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## **CER Supply Termsheet Agreement**

**Yunnan New View Power Co., Ltd**

**Japan Carbon Finance, Ltd.**

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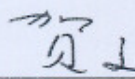
of arbitrators shall be three (3), the place of the arbitration shall be Singapore, the language of the arbitration shall be English and the appointing authority shall be the Secretary-General of the Permanent Court of Arbitration.

## 8 General

- 8.1 Without limiting any other provisions of this Agreement, each Party must, whenever reasonably requested by the other Party, promptly do or arrange for others to do, everything reasonably necessary or desirable to give full effect to this Agreement.
- 8.2 Neither of the Parties has the power or authority to bind the other including, without limitation, any power or authority to incur any liability or expense on behalf of the other, without its prior written consent.
- 8.3 This Agreement is governed by English law and each Party submits to the arbitration body described in clause 7.
- 8.4 If a term of this Agreement is found to be wholly or partly void, invalid, unreasonable or otherwise unenforceable, that term will be deemed to be severed or modified to the extent necessary to make the balance of this Agreement and that term enforceable or reasonable.

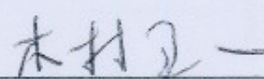
## Execution

**Signed for and on behalf of:**  
**Yunnan New View Power Co., Ltd**  
by duly authorised signatories:

  
\_\_\_\_\_  
Authorised Signatory  
Date: 30/5/07

He Wen - Board Chairman  
Name and title of Authorised Signatory

**Signed for and on behalf of:**  
**Japan Carbon Finance, Ltd.**  
By duly authorised signatories:

  
\_\_\_\_\_  
Authorised Signatory  
Date: May 30, 2007

Torchi Kimura, Deputy Director General  
Name and title of Authorised Signatory  
Carbon Finance Dept.



## Schedule

### Agreed Principle Terms and Conditions for the Purchase and Sale of CERs

Intended Purchaser	Japan Carbon Finance, Ltd. ("JCF").  JCF may assign a part of its purchase obligations of the Contract CERs under this Agreement to certain member(s) of Japan Greenhouse Gas Reduction Fund ("Co-buyer(s)").
Project Entity	Yunnan New View Power Co., Ltd
The Project	Dachunhe 50MW Hydropower Project in Yunnan Province , which one of the approved methodologies or the consolidated approved methodology ACM0002 is applicable to.
Project	Approved under the Supervision of the Project Development Company ("PDC") Ltd. (11)