



Business Consultant Agreement

This agreement dated February 23, 2007 is made By and Between Smart Energy Co., Ltd., whose address is Toranomon Masters Bldg. 3rd Floor, 1-12-14 Toranomon, Minato-ku, Tokyo, Japan, 105-0001, referred to as "Company", AND Guizhou Hongfeng Forestry CDM Consultant And Service Co., Ltd., whose address is 6th floor No.17 Guiwu road, Guiyang City, Guizhou Province, China, referred to as "Consultant."

1. Consultation Services. The Company hereby employs the Consultant to perform the following services in accordance with the terms and conditions set forth in this agreement: The Consultant will consult with the officers and employees of the Company concerning matters relating for,

- 1). Drawing up the project design documents for following CDM projects (Projects).
 - "The 11.4 MW Bundled Small Hydropower Project in Sanjunyan and Liaoli, Guizhou Province, P. R. China",
 - "The 12.82 MW Bundled Small Hydropower Project in Qiandongnan Autonomous Region, Guizhou Province, P. R. China",
 - "The 7.5 MW Bundled Small Scale Hydropower Project in Qiandongnan Autonomous Region, Guizhou Province, P. R. China", both English version and Chinese version.
- 2). Providing CDM consulting service to Chinese project parties, supporting Chinese project parties to prepare the essential materials that requested by NDRC (National Development and Reform Commission), China.
- 3). Supporting Chinese project parties and Company to obtain permission from NDRC, China.
- 4). Supporting Chinese project parties in validation by DOE (Designated Operational Entity) and pass it.
- 5). The other consulting services by mutual agreement with Company.

2. Terms of Agreement. This agreement will begin at July 1st, 2007 and will end at June 30th, 2008. Either party may cancel this agreement upon thirty (30) days notice to the other party in writing, by certified mail or personal delivery.

Smart Energy Co., Ltd.

Toranomon Masters Bldg. 3rd Floor, 1-12-14 Toranomon, Minato-ku, Tokyo, JAPAN, 105-0001



Business Consultant Agreement

3. Place Where Services Will Be Rendered. The Consultant will perform most services in accordance with this contract at Guizhou Province, China. In addition the Consultant will perform services on the telephone and at such other places as designated by the Company to perform these services in accordance with this agreement.

4. Payment to Consultant.

- 1). The Consultant will be paid at the rate of United States Dollar for Projects development at the end of November 2007.
- 2). The Consultant will be paid at the rate of United States Dollar after Company obtain the governmental permission from NDRC.
- 3). The Consultant will be paid at the rate of United States Dollar for consulting fee upon registration of Projects as CDM projects in the UNFCCC..

5. Independent Contractor. Both the Company and the Consultant agree that the Consultant will act as an independent contractor in the performance of its duties under this contract. Accordingly, the Consultant shall be responsible for payment of all taxes including local taxes arising out of the Consultant's activities in accordance with this contract, including by way of illustration but not limitation, income tax, and any other taxes or business license fee as required.

6. Confidentiality. The Company agrees that any information received by the Consultant during any furtherance of the Consultant's obligations in accordance with this contract, which concerns the personal, financial or other affairs of the Company will be treated by the Consultant in full confidence and will not be revealed to any other persons, firms or organizations.

7. Employment of Others. The Company may from time to time request that the Consultant arrange for the services of others. All costs to the Consultant for those services will be paid by the Company but in no event shall the Consultant employ others without the prior authorization of the Company.

Smart Energy Co., Ltd.

Toranomon Masters Bldg. 3rd Floor, 1-12-14 Toranomon, Minato-ku, Tokyo, JAPAN, 105-0001




Business Consultant Agreement

8. Signatures. Both the Company and the Consultant agree to the above contract.

Witnessed by:

Company


Smart Energy Co., Ltd.

Consultant


Guizhou Hongfeng Forestry CDM Consultant And Service Co., Ltd.