

**REQUEST FOR EXPRESSIONS OF INTEREST (EOI) FOR THE
SHORT LISTINGS OF POTENTIAL LNG SUPPLIER ON SPOT
PURCHASE BASIS**

PRE-QUALIFICATION CRITERIA

**APPLICANTS WILL ONLY BE PRE-QUALIFIED AS POTENTIAL LNG SUPPLIERS
AND BE ALLOWED TO SUBMIT A PROPOSAL FOR THE SUPPLY OF LNG ON A
"SPOT" BASIS IF THEY MEET ALL OF THE CRITERIA SET OUT BELOW**

A. The LNG Supplier will be selected from a group of qualified and shortlisted potential LNG suppliers (each a "Potential LNG Supplier"), the selection of which shortlisted Potential LNG Suppliers will be based on, but not limited to, the following criteria:

(1) the length of time that the firm/company has been in the business of supplying LNG (or other petroleum products) in industrial volumes;

(2) Historical LNG delivery experience both in FSRU based and Land based Terminal deliveries;

(3) Ability to delivery Lean LNG, and

(4) Additional qualifications, etc., which criteria are specified in more detail in Part A, below.

If a consortium of firms/companies is seeking to be pre-qualified as a Potential LNG Supplier, the consortium member designated by the consortium as the "Lead Firm" must submit the Information required in Criteria B.2, the aggregate data for the members of the consortium may be used in Criteria B.3.a, Criteria B.3.b and Criteria B.3.d, and for Criteria B.3.c, each firm/company must submit the required information separately.

B. Eligibility Criteria

Each applicant (an "Applicant") seeking to be pre-qualified shall submit:

1. A **Pre-Qualification Cover Letter (Annex B-1)**, which should be signed by each Applicant (or, in the case of a consortium or Joint Venture Applicant, each Member of the consortium or Joint Venture). The Pre-Qualification Cover Letter must be accompanied by a Pre-Qualification Statement filled out and signed by an authorized officer of the Applicant in the form of the **Pre-Qualification Statement Form (Annex B-2)**. A **Signing Authorization Form (Annex B-3)**, which should be signed by each Applicant (or, in the case of a consortium or Joint Venture Applicant, each Member of the consortium or Joint Venture).

2. **Financial Criteria:** Audited Financial Statements for the last three (3) fiscal years of the entity ("Potential LNG Supplier") that will sign the MSPA;

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unaudited financial statement for the first quarter (and second quarter, if available) of 2017, including balance sheets which should be prepared in accordance with IAS or GAAP and demonstrate the following:

- Profitability in two of the last three (3) fiscal years; and
- a Current Ratio (i.e., current assets divided by current liabilities) in 2 (two) of the last 3 (three) fiscal years of no less than 1:1.

In addition, the Applicant (or, in the case of a consortium Applicant, each of the Lead Firm of the consortium) shall provide certified audited balance sheets for the past three fiscal years prepared in accordance with IAS or GAAP that demonstrate a Net Worth that is equal to or in excess of US\$ 100 million in two of the last three fiscal years.

An Applicant (or, in the case of a consortium, the Lead Firm of the consortium) may avoid the financial requirements in the foregoing paragraph if the Applicant or the Lead Firm of the consortium can demonstrate that it presently has total assets equal to or in excess of US\$ 1 billion and a "Net Worth" equal to or in excess of US\$ 400 million. An Applicant or consortium that wishes to qualify using the alternate financial requirement specified in this section must substantiate its claim by attaching to the application for pre-qualification certified copies of its audited balance sheets for the immediately preceding fiscal year, which balance sheets must be prepared in accordance with IAS or GAAP.

As used herein above, "**Net Worth**" means, in relation to an Applicant (or Lead Firm), such Applicant's (or Lead Firm's) Total Assets minus its Total Liabilities. "**Total Assets**" means, in relation to an Applicant (or Lead Firm), the total consolidated assets of such Applicant (or Lead Firm) and its subsidiaries measured in accordance with IAS or GAAP for such an Applicant's (or Lead Firm's) most recent financial year. "**Total Liabilities**" means, in relation to an Applicant (or Lead Firm), the total consolidated liabilities of such an Applicant (or Lead Firm) and its subsidiaries measured in accordance with IAS or GAAP for such Applicant's (or Lead Firm's) most recent financial year.

The certification of all financial statements required herein shall be made and signed by either (a) the Chairman, Board of Directors of the firm/company whose financial statements are being provided or (b) the relevant firm/company's (1) Chief Financial Officer and (2) Chief Executive Officer, and certify that the copy provided is true, correct and complete.

3. **Technical Criteria:**

- a. **LNG Supply experience.**(i) Discharge Certificates or Inspectors Reports demonstrating that the Potential LNG Supplier has delivered more than 1 million metric tonnes of LNG in each of three of the last four calendar years (three years out of 2016, 2015, 2014 and 2013)or (ii) evidence that the Potential LNG Supplier has executed a binding
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agreement with the Government of Bangladesh or any entity controlled by the Government of Bangladesh for LNG related services.

Note: Proof of sufficient trading volumes are essential to ensuring that the Potential Supplier has the necessary experience and ability to reliably supply future LNG cargos. It is required that not less than seventy-five percent (75%) of the required minimum trading volumes demonstrated by the potential LNG Supplier is on a "DES" basis (Delivered Ex Ship, where the seller/supplier is required to deliver the LNG to a buyer at an agreed port of arrival), as this indicates that the Potential LNG Supplier has experience shipping and delivering LNG to end-customers, which is expected to be the arrangement here. Additionally, trading 1 million metric tonnes or more per year indicates that the Potential LNG Supplier has a sizable LNG portfolio that will be more able to accommodate potential delivery window changes or supply disruptions.

- b. **Evidence of uncommitted volumes.** Provide reasonably detailed data showing current LNG production capability and/or firm commitments for supply of such LNG during the next 5 years, year-by-year. If the firm seeking to be pre-qualified is not an LNG producer, identify the available sources of supply and the quantities of LNG that are known or can be reasonably expected to be available for supply to Bangladesh, together with an explanation as to the justification for the known/expected availability of LNG in the identified quantities from the identified sources. Provide any other information available to demonstrate the availability of LNG supply. All information supplied will be kept strictly confidential.
- c. **Reliability of Supply.** A signed statement stating the Applicant (or its affiliate or the entities from which LNG shall be procured) has not failed to deliver an LNG cargo in the last five years or, if such statement cannot be made/given, describe in reasonable detail the circumstances and reasons why the Applicant (or its affiliate or the entities from which LNG shall be procured) failed to deliver an LNG cargo. Identify instances occurring in the immediately past three (3) years where the delivery of LNG by the Potential LNG Supplier (or an affiliate or the entities from which LNG shall be procured) has been delayed by (i) more than 24 hours (but less than 48 hours) and (ii) by more than 48 hours beyond the scheduled date/time for delivery and such delay was not fully excused by "force majeure" and (iii) provide the number of such instances in (i) and (ii) as percentages of the total number of cargos delivered during the three (3) year period. Describe in reasonable detail claims by a buyer of LNG against the Applicant (or its affiliate or the entities from which LNG shall be procured) of breach or default or non-performance under the applicable LNG supply
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agreement where the buyer's claim involved an amount (or a potential amount) in excess of \$3 million or the buyer sought to terminate the LNG supply agreement. Describe any disputes between a buyer of LNG against the Applicant (or its affiliate or the entities from which LNG shall be procured) that resulted in a legal or arbitration proceeding being initiated by either such party. As used herein, an "affiliate" is, in respect of firm/company seeking to be pre-qualified as a Potential LNG Supplier, any person which controls, is controlled by or is under common control with such firm/company, where "control" means the direct or indirect:

- i. Ownership of more than fifty per cent. (50%) of the shareholding entitled to vote in the election of directors, or if there is no such shareholding, more than fifty per cent. (50%) of the equity share capital, membership interests or partnership interests in that firm/company; or
- ii. power to direct or cause the direction of the management and policies of that firm/company (whether by contract or otherwise).

For each event, claim or dispute identified as required under this Criteria B.3.c, the Applicant (or each member of the consortium) shall identify the name of the buyer/counter party to the LNG supply agreement, the country in which the point of delivery is (was) located, and the name and contact information (including e-mail address and phone number) for a representative of the buyer/counter party that is familiar with the events/claims/dispute described and has agreed, if requested, to speak to RPGCL about the event/dispute/claim in question. By submitting the name of the buyer/counter party and the relevant contact information, the Applicant (or the consortium) expressly agrees that the individual identified or any other representative of the buyer/counter party may discuss the identified events/claim/dispute with RGPCL and may answer all questions asked by RGPCL (except in relation to on-going claims or disputes) in relation to the identified events/claims/disputes.

- d. **Shipping Capability for DES delivery.** Documentary proof that (i) the Potential LNG Supplier currently charters or owns at least 5 LNG vessels/carriers or (ii) the Potential LNG Supplier has arrangement or viable plans in place for chartering such vessels together with an explanation as to the justification for such plans.

C. Exclusion/Disqualification Criteria

An Applicant may be disqualified from the pre-qualification process at the sole discretion of Rupantarita Praktik Gas Co. Ltd ("RPGCL")/concerned authority upon the occurrence of any of the following events:

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1. Noncompliance with any of the minimum requirements specified herein and/or the requests and/or the conditions provided in this qualification Criteria document or failure by an Applicant to provide any of the information or documentation required to be provided in its submitted Qualification Statement;
 2. If any of the Information submitted by an Applicant is found at any time during or after the pre-qualification process to have been inaccurate, incomplete or misleading;
 3. If any clarifications requested by RPGCL from an Applicant are not received by a deadline reasonably set by RPGCL; or
 4. The Applicant (or, in the case of a consortium, any of its members) is declared bankrupt or is placed under liquidation, court receivership or similar proceedings at any time during the pre-qualification process.
 5. The Applicant failed to submit to RPGCL its Qualification Statement during normal business hours, together with a non-refundable processing fee of US\$ 1000 (or Bangladesh Taka 85,000) by wire transfer or in the form of an international bank draft en-cashable at any scheduled bank in Bangladesh or in the form of a local bank draft, made payable to "RupantaritaPrakritik Gas Company Limited", at or before the EOI Closing Date.

D. Disposition of Applications

1. RPGCL reserves the right to reject any Applicant's Qualification Statement, if such Applicant's Qualification Statement does not comply with the criteria described hereinabove, without thereby incurring any liability to the Applicant. RPGCL reserves the right not to award the supply contract to any Applicant, and may terminate the pre-qualification or bidding process at any time without thereby incurring any liability to any Applicant. RPGCL may at its sole discretion contact Applicant(s) and request clarifications or additions to, or modifications to the format of, any of the information or data submitted in the Qualification Statement. Any such requests for clarifications, additions or modifications and replies thereto are to be in writing.
 2. RPGCL reserves the right to contact third parties and verify the information provided by each Applicant in its Qualification Statement at any time during or after the pre-qualification process. Any Qualification Statement determined to contain material misstatements errors or omissions may be rejected or disqualified in RPGCL sole discretion.
 3. The decision on the pre-qualification (or not) of any Applicant shall be made in the sole and absolute discretion of RPGCL and shall not be subject to appeal or give rise to any claim or dispute against RPGCL or the Government of Bangladesh or any agency thereof on any basis whatsoever.
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ANNEX B-1: PRE-QUALIFICATION COVER LETTER

To: Managing Director

RPGCL

[INSERT DATE]

From: [INSERT APPLICANT NAME & ADDRESS]³

The Applicant, [INSERT NAME], through this letter is requesting participation in the pre-qualification process for short listing of potential LNG Supplier for LNG receiving terminal on SPOT basis.

The Applicant hereby declares, in accordance with the Pre-Qualification Criteria that it:

- (a) Authorizes RPGCL to proceed with the due diligence necessary to verify the information presented by the Applicant in connection with the pre-qualification process;
- (b) Confirms the accuracy and completeness of the information presented by the Applicant in this Qualification Statement and otherwise in connection with the pre-qualification process;
- (c) Has not participated in the pre-qualification process for the Project through another Applicant either directly or through its subsidiaries and/or affiliates.

The Applicant confirms that it accepts the pre-qualification criteria as stipulated in relation to the LNG Supply and irrevocably waives any right to seek and obtain any court injunction or restraining order against RPGCL, PETROBANGLA, the Government of the People's Republic of Bangladesh or Ministry of Power, Energy and Mineral Resources or any other government authority involved in the LNG Procurement process to prevent or restrain the pre-qualification process, the holding of a tender, the award of any related contract or any proceedings related thereto. Further, the Applicant irrevocably waives any rights of recovery that it may have now or that may arise in the future against, and releases, RPGCL, PETROBANGLA, the Government of the People's Republic of Bangladesh and Ministry of Power, Energy and Mineral Resources and each and every Bangladesh government authority from any and all claims for any loss it may suffer in relation to any acts or omissions, whether in tort, negligence, strict liability, breach of contract or otherwise, by RPGCL, PETROBANGLA, the Government of the People's Republic of Bangladesh or Ministry of Power, Energy and Mineral Resources or any other government authority involved in connection with the pre-qualification process as provided herein and as contemplated hereby.

Yours sincerely,

[Name of Applicant]^{1/2}

¹ Consortium or Joint Venture Applicants should have each Member of the consortium execute the cover letter.

² This form to be notarized.

³ Consortium Applicants should include the name and address of each Member of the consortium.

ANNEX B-2: PRE-QUALIFICATION STATEMENT FORM

Date of submission: _____

A: Applicant Details

Name: _____

Jurisdiction of Incorporation: _____

Type of Organization: corporation/partnership/limited liability company/other: _____

Mailing Address¹: _____

Telephone number: _____

Fax number: _____

Contact details of representative to whom correspondence should be addressed:

Name: _____

Mailing

Address: _____

Telephone number: _____

Fax number: _____

(For consortium or Joint Venture Applicants)

Lead Member:

Shareholding: _____%

Operating Member:

Shareholding: _____%

Other Members:

Shareholding: _____%

Shareholding: _____%

Shareholding: _____%

The Applicant should attach certified copies of the documents required as Annex B-4 and Annex B-5 (if applicable) to this Qualification Statement.

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ANNEX B-3: SIGNING AUTHORIZATION

To:
Managing Director
RPGCL
[INSERT DATE]

From: [INSERT APPLICANT NAME & ADDRESS]⁵

Dear Sir:

We refer to our Qualification Statement in respect of that certain LNG Supply on Spot basis in Bangladesh.

We hereby confirm that the following person(s) is/are authorized to execute the Qualification Statement, together with any other documents delivered to you in connection therewith, on our behalf:

Name	Passport Number /Country of Issue	Specimen Signature

We confirm that we will be responsible for any representations and/or statements made in any documents delivered to you in connection with the pre-qualification process which are executed by the above person(s).

Yours sincerely,

[Name of Applicant]⁶

⁵ Consortium or Joint Venture Applicants should include the name and address of each Member of the consortium or Joint Venture.

⁶ Consortium or Joint Venture Applicants should have each Member of the consortium or Joint Venture executes this letter.

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THIS QUALIFICATION STATEMENT SHOULD BE SUBMITTED WITH THE FOLLOWING ANNEXES:

- a. A **Pre-Qualification Cover Letter** (Annex B-1), which should be signed by each Applicant (or, in the case of a consortium or Joint Venture Applicant, each Member of the consortium or Joint Venture).
- b. A **Pre-Qualification Statement Form** (Annex B-2), which should be signed by an authorized signatory of each Applicant.
- c. A **Signing Authorization Form** (Annex B-3), which should be signed by each Applicant (or, in the case of a consortium or Joint Venture Applicant, each Member of the consortium or Joint Venture).
- d. Each of the following annexes:
 - **Annex B-4** Certified true copies of the constitutional documents of the Applicant (or, in the case of a consortium or Joint Venture Applicant, constitutional documents of each Member of the consortium or Joint Venture), together with English language translations of such documents, certified by the corporate secretary of the Applicant or consortium or Joint Venture Member (or equivalent officer) where the originals of such documents, are not in English.
 - **Annex B-5** (only for consortium or Joint Venture Applicants) Certified true copy of a term sheet signed by each Member of the consortium or Joint Venture detailing the terms on which the consortium or Joint Venture has been or will be established, which should include the following information: identification of the Lead Member and Operating Member of the consortium or Joint Venture; and extent of shareholding of each Member in the consortium or Joint Venture.

