

## CONSULTING CONTRACT

The Principal: Sulige Fuel Gas Power Generation Co., Ltd. of Inner Mongolia (hereinafter referred as to “**Party A**”).

The Advisor: KOE Environmental Consulting Inc. (Japan) (hereinafter referred as to “**Party B**”).

In consideration of the agreements herein contained and the stipulations of the Contract Law of the People’s Republic of China, Party A and Party B agree to enter into this Consulting Contract ( the “**Contract**”) relating to consulting services on issues about the Clean Development Mechanism project of the Sulige Natural Gas based Power Generation Project of Party A ( hereinafter referred as to the “**Project**”) on the April 12, 2005.

### **I. Scope and requirements of the consulting services**

1. **Scope:** any and all issues related to the Project including without limitation to analysis and assessment on the eligibility of the Project; completion of the Project Idea Note(hereinafter referred as to “**PIN**”) and the Project Design Document (hereinafter referred as to “**PDD**”); preparation of the documents required for getting domestic/international approvals; carrying on international promotions, negotiations and consultations; cooperation with the third party’s validation in both Initial and Later Phases of the Project; assistance in obtainment of registration of the Project by relevant authorities of the United Nations and the monitoring in the Later Phase.
2. **Requirement:** help Party A have the Project fulfilled successfully under the international practice and the relevant regulations of China.

### **II. The place of performance, term and schedule**

**“Verification” and “Verify”** each means the independent monitoring and verifying on the GHG emission reductions from the Project in certain period of time by a Designed Operational Entity.

2. **“Initial Phase of the Project”** means the period before the Project being registered formally as a CDM project in the relevant authority of the United Nations.
3. **“Initial Phase Activities of the Project”** means the activities before the Project being registered formally as a CDM project in the relevant authority of the United Nations, including but not limited to completion of PIN and PDD; seeking a buyer of CERs; negotiation of the price of CERs; preparation of the third party’s validation; making applications for approvals by relevant domestic and United Nations’ authorities.
4. **“have the Project fulfilled successfully”** means has received (or should have received) the first payment against the CERs issued after the Project having been registered formally as a CDM project in the relevant authority of the United Nations.
5. **“Later Phase of the Project”** means the period during which the Project is in the Credit Period of the Emission Reductions.
6. **“Later Phase Activities of the Project”** means the main activities in the Credit Period of the Project, including Later Phase monitoring and the third party’s verification, etc.

**Party A (seal):**

By: \_\_\_\_\_

Contact:

Address:

Tel:

Post Code:

Fax:

**Party B (seal):**

By: \_\_\_\_\_

Contact:

Address:

Tel:

Post Code:

Fax:

内蒙古苏里格燃气发电有限责任公司

清洁发展机制 (CDM) 项目

## 咨询合同

合同编号: \_\_\_\_\_

委 托 方: 内蒙古苏里格燃气发电有限责任公司 (以下简称甲方)

顾 问 方: 日本超越对中环境商务咨询株式会社 (以下简称乙方)

依据《中华人民共和国合同法》的规定, 甲乙双方就甲方的“2×150MW燃气—蒸汽联合循环调峰供热机组”开展CDM项目 (以下简称项目) 咨询事宜, 经友好协商, 于2005年4月12日签订本合同。

### 第一条 咨询服务的内容和要求:

1. 内容: 对甲方的“2×150MW燃气—蒸汽联合循环调峰供热机组”工程进行合格性分析和判断、制作项目概要文件 (简称PIN)、设计文件 (简称PDD)、编制相关的履行国内、国际程序所需的文件、进行国际推介、谈判、咨询; 配合项目前期和后期的第三方审计、报送联合国有关机构审批、登记注册、后期监测等所有的项目相关流程。

2. 要求: 按照国际惯例和中国有关规定促使甲方该项目实施成功。

### 第二条 履行地点、期限和进度:



核实：指定经营实体在规定的时期内对项目所产生的温室气体减排的独立监测和核证。

2. 项目前期：在项目正式登记注册成为联合国有关机构下的CDM项目之前。

3. 项目前期活动：在项目正式登记注册成为联合国有关机构下的CDM项目前的有关活动，包括：PIN文件、PDD文件的编制，寻找CERs买家，谈判CERs价格；寻找第三方审计，向国内机构报送审批，报送联合国有关机构审批等。

4. 项目成功：项目在联合国有关机构下正式登记注册为CDM项目之后，收到（或应当收到）第一笔签发的CERs款项时为项目成功。

5. 项目后期：项目在减排计入期内的时间。

6. 项目后期活动：项目减排计入期内主要活动包括：后期监测，第三方审计等活动。

甲方单位（盖章）：

乙方单位（盖章）：

甲方代表（签字）：

乙方代表（签字）：陆宇晖

联系人：

联系人：高志强

地址：

地址：日本东京都千代田区神田锦町2-5

联系电话：0477-7210236

联系电话：+81-33291-8189

邮编：017300

邮编：101-0054

传真：0477-7210236

传真：+81-33291-8189