

CONFIDENTIAL

保密

2006-07-20

2006年7月20日

Mr. Cheng Chunfa

陈春发先生

Ganzhou Union Jiangyuan Power Investment Co. Ltd.
Taojiang Hydropower station, Xinfeng County, Jiangxi Province, People's republic of China

赣州优恩江源电力投资有限公司
中华人民共和国，江西省信丰县桃江水电站

Dear Sir/Madam,

尊敬的先生/女士，

Letter of Intent and Exclusivity

意向与独家合作函

We understand that Ganzhou Union Jiangyuan Power Investment Co. Ltd. (**Project Entity**) intends to register the Jiangxi Taojiang Hydropower Project (**Project**) under the Kyoto Protocol's Clean Development Mechanism (**CDM**). Standard Bank Plc (**Standard Bank**) intends to purchase Certified Emission Reductions (**CERs**) generated by the Project.

我们理解，赣州优恩江源电力投资有限公司（**项目实体**）有意在《京都议定书》清洁发展机制（**CDM**）项下注册江西桃江水电项目（**项目**）。标准银行（**标准银行**）有意购买项目产生的核证减排量（**CER**）。

This letter (**Letter**) and the terms and conditions set out the terms on which Standard Bank and Project Entity agree to work together to jointly develop the Project, on an exclusive basis, and to negotiate the purchase and sale of CERs generated by the Project.

本函（**本函**）以及所列的条款和条件规定了标准银行和项目实体同意独家合作以共同开发项目并且就项目产生的 CER 的买卖进行谈判所依据的条款。

or under this Letter. Any waiver given by a party under this Letter will only be effective and binding on that party if it is given or confirmed in writing by that party.

任何一方未行使、未强制执行或部分行使或强制执行法律或本函规定的任何权利、权力或补救措施，将不以任何方式排除行使或强制执行或被视为放弃行使或强制执行法律或本函规定的任何其他权利、权力或补救措施。一方在本函项下作出的任何放弃，只有在该方以书面形式作出或确认时方为有效和对该方具有约束力。

9 Execution in counterparts; Language

对等文本的签署；语言

9.1 This Agreement shall be executed in two counterparts in both English and Chinese languages, each of which shall be an original. Where there is inconsistency between the English and Chinese text, the English text will prevail to the extent of the inconsistency.

本协议应以英文和中文签署两份对等文本，每份均为正本。如果英文版本和中文版本之间有不一致之处，以英文版本为准。

Signed for and on behalf of **Standard Bank Plc**
代表标准银行签署

By:

签署人:

Title: Senior Vice President

职务：高级副总裁

Date: 20 July 2006

日期：2006年7月20日

Signed for and on behalf of Ganzhou Union
Jiangyuan Power Investment Co. Ltd.
代表赣州优恩江源电力投资有限公司签署

By:

签署人:

Title: General Manager

职务：总经理

Date: 20 July 2006

日期：2006年7月20日