
DEED OF REPRESENTATION

BY

DET NORSKE VERITAS CERTIFICATIONAS

THIS DEED OF REPRESENTATION is made on 14 Dec 2010

BY

DET NORSKE VERITAS CERTIFICATION AS, Veritasveien 1, 1322 HOVIK Norway
THIS DEED WITNESSES as follows:

1. INTERPRETATION

1.1 In this Deed:

"Project" means Zhangjiagang Nature Gas Power Generation Project; it is located in the Donglai Town, Zhangjiagang City, Jiangsu Province of China. The exact location of the project is defined as: Latitude 31°53'N and longitude 120°39'E. The project is a natural gas for power generation project activity with a rated output of 780 MW (2*390 MW) using natural gas as fuel. It is estimated that the annual generated output will be 2370 GWh. The electricity generated is supplied to China East Power Grid (CEPG) under grid connection agreement, which is dominated by coal-fired power plants. The proposed project will not only meet the rising demand of electricity demand of CEPG, but also improve the peak load regulating capability of the grid.

"Project Crediting Period" means for non-AFOLU (Agriculture, Forestry and Other Land Use) Projects and Agricultural Land Management projects focusing exclusively on emissions reductions of N₂O, CH₄ and/or fossil-derived CO₂, a maximum of 10 years which may be renewed at most two times, and for AFOLU Projects other than such Agricultural Land Management projects, a minimum of 20 years up to a maximum of 100 years;

"Reduction" means a reduction or removal of one tonne of CO_{2e} caused by the activities of a Project during the Project Crediting Period;

"Verification Report" means the report no. 2010-0560 dated 28 June 2010 produced by the Verifier to the effect that Reductions generated by the Project have been independently verified by the Verifier in accordance with the VCSA Rules;

"Verifier" means an organisation approved by the VCSA to act as verifier in respect of a Project in accordance with the VCSA Rules;

"VCSA" means the Voluntary Carbon Standard Association;

"VCS Program" means the Voluntary Carbon Standard Program as further described in the VCSA Rules;

"VCSA Registry" means a registry operating within the system established by the VCSA and holding a current registry approval from the VCSA, which provides an infrastructure for the issuance, holding, transfer, retirement and cancellation of voluntary carbon units; and

"VCSA Rules" means the Voluntary Carbon Standard 2007 and the Voluntary Carbon Standard Program Guidelines 2007, published by the VCSA on 19 November 2007, as such rules may be updated from time to time.

2. **REPRESENTATIONS**

2.1 I am the Verifier in relation to the Project.

2.2 I hereby represent that:

2.2.1 I have independently verified the Reductions generated by the Project in accordance with the VCSA Rules; and

2.2.2 all information which I have provided in the Verification Report is true and accurate in all material respects.

2.3 Notwithstanding any other provisions contained in the Verification Report, I hereby acknowledge that a VCSA Registry shall hold this Deed for the benefit of Accountholders holding VCUs relating to the Project at any given time.

3. **GOVERNING LAW AND JURISDICTION**

This Deed is governed by and interpreted in accordance with English law, and the English courts shall have exclusive jurisdiction to settle any dispute arising from or connected with this Deed including a dispute regarding the existence, validity or termination of this Deed or the consequences of its nullity.

4. **COUNTERPARTS**

This Deed may be executed in any number of counterparts, each of which when executed and delivered is an original and all of which together evidence the same deed.

5. **DELIVERY**

This Deed is delivered on the date written at the start of the Deed.

EXECUTED by DET NORSKE VERITAS CERTIFICATION AS as a deed

Michael Lehmann

Signature of director

Michael Lehmann

Name of director

Signature of director/secretary

Name of director/secretary