

## OPTION AGREEMENT

(REGARDING THE EXCLUSIVE RIGHT TO NEGOTIATE AND ENTER INTO A  
EMISSION REDUCTIONS PURCHASE AGREEMENT)

**Cargill International SA**, (hereinafter referred to as “the Purchaser”), a company incorporated under the laws of Switzerland with its office located in Geneva, Switzerland;

**and**

**Gansu Mingzhu Hydropower Development Co. Ltd.** (hereinafter referred to as “the Project Entity”) a company incorporated under the laws of the Peoples Republic of China with its office located in Lanzhou, Gansu Province, the Peoples Republic of China,

have entered into negotiations for the purpose of concluding an agreement concerning the purchase of Certified Emission Reductions (hereinafter referred to as “CERs”).

Until such negotiations have resulted in a binding Emission Reductions Purchase Agreement (hereinafter referred to as “the Agreement”) the following Option Agreement (hereinafter referred to as “Option Agreement”) shall apply between the parties during the term of the agreement referred to in Article 10.

### 1. PREAMBLE

The Purchaser hereby confirms that it is interested in obtaining the emission reductions which may be certified, issued and transferred under the mechanisms being developed in the context of the United Nations Framework Convention on Climate Change (“UNFCCC”) and its Kyoto Protocol.

The Parties to this Option Agreement understand that it is envisaged that the Project Entity will agree to sell, and the Purchaser will agree to purchase CERs to be generated by the **Dazhuang 11 MW Hydropower Station Project** (hereafter “the Project”) during up to and including the year 2012. This Option Agreement sets the basis on which the Purchaser

9.2 A Notice shall be deemed to have been given:

- a) in the case of personal service: at the time of service;
- b) in the case of prepaid registered mail: at the latest five (5) days after the date of mailing;
- c) in the case of telecopy: on the date of receipt of the copy.

## 10. DURATION

This Option Agreement enters into force upon signing and remains in force up to and including September 2007 or before that date if and when the Agreement is entered into.

IN WITNESS WHEREOF, the parties hereto have executed this Option Agreement in duplicate originals.

Place and date Lanzhou, 3/02/07

Place and date 兰州, 2007.02.03

For and on behalf of

For and on behalf of

**Cargill International SA**

**Gansu Mingzhu Hydropower development Co., Ltd.**

Mr. Michael Dwyer

Mr. Wang Junming

