

新疆天富热电股份有限公司

第二届第四次董事会会议决议

新疆天富热电股份有限公司（以下简称“公司”）第二届董事会第四次会议通知于2004年2月12日书面通知各位董事，2004年2月23日上午10:00以传真方式召开，公司董事会成员在充分了解所审议事项的前提下，以传真方式对审议事项进行表决。本次会议在规定时间内应收回表决票9张，实际收回表决票9张，符合《公司法》及《公司章程》的要求。

会议审议通过如下事项：

关于公司玛纳斯河一级水电站工程按照清洁发展机制规则要求进行开发的议案。


同意公司尽快开展《京都议定书》的研究，掌握清洁发展机制的运作程序，将拟建的红山嘴电厂玛纳斯河一级水电站工程按照清洁发展机制规则进行开发。

该事项为我公司开发建设玛纳斯河一级水电站项目提供了新的融资渠道，有利于促进公司的发展。

同意 9 票

反对 0 票

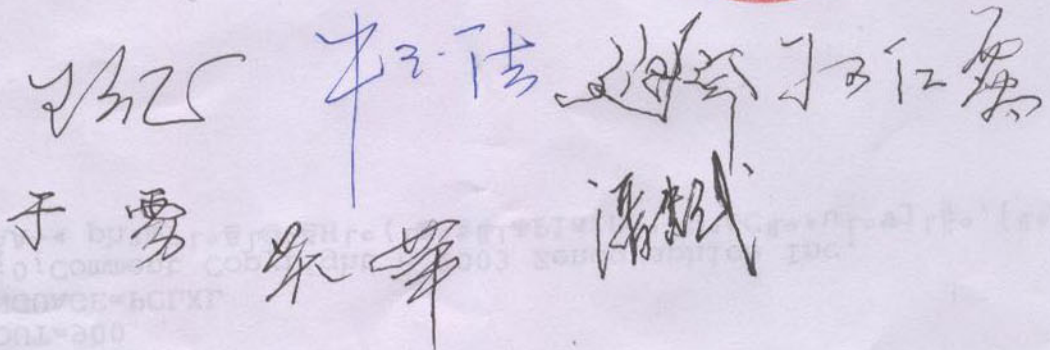
弃权 0 票



新疆天富热电股份有限公司董事会

2004年2月23日

董事会



**Resolution of the fourth conference of the second Board of Directors
of Xinjiang Tianfu Thermoelectric CO.,Ltd**

The written announcement of the fourth conference of the second Board of Directors of Xinjiang Tianfu Thermoelectric CO.,Ltd has sent to every directors on Feb.12, 2004, and the conference was open at 10:00 on Feb.23, 2004 by facsimile. After the items had been acquainted sufficiently, the members of board of directors took a vote. 9 tickets were available and eligible, which accorded with Company Law and Company Article of Association.

Resolved as follows:

The bill of Manasi Hydropower Station project developed according to CDM rules.

The members of board of directors agreed that the company should quicken the research of Kyoto Protocol, get hold of CDM operational procedure, and developed planned Manasi River Stage I Hydropower Station project according to CDM rules.

This resolution gave a new financial channel of Manasi Hydropower Station project, and will promote the development of our company.

Agreed 9 tickets

Disagreed 0 ticket

Disclaimed 0 ticket

Signature: Cheng Feng HeWeimin Wang Zheng Niu Yufa
Zhang Zongzhen Sun Jiangling Yu Li Wu Ge
Pang Zhongwu

the Board of Directors
Xinjiang Tianfu Thermoelectric CO.,Ltd
Feb.23, 2004