

**ADDENDUM NO. 2**  
**TO**  
**AGREEMENT FOR FURNISHING EXPERTS DATED 1<sup>st</sup> DECEMBER, 2011**  
**FOR**  
**CONSULTANT SERVICES FOR**  
**Detailed Design For DaNang - QuangNgai Expressway Development Project**

**WITNESSETH:**

WHEREAS, Pursuant to Item 2.4 in the Part II Special Conditions of Joint Venture Agreement No.01/DD-EDDQP/2011 in December 2011 among Nippon Koei Co., Ltd., Nippon Engineering Consultants Co., Ltd., Chodai Co., Ltd. and Thai Engineering Consultants Co., Ltd , The Leading Member is Nippon Koei Co., Ltd., will take the lead responsibility for the management of the Joint Venture's affairs and will be responsible for communication with the Client.

WHEREAS, The JV entered into the Contract for Consulting Service dated 15<sup>th</sup> day of November , 2011 with Project Management Unit No.85 for Detailed Design for Da Nang - Quang Ngai Expressway Development Project.

WHEREAS, The JV was issued Construction License No.22/2012/BXD-GPTV by Ministry of Construction dated 12<sup>th</sup> March, 2012 ;

WHEREAS, The JV was issued Certificate of Office Registration No.852/SXD-VP by Da Nang's Construction Department dated 21<sup>st</sup> March, 2012 ;

WHEREAS, The JV was issued Certificate of Seal by Ministry of Public Security dated 30<sup>th</sup> March, 2012 ;

WHEREAS, the JV was issued Certificate of Tax Registration by Ministry of Finance dated 15<sup>th</sup> March, 2012 ;

This Addendum No. 1 is made on the 19<sup>day</sup> of the month of April, 2012 among:

- Nippon Koei Co., Ltd. duly organized and existing under the laws of Japan, with its principal office located in 4, Kojimachi 5-chome, Chiyoda-ku, Tokyo, 102-8539 Japan (hereinafter referred to as the "NK"); and
- Thang Loi Engineering Consultants Co., Ltd., duly organized and existing under the laws of Vietnam, with its principal office located at 16A/93 TrungKinh Street, CauGiay, Hanoi, Vietnam (hereinafter referred to as the "Company"); and
- Joint Venture of NK – NEC – CHODAI – TEC duly organized and existing under the laws of Vietnam, with its principal office located at unit 2, 11<sup>th</sup> floor, PVFC Building, Lot A2.1, 30 April Street, Hai Chau District, Da Nang City (hereinafter referred to as the " JV ").

NOW THEREFORE, it is mutually agreed by and between the parties hereto as follows:

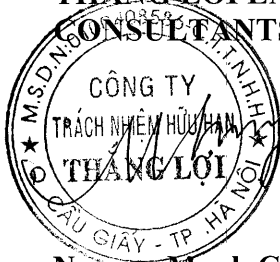




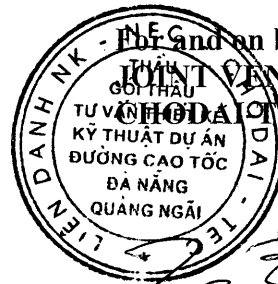
1. The entity of the Agreement as Nippon Koei Co., Ltd (hereinafter referred to as the "NK") will be replaced by Joint Venture of NK – NEC – Chodai – TEC duly organized and existing under the laws of VietNam, with its principal office located at Unit 2, 11<sup>th</sup> floor, PVFC Building, Lot A2.1, 30 April Street, Hai Chau District, DaNang City and Tax code: 0401482174 and represented by: Mr. Ichizuru Ishimoto, Project Manager.
2. Add the following new Sub-article 9.5 after Sub-article 9.4 of Article 9. Payment of the Agreement:
  - 9.5. The Company will be issue VAT invoice for each payment.
3. All contents of the Agreement not specifically modified by this ADDENDUM NO. 2 shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this ADDENDUM NO. 2 in duplicate in English, in their respective names as of the day and year first above written

For and on behalf of  
**THANG LOI ENGINEERING  
 CONSULTANTS CO., LTD.**



**Nguyen Manh Cuong  
 General Director**



**Ichizuru ISHIMOTO  
 Project Manager**

For and on behalf of  
**NIPPON KOEI CO., LTD**

**Ichizuru ISHIMOTO  
 Project Manager**