SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

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MEMORUMDUM OF AGREEMENT

BETWEEN

VIETNAM SUSTAINABLE DEVELOPMENT INCORPORATION (VSDI)

AND

VATEC ENVIRONMENT ENGINEERING AND INVESTMENT J. S. COMPANY

(On exchanging, cooperating, and implementing projects)

- Basing on the function and tasks of VSDI Inc. and Vatec Environment Company.

- According to Incorporation Registration Certificate No. 0103025577 of VSDI Inc. issued by the Department of Investment and Planning of Hanoi on 02/07/2008, and Registration Certificate No. 0107304924 of Vatec Environment J.S.C. issued by the Department of Investment and Planning of Hanoi on 20/01/2016.

- According to the ablity and desire of the two parties to cooperate in consulting and implement projects related to Water, Environmental Sanitation and Infrastructure in Vietnam and in other countries in Southeast Asia.

The representatives of two parties including:

1. VIETNAM SUSTAINABLE DEVELOPMENT INC. (VSDI)

Representative: Mr. Hoang Duc Nghia, PhD.

Position : Chairman of the Board of Directors

Head quarter: No. 11, Hydro-Meteorology Community, Co Nhue, Tu Liem, Ha Noi,

Vietnam

Tel. : 84-4-66 83 53 45; Fax: 84-4-66 83 53 45

Email : <u>info@vsdi.vn</u>

Website : http://www.vsdi.vn

2. VATEC ENVIRONMENT ENGINEERING AND INVESTMENT J. S. COMPANY

Representative: Mr. Vo Thu Ha

Position : General Director

Head quarter: No. 14, Dang Dung street, Quan Thanh ward, Ba Dinh district, Hanoi,

Vietnam.

Tel. : +84-4-32 24 75 20 Fax: +84-4-32 24 75 20

Email

: Vatec.environment@gmail.com/info@vatec.vn

Website

: http://www.vatec.vn

After discussing, the 2 parties give out these following agreements:

- 1) The two parties agreed to coopertate in developing and inplementing and implementing projects (Investment, Consultancy, and Construction) related to the sector of Infrastructure, Urban Development, Water Supply and Drainage, Energy, Environment in Vietnam and in Southeast Countries;
- The two parties, with its best condition, commit for mutual admisnistrative, funding and professional support as well as appoint the most experience and suitable officials in preparing and implementing of specific projects when associating;
- 3) Rights and Obligations of the two parties will be agreed, signed in specific cooperated and associated contracts which will be both composed by the two parties;
- 4) The two parties commit to implement its rights and obligations in specific cooperated and associated contracts;
- 5) The two parties have rights to use data and information related to specific cooperated and associated contracts in the scope of their jobs, and have responsibility to secure the confidentiality and business information of the other party;
- 6) If one party violates, influences, invades the rights of other party, it must take responsibility according to existing of Vietnam Laws.

This agreements inludes 2 pages, is made into 8 copies in English and Vietnamese of equal validaty, each party keep 4 copies.

Ha Noi, March 4, 2016

Vietnam Sustainable Development, Inc.

Chairman of the Board

Mr. Hoang Duc Nghia, PhD

Vatec Environment Engineering and Investment J. S. Company

General Director

CÔNG TY CO PHÂN ĐẦU TƯ

VATEC

Mr. Vo Thu Ha