

DRAFT – For Discussion Purposes

The following will be the basis of the services we would provide as part of our consulting contract with Chinese principals. The specifics will clearly be modified depending on the project and the monthly terms and success fee size will depend on size of project and our ability to negotiate commercial terms.

SCOPE OF SERVICES:

1. Introduction to Pakistan

- 1.1. We will leverage our experience and network to provide you with an understanding of Pakistan, including:
 - 1.1.1. The economic environment and key drivers
 - 1.1.2. The political and regulatory landscape
 - 1.1.3. An understanding of local best business practices

2. Project specific services:

- 2.1. Assist in developing feasibility study for a proposed project
 - 2.1.1. Conduct local market due diligence and research on the sector and its dynamics to supplement your own research and analysis
 - 2.1.2. Assist in identifying key risks and opportunities
 - 2.1.3. Work with you on developing feasibility study
- 2.2. Monitor government policy on an ongoing basis to detect potential changes that may impact project
- 2.3. Support your personnel while they are in Pakistan
 - 2.3.1. Provide local temporary office space to your personnel while they are working in Pakistan (if needed)
 - 2.3.2. Assist your personnel in arranging local accommodations, transport and other support services that are reputable, reliable and safe (if requested)
 - 2.3.3. Provide local staff to accompany your personnel while they are in Pakistan to act as translators and facilitators to ensure your personnel's safety and well being
- 2.4. Identify and retain the services of qualified professional services providers required for feasibility analysis and project execution
 - 2.4.1. Understand your requirements and preferences and advise on suitable partners and vendors who would be best positioned to work on your project based on our prior experience with them and knowledge of their market reputation
 - 2.4.1.1. Develop a selection criteria for desired service provider
 - 2.4.1.1.1. Provide you with short list of suitable choices for various required services, as applicable (for example: legal, accounting, engineering, etc.)
 - 2.4.1.1.2. Work with you, or on your behalf, to conduct a thorough selection process to identify and retain the most qualified candidate(s)
 - 2.4.1.1.2.1. Obtain proposals, evaluate credentials and capabilities and negotiate commercial terms

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2.4.2. Manage the vendors on an ongoing basis locally on your behalf or support your locally stationed personnel in managing these vendors, as applicable

2.4.2.1. Ensure work product and output is as per agreed quality and delivered according to schedule

2.4.2.2. Identify potential issues and challenges that may occur and develop solutions in a timely manner to ensure work flow remains efficient

3. Identify key stakeholders in government, military and private sector

3.1. Utilize our local knowledge and relationships to access the most relevant decision makers

3.1.1. Facilitate meetings with these key decision makers

3.1.2. Participate in negotiating terms and conditions with relevant parties as part of the commercial arrangements for the project

3.1.3. Provide relationship support and ongoing maintenance of relationships and access to crucial decision makers during the life of the project

3.2. Maintain ongoing dialogue with relevant regulatory bodies, ministries and other government agencies that can influence the framework of the project

3.2.1. Represent your interests during these discussions to help ensure that they are considered as part of the process

3.3. Monitor changes in policy and/or decision makers

3.3.1. Ensure that you and your project are introduced to new individuals in a timely manner

3.3.2. Establish a dialogue with these new decision makers so that they are familiarized with the project and its benefits to Pakistan

4. Support the project approval process

4.1. Facilitate discussions with key local stakeholders as noted above to understand the key considerations and commercial terms available for the project

4.1.1. Negotiate certain conditions and financial terms, if deemed necessary

4.1.1.1. Provide local insights to support your negotiating process by utilizing our knowledge of the local political landscape, government priorities and key pressure points

4.2. Obtain details on the project approval criteria, process and timeline as prescribed by the relevant government authority

4.2.1. Ensure that local professional services providers are aligned with these requirements and deliver their opinions, analyses, studies in a timely manner to ensure your ability to submit required documents on schedule

4.2.2. Facilitate the timely submission of documents to various government bodies on your behalf, as applicable (LoI, tender, binding offer, required supporting documents, etc.)

4.3. Obtain feedback from approving entities in a timely manner by leveraging our existing relationships to address any potential concerns or objections

4.3.1. Work closely with your personnel to manage the process and ensure that project is approved by all relevant approving agencies and authorities

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4.4. Maintain an ongoing dialogue with the approving authorities to ensure smooth execution of the project

4.4.1. Support your personnel in maintain a close working relationship with the approving government bodies and their key decision makers

5. Acquiring suitable real estate for project development

5.1. Develop a thorough understanding of your project requirements and then utilize our local knowledge to identify appropriate locations

5.2. Assist in identifying landowners and negotiating terms for the use of the land

5.2.1. In case of purchase from local private owner, we can provide the local negotiating insights and cultural sensitivity required for a successful negotiation at economically reasonable terms

5.2.2. When acquiring land from the Federal or provincial government, we can utilize our relationships to help ensure that acquisition proceeds at a smooth pace and is in alignment with applicable rules to avoid potential challenges later on

5.3. We will work closely with your legal advisors to ensure that real estate acquired, or leased, is based on proper documentation and necessary approvals are in place to avoid potential future legal challenges or regulatory hurdles

6. Maintain harmonious relations with local population

6.1. Use our local knowledge and insights to establish cordial relations with the community in which your project will be based

6.2. Identify potential issues which may drive the local population to oppose the project and address these matters up front

6.2.1. Establish dialogue with tribal and village leaders to gather local political support for which we can rely on our existing connections with these stakeholders

6.2.2. Identify cost effective community welfare projects that may be helpful in establishing broader support within the population (schools, clinics, etc.)

6.2.3. Potentially employ local citizens in the project (based upon qualifications)

7. Project development support:

7.1. We are well positioned to support you with identifying and retaining the services of qualified contractors and vendors required for project construction and supply (as applicable)

7.1.1. Understand your requirements and preferences and advise on suitable

vendors/contractors who would be best positioned to work on your project based on our prior experience with them and knowledge of their market reputation

7.1.1.1. Develop a selection criteria and organize an RFP process in close cooperation with your personnel

7.1.1.1.1. Provide you with short list of suitable choices that have a good local reputation and the ability to execute a project like yours

7.1.1.1.2. Work with you, or on your behalf, to conduct a thorough selection process to identify and retain the most qualified candidate(s)

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7.1.1.1.2.1. Obtain proposals, evaluate credentials and capabilities and negotiate commercial terms

7.2. Support your locally stationed personnel in managing these contractors, as applicable

7.2.1. Ensure work product and output is as per agreed quality and delivered according to schedule by coordinating with contractor and your designated engineering consultants

7.2.2. Identify potential issues and challenges that may occur and develop solutions in a timely manner to ensure work flow remains efficient

8. Staffing and outsourcing solutions

8.1. Support your local staffing requirements by providing cost effective, outsourced employees solutions

8.1.1. Leverage large pool of qualified local candidates who are available for fixed term and/or flexible term employment

8.1.2. We are well positioned to scale our team as needed to support your administrative requirements

8.2. Coordinate appropriate local recruiting of employees via our fully licensed affiliated recruiting and manpower services provider

8.2.1. Provide end to end recruiting solutions for various categories of employees (engineers, administrative staff, construction workers, etc.)

9. Financing support

9.1. Work with your personnel in evaluating the financing package for the project in terms of its acceptability by the local approving agencies

9.1.1. The government will consider the viability of the financing as a key criteria in its determination process

9.2. We can also leverage our own networks to potentially assist you in developing a suitable financing package

9.3. Identify potential partners and exit strategies over time, as applicable

10. Customs and logistics support

10.1. We can utilize our established presence in various port cities to assist provide you with customs clearing support services

10.1.1. Manage time consuming local customs clearance processes

10.1.2. Limit potential project delays due to equipment not being released in a timely manner

10.1.3. Reduce demurrage and storage charges

10.2. Provide logistics support for transporting equipment to project site via transportation affiliates

10.2.1. We have longstanding relationships with leading domestic transport services providers

10.3. Address equipment storage requirements, if applicable

10.3.1. Work with storage providers that have well established reputations for offering safe and secure facilities

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11. Ongoing support services

- 11.1. We are able to continue to support your project even after completion of the build out phase
- 11.2. Ensure smooth ongoing relations with local community
- 11.3. Provide ongoing access to key stakeholders in various government and other organizations
- 11.4. Identify potential changes in the economic or political environment that may require a change in strategy
- 11.5. Identify new growth opportunities and introduce you to potential partners in the future, as applicable



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