *Company Law* and *Company Regulations*.

This meeting looked back the main points firstly:

1. In the preparation period of LNG by CNOOC Fujian Gas Power Limited, the Company Establishment Department held the third Manager Office Meeting on the Jun.25th, 2004, and in this meeting they put forward to establish and develop CDM research work and develop this power plant into CDM project.
2. In Nov. 2004, The FSR of Putian LNG Power Plant written by Fujian Electric Power Survey & Design Institute was finalized. According to this FSR, the project IRR was only 6.39%, which made the project financially unattractive.
3. Since the Kyoto Protocol was put into effect on Feb. 16th, 2005, the company developed the CDM research practically, and they delegated Fujian Electric Power Survey & Design Institute to compile the Special Report on Economic Evacuation of introducing CDM to Putian LNG Power Plant.
4. In Oct. 2005, the Special Report on Economic Evacuation of introducing CDM to Putian LNG Power Plant was finalized by Fujian Electric Power Survey & Design Institute. According to this report, on condition that the proposed project sell the carbon emission right, the total IRR will be increased to 8.98%, which will make the project financial feasibly.

It was regarded that the CDM research of the project has made phased progress in the meeting, and all directors attending the meeting agreed on the importance of CDM to the project. For the further development of this CDM project, the following suggestions were reached:

1. Setting up a CDM panel led by Li Jinghua (the Deputy General Manager) and made up of the relevant personnel from the Department of Plan and Contract and Department of Commerce. And this Panel should report to the Board and Manager monthly.
2. Contacting the first-rate CDM Consulting Companies in China, and choosing the appropriate one and commissioning it to develop the project and preparation of the PDD. The Department of Commerce should be in charge of this job.

3. The Department of Plan and Contract would take the responsibility to seek the powerful and credible CERs buyer, and together with the Department of Commerce to negotiate with the buyer and finally achieve the Carbon Emission Credits Trading Agreement.

In the end of the meeting, the president Liu Liming made concluded that the meeting points out that *Kyoto protocol* will bring a lot of challenges as well as a great opportunity for the project, therefore, the relevant personnel should equip themselves with the CDM knowledge and try hard to reach the target put forward in the board meeting.

Signatures:

LiuLiming

HuangShaoxiong

WenRuotong

Huang Hulong

PanGuisheng

LiXu

QiuTieya

ZhouSujun

XieRongxing