

THE PC OF DA NANG CITY
DEPT. OF PLANNING AND INVESTMENT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

CERTIFICATE OF INVESTMENT REGISTRATION

Project number: 6505306651

Certificate of the first time: dated June 23, 2015

Certificate of the 01st change: Dated December 05, 2016

Pursuant to Law on Investment no. 67/2014/QH13 dated November 26, 2014;
Pursuant to Decree no. 118/2015/ND-CP, dated November 12, 2015, stipulating and
guiding on the implement some articles of the Law on Investment;

Based on the Decision no. 5979/QĐ-UBND dated September 05, 2016 by the PC of Da Nang City stipulating the functions, duty, power and organization structure of Department of Planning and Investment of Da Nang City;

Based on the Decision no. 412 dated December 05, 2016 approving the proposing to extend the capital contribution schedule to perform the project Quasathu LLC by the Department of Planning and Investment of Da Nang City;

Based on the Certificate of business registration no. 0401685819 issued by the Department of Planning and Investment of Da Nang City for the 01st change dated September 23, 2016;

Based on the proposal statement to adjust the investment project and the enclosed document, submitted by Quasathu Investment Company Ltd., dated December 02, 2016,

THE DEPARTMENT OF PLANNING AND INVESTMENT OF DA NANG CITY

Hereby certifies :

The project QUASATHU LLC; project number 321022000273 issued by the PC of Da Nang City for the first time on June 23, 2015;

To register for changing into Certificate of investment registration and adjusting the capital contribution schedule to perform the project

The first investor :

BOMBAY FINANCE INDIA PRIVATE LIMITED COMPANY, Certificate of business registration no. U65900MH2014PTC260301, issued by Company registration authority, Mumbai, India, dated December 22, 2014.

Address of head office: Marathon Chambers, 1 floor, 105, Near Lijjat Papad, Panch Rasta, Mulund, Mumbai-400080, Maharashtra, India.

Legal representative: Mr. SATPAL SIGNH OBERAI, date of birth September 04, 1973, Indian nationality, passport number M3554111 date of issue: November 18, 2014 in India, permanent residence registration and current residence at 102, Laxmi Residency, Plot – 12A, Sector 35F, Near Galaxy Building, Kharghar, Navi Mumbai – 410210, Maharashtra, India, email address: bombayfinanceindia@gmail.com, telephone number: +022 25619090, position: General Director



The second investor:

TRANS-PACIFIC DEVELOPMENT COMPANY LTD, business number 0401388527 issued by the Department of Planning and Investment of Da Nang City for the first time on November 11, 2011 and the 4th changing on April 17, 2015.

Address of head office: 148 Phan Chau Trinh, Phuoc Ninh ward, Hai Chau district, Da Nang City.

Legal representative: Mr. NGUYEN DUC QUOC ANH, date of birth December 12, 1979, Vietnamese nationality, Identity card no. 201390178, issued by Police of Da Nang dated May 15, 2014, permanent residence registration and current residence: 148 Phan Chau Trinh, Phuoc Ninh ward, Hai Chau district, Da Nang city, telephone no.: 0907272879, email address: d.q.a.nguyen@gmail.com, position: director

The business organization executing the project: QUASATHU INVESTMENT COMPANY LTD., enterprise number 0401685819 issued by the Business Registration Office – The Department of Planning and Investment of Da Nang City.

To register to establish to implement an investment project with the following contents:

Article 1. Content of the investment project:

1. Name of investment project: QUASATHU LLC

2. Objective of the project:

-To provide consultancy services for enterprises, to prepare business plans, to the feasibility of a project, to organize a business, to manage information, to manage projects (except consultancy on accountancy, audit) (CPC865)

- To provide advising service and engineering consulting for big projects (CPC 8672)

3. Size of the project:

- Area of using premises: 206m²

- Output products, services: Consultancy service, advising service and engineering consulting for big projects.

4. Location of the project: 7th Floor, ACB Building, 218 Bach Dang street, Phuoc Ninh ward, Hai Chau district, Da Nang city.

5. Total investment capital of the project: 290,000,000,000VND (*two hundred ninety billion Vietnam dong*) equivalent of 13,500,000USD (*thirty million five hundred thousand US dollars*).

Where, the contribution capital to perform the project is 290,000,000,000VND (*two hundred ninety billion Vietnam dong*) equivalent of 13,500,000USD (*thirty million five hundred thousand US dollars*).

Value, scale, mode and progress of capital contribution as below:

- Bombay Finance India Private Limited shall contribute 275,500,000,000VND (two hundred seventy five billion, five hundred million Vietnam dong), equivalent of 12,825,000USD (Twelve million eight hundred twenty five thousand US dollars), in cash, with 95% of the total of contribution capital, contributing in 06 months from the date that the Department of Planning and Investment issues the approval Decision of the request of extension of the contribution of investment capital.
- Trans-Pacific Development Company Ltd. shall contribute 14,500,000,000 VND (Fourteen billion five hundred million Vietnam dong), equivalent of 675,000USD (six hundred seventy five thousand US dollars), by the prestige and the operation experience of the Company in project management, analysis of investment effectiveness and the customers network in Vietnam, with 05% of the total contribution capital, having contributed full.

6. Operation term of the project: 20 years, from the date of the first issuance of the Certificate of investment (dated June 23, 2015)

7. The progress of the investment project performance: From the first issuance of the Certificate of investment:

- To prepare the purchasing office equipment: the first month;
- To start the official operation: the second month.

Article 2: Investment incentive, supports

1. **Incentive of corporation income tax:** none
2. **Incentive of import tax:** none
3. **Incentive on exemption, reducing land rent, land use money, land use tax:** none

Article 3: Conditions on the investors of the project

1. The investors, business organization shall process to subscribe an account in the National information system on foreign investment in accordance with regulations of law.
2. On reports regulations, the investors, business organization of the investment project must:
 - Report monthly, quarterly annually to the Department of Planning and Investment of Da Nang City and the local statistics department the progress of executing the investment project, with contents: investment capital executed, result of investment activity, trading, information of labour, payment of the state budget, investment on research and development, treatment and protection of the environment and the specific norm of the operation industry; to perform the reports in writing and through the National information system on the foreign investment; to perform the unscheduled reports upon the request of the competent authorities.
 - Report every 06 month and yearly on the supervision and assessment of the investment to the Department of Planning and Investment of Da Nang City in accordance with regulations of the Decrees by the Government and Circulars by the Ministry of Planning and Investment.
 - Be responsible for the accuracy, righteous content of the reports and shall bear all consequences due to not to perform, to perform un-adequately the regular reports or reports the untruth. The investors, business organization of the project shall not be considered to adjust the Certificate of Investment registration, should they not perform the reports as regulated.
3. The investors, business organization of the project must perform properly the schedule of capital contribution, the schedule of the project commencement as registered and the content indicated in the Certificate of Investment registration.
4. Regarding to the location of the project:
 - When the lease term expires, the investors, business organization shall renew the lease with the Lessor in accordance with current applied laws, if the lease renewal is not available, it requires to move to other location, in compliance with the legal issue and the planning for performing the project, without any request for a compensation to the State of Vietnam.
 - In case the lease term expires, the investors, business organization cannot renew the lease of the location with the Lessor, and they cannot find other location, in compliance with the legal issue and the planning for performing the project, the Investment registration authority shall consider to end the operation of the project and

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revoke the Certificate of investment registration prior to the term.

5. During the operation of the project, the investors, business organization of the project shall comply with Vietnam laws, as below:

- Only to start the operation for the conditional industry upon the satisfaction all regulated conditions and being issued licenses of trading by speciality industry authorities, papers with equivalent value and /full business conditions in accordance with regulations of applied laws.

- To be responsible to apply measures and concrete plans to meet the requirements of fire prevention, fire-fighting, labour safety at the project location in accordance with regulations of applied laws.

- To be responsible to comply with regulations of road traffic safety of Laws on road traffic and relating guiding writings, it requires to arrange and allocate reasonably parking areas for clients, for employees and to ensure not to transgress the street, pavement, causing traffic jam at the location of the project.

- To comply with the recruitment and using labour in accordance with Labour Code and relating legal writings, especially, it requires to ensure all conditions of recruitment of foreign citizens and the foreign employees must have work permits.

- To comply with the regulations of payment in cash; on finance transaction of the company; on management of foreign exchange on the foreign direct investment into Vietnam, stipulated in normative act of the Government, Ministry of Finance, State Bank of Vietnam, and related authorities.

- To comply with regulations of Law on Investment, Law on Enterprise, Law on Intellectual property, Labour Code and other related legal writings.

6. The project shall end in accordance with the regulation of Article 48 of Law on Investment of year 2014.

Article 4. This Certificate of Investment registration becomes effective from the signing date and supersede the Certificate of Investment no. 321022000273 issued the first time by the PC of Da Nang City dated June 23, 2015.

Article 5. This Certificate of Investment is made in 02 (two) original copies, 01 (one) copy is granted to the Economic Organization of the project and 01 (one) copy is recorded in Department of Planning and Investment of Da Nang City./.

Copied to:

- Ministry of Planning and Investment;
- The PC of Da Nang City;
- Statistics Dept of DN City;
- Tax Dept of DN city;
- The PC of Hai Chau dist.,

**FOR DIRECTOR
VICE DIRECTOR
(Signed and Sealed)
Huynh Van Thanh**

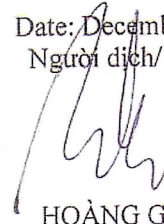
TP. DA NANG

Tôi, Hoàng Gia Cơ, CMND số 201080360. Cam đoan đã dịch chính xác nội dung của giấy tờ/văn bản này từ tiếng Việt sang tiếng Anh.

I, The undersigned Hoang Gia Co, I.D. card No. 201080360, hereby undertake to translate exactly into English from the content of the document attached in Vietnamese.

Date: December 08, 2016

Người dịch/ Translator:



HOÀNG GIA CƠ

Ngày 08 tháng 12 năm 2016/ Date: December 08, 2016

(Ngày tám tháng mười hai năm hai ngàn không trăm mười sáu)

Tại phòng Tư pháp quận Hải Châu, Tôi**Lê Phước Lai**....., là
Phó Trưởng phòng Tư pháp quận Hải Châu – TP Đà Nẵng.

At Justice Department of Hai Chau District, I am the

Vice Manager of Justice Department of Hai Chau District – Da Nang City

Chứng thực: Ông Hoàng Gia Cơ là người đã ký vào bản dịch này trước mặt tôi

Hereby certify that Mr. Hoang Gia Co has signed on the translation in front of me

Số chứng thực/No.: 1772 Quyền số/Book no.: 03

Ngày/Date: 08/12/2016

PHÓ TRƯỞNG PHÒNG



Lê Phước Lai