

## CONTENTS

### 目录

1. DEFINITIONS AND INTERPRETATION 定义和解释	1
2. CONDITIONS PRECEDENT 先决条件	10
3. SALE OF CERTS 碳资产销售	12
4. REPRESENTATION AND WARRANTIES 陈述、保证及	21
5. INSURANCE 保险	24
6. ELIGIBILITY 资格	24
7. EVENTS OF DEFAULT 违约事件	25
8. TERMINATION AND CONSEQUENCES OF TERMINATION 协议终止及后果	27
9. PAYING AGENT 支付代理人	29
10. CONFIDENTIALITY 机密性	30
11. RESOLUTION 争议解决	31
12. FORCE MAJEURE 不可抗力	33
13. MISCELLANEOUS 杂项	34
SCHEDULE 1 附件一	44
SCHEDULE 2 PROJECT DESCRIPTION 附件二 项目说明	45

**DATED July 12<sup>th</sup> 2007**

**于 2007 年 7 月 12 日 签署**

**ZHUXI ZHOUJIAYUAN (1)**  
**HYDROPOWER DEVELOPMENT**  
**CO.,LTD**

**竹溪周家垵水电开发有限公司**  
**and**  
**及**

**MGM CARBON PORTFOLIO (2)**

**S. a R. L.**

**MGM 碳资产投资组合 S. a R. L.**

---

**CERTIFIED EMISSION REDUCTIONS SALE**  
**AGREEMENT**

**核证的减排量销售协议**

---

mk



**“Morgan Stanley”** means Morgan Stanley & Co International Limited (Company Number 02068222), whose registered office is at 25 Cabot Square, Canary Wharf, London, E14 4QA.

**“摩根士丹利”** 指 Morgan Stanley & Co International Limited (公司编号 02068222), 注册地址于 25 Cabot Square, Canary Wharf, London, E14 4QA。

**“National Registry”** means the registry established in Annex I countries to ensure the accurate accounting of the issuance, holding, transfer, acquisition, cancellation, and retirement of CERs and other units for compliance with the Kyoto Protocol, the Marrakech Accords or any other relevant decision by UNFCCC entities.

**“国家登记处”** 指于附件一国家设立的登记处, 为符合京都议定书、马拉喀什协定或 UNFCCC 实体的其它相关决议的目的, 以确保准确记述 CERs 及其它单位的签发、持有、转移、购买、取消及退出。

**“Nominated Buyer”** means a purchaser of CERs from MGM who may be nominated as a Project Participant for the purpose of receiving direct Delivery of Contract CERs.

**“指定买方”** 指 MGM 的 CERs 买方, 其可为直接接收协议的 CERs 交付的目的而被指定为项目参与方。

**“Paying Agent”** means Morgan Stanley providing services in accordance with the terms and conditions of this Agreement and pursuant to an agency agreement entered into between Morgan Stanley and MGM.

**“付款代理人”** 指摩根士丹利, 其将依据本协议的条款和条件和该公司与 MGM 签订的代理协议提供服务。

**“Project”** means the ZHOUIJIAYUAN HYDROPOWER PROJECT, HUBEI PROVINCE, the details of which are set out at Schedule 2.

**“项目”** 指湖北周家垓水电项目, 项目细节于附件二中列明。

**“Project Design Document”** or **“PDD”** means the document containing, inter alia, a description of the Project, in accordance with the requirements of the UNFCCC and/or the Kyoto Protocol, the Marrakech Accords, or any other Decision by UNFCCC Bodies.

**“项目设计书”** 或 **“PDD”** 指除了其它事项外, 包含项目说明的文件, 并符合 UNFCCC 及/或京都议定书、马拉喀什协定或其它 UNFCCC 机构的决议。

**“Project Participant”** means a Party described as such in the PDD, being an entity which has been authorised by the relevant DNA to participate in the Project.

**“项目参与方”** 指于 PDD 中描述的项目参与方, 其为相关 DNA 授权参与项目的实体。

**“Registration Fee”** means the amount to be paid to the CDM EB for the registration of the Project as a CDM project.



The contract date, as agreed by the Parties is, the 12<sup>th</sup> day of July, 2007.

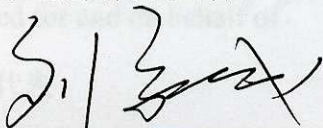
双方同意的协议日期为 2007 年 7 月的第 12 天。

Signed for and on behalf of

签署代表

by its duly authorised representative:

由其适当授权代表签署:



Signed for and on behalf of

签署代表

**ZHUXI ZHOUJIAYUAN HYDROPOWER DEVELOPMENT CO., LTD**

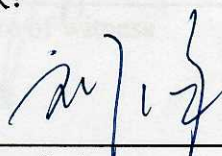
竹溪周家垵水电开发有限公司

Liu Jincheng

刘金成

In the presence of:

在场证人:



Signature of witness

证人签署

Name of witness: Liu Jin

证人姓名: 刘谨

Date:

日期:

Signed for and on behalf of


签署代表

by its duly authorised representative:

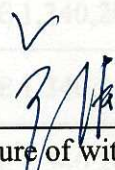
由其适当授权代表签署:

In the presence of:

在场证人:

  
Signed for and on behalf of

签署代表

  
Signature of witness

证人签署

**MGM CARBON PORTFOLIO S. a R. L..**

**MGM 碳资产投资组合**

Matthew Klein \_\_\_\_\_

\_\_\_\_\_  
Name of witness: Lu Tao

证人姓名: 卢涛

Date:

日期: 7/12/07

mk