Mr. Lê Minh Hưng
Governor
State Bank of Vietnam
49 Ly Thai To Street, Hanoi, Vietnam

Dear Governor Hưng:

Re: Vietnam – New Model University Project
(Credit Number 4786 - VN)

Amendment to Financing Agreement

I refer to the Financing Agreement between the Socialist Republic of Vietnam (the Recipient) and the International Development Association (the Association) dated August 13, 2010 (the Agreement), for the above-referenced project (the Project), as amended thereof. We further refer to the letter from Mr. Ha Hai An, Deputy Director General of the Department of International Cooperation Department of the State Bank of Vietnam dated November 28, 2017, requesting, on behalf of the Recipient, a restructuring of the Project, which requires certain amendments to the Agreement.

I am pleased to inform you that the Association concurs with the request and agrees to amend the Agreement as follows:

1. Part A.1 of Schedule 2 to the Agreement is deleted in its entirety and replaced by the following:

   “1. The Recipient shall, through MOET, maintain the Projects Management Board (PMB) with functions, composition, staffing and resources acceptable to the Association, to be responsible for: (a) reviewing submitting to MOET for approval annual implementation, procurement, and financial plans for the Project; (b) setting forth rules, procedures, and guidelines for Project implementation, reporting and monitoring and evaluation; (c) monitoring progress of Project implementation on a quarterly and yearly basis to ensure continued alignment of actions and processes within set rules, manuals and guidelines; and evaluate progress of deliverables in line with agreed performance indicators, targets and milestones; and (d) overseeing the activities of the PMU and the VMU.”

2. Paragraph 2 of Section II.B of Schedule 2 to the Agreement is deleted in its entirety and replaced by the following:
“2. Without limitation on the provisions of Part A of this Section, the Recipient shall prepare and furnish to the Association not later than forty-five (45) days after the end of each calendar semester, interim unaudited financial reports for the Project covering the semester, in form and substance satisfactory to the Association.”

3. The withdrawal table in Section IV.A.2 of Schedule 2 to the Agreement is deleted in its entirety and replaced by the following:

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount of the Financing Allocated (expressed in SDR)</th>
<th>Percentage of Expenditures to be financed (inclusive of Taxes)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Goods</td>
<td>4,099,073</td>
<td>90%</td>
</tr>
<tr>
<td>(2) Works</td>
<td>2,499,725</td>
<td>90%</td>
</tr>
<tr>
<td>(3) Consultants’ Services and Training</td>
<td>14,931,753</td>
<td>100%</td>
</tr>
<tr>
<td>(4) Research Grants and Scholarship Grants</td>
<td>285,915</td>
<td>90%</td>
</tr>
<tr>
<td>(5) Unallocated</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>(6) Goods and Works</td>
<td>97,583,534</td>
<td>90%</td>
</tr>
<tr>
<td>TOTAL AMOUNT</td>
<td>119,400,000</td>
<td></td>
</tr>
</tbody>
</table>

4. The Annex to Schedule 2 to the Agreement on National Competitive Bidding Procedures is deleted in its entirety and replaced with the Annex to this letter.

5. Paragraphs 1, 3, 14 and 15 of Section I of the Appendix to the Agreement are deleted in their entirety and replaced by the following:


“15 “Procurement Plan” means the Recipient’s procurement plan for the Project, dated May 2017, and referred to in paragraph 1.18 of the Procurement Guidelines and paragraph 1.25 of the Consultant Guidelines, as the same shall
be updated from time to time in accordance with the provisions of said paragraphs.”

6. Paragraph 23 is added in Section I of the Appendix to the Agreement as follows:

“23. “Projects Management Board” or “PMB” means the unit established within MOET, pursuant to Decision Number 2969/QD-BGDDT, dated August 24, 2016, and referred to in paragraph 1 of Section I.A of Schedule 2 to this Agreement; or any successor thereto.”

7. Section III of the Appendix to the Agreement is deleted in its entirety.

Except as specifically amended herein, all other provisions of the Agreement remain in full force and effect.

Please confirm your agreement on behalf of the Recipient with this amendment by countersigning and dating the corresponding form of confirmation set forth below, and returning one fully countersigned original of this letter to us. Upon receipt by the Association of the countersigned copy of this letter, this amendment shall become effective as of the date of the countersignature.

Sincerely Yours,
INTERNATIONAL DEVELOPMENT ASSOCIATION

[Signature]

Achim Fock
Acting Country Director for Vietnam
East Asia and Pacific Region

CONFIRMED:
SOCIALIST REPUBLIC OF VIETNAM

By: [Signature]

Name: Nguyen Thi Hinx
Title: Deputy Governor
Date: December 07, 2017
ANNEX to SCHEDULE 2

National Competitive Bidding

The procedures to be followed for the procurement of goods, non-consulting services, and works under contracts awarded on the basis of National Competitive Bidding shall be those set forth in: (a) Article 20 on Open Bidding of the Recipient’s Law on Procurement No. 43/2013/QH 13 dated November 26, 2013 and related provisions necessary to effect the same; and (b) the Recipient’s Decree No. 63/2014/ND-CP Guiding Implementation of the Law on the Procurement dated June 26, 2014 (collectively, “National Procurement Laws”), subject to the provisions of Section 1 and Paragraphs 3.3 and 3.4 of the “Guidelines for Procurement of Goods, Works, and Non-Consulting Services under IBRD Loans and IDA Credits & Grants by World Bank Borrowers” (dated January 2011, revised July 2014) (the “Procurement Guidelines”) and the following provisions:

Conflict of Interest

1. A bidder shall not have a conflict of interest. Any bidder found to have a conflict of interest shall be ineligible for award of a contract. The provisions on conflict of interest as stated under Section 1 of the Procurement Guidelines shall apply.

Eligibility

2. The eligibility of bidders shall be as defined under Section 1 of the Procurement Guidelines; accordingly, no bidder or potential bidder shall be declared ineligible for contracts financed by the Association for reasons other than those provided in Section 1 of the Guidelines. Foreign bidders shall be eligible to participate in bidding under the same conditions as national bidders. In particular, no domestic preference over foreign bidders shall be granted to national bidders in bid evaluation, nor shall foreign bidders be asked or required to form joint ventures with or be subcontractors to national bidders in order to submit a bid.

3. Government-owned enterprises or institutions of the Recipient’s country are eligible to bid in the Recipient’s country only if they can establish that they: (i) are legally and financially autonomous, (ii) operate under commercial law, and (iii) are not dependent agencies of the Recipient or Sub-Borrower.

Time for Bid Preparation

4. The time allowed for the preparation and submission of bids for large and/or complex packages shall not be less than thirty (30) days from the date of the invitation to bid or the date of availability of the bidding documents, whichever is later.

Standard Bidding Documents

5. The standard bidding documents acceptable to the Association shall be used.
Bid Opening and Bid Evaluation

6. Bids shall be opened in public, immediately after the deadline for submission of bids, regardless of the number of bids received.

7. Evaluation of bids shall be made in strict adherence to the criteria that shall be clearly specified in the bidding documents and quantified in monetary terms for evaluation criteria other than price; merit points shall not be used in bid evaluation. No bid shall be eliminated from detailed evaluation on the basis of minor, non-substantive deviations. The evaluation of bidder's qualifications shall be conducted separately subsequent to the technical and commercial evaluation of the bid.

8. A contract shall be awarded, within the period of the validity of bids, to the bidder who meets the appropriate standards of capability and resources and whose bid has been determined (i) to be substantially responsive to the bidding documents and (ii) to offer the lowest evaluated cost. A bidder shall neither be required nor permitted, as a condition for award, to undertake obligations not specified in the bidding documents or otherwise to modify the bid as originally submitted.

9. No bid shall be rejected on the basis of a comparison with the employer's estimate and budget ceiling without the Association's prior written agreement.

Rejection of All Bids and Re-bidding

10. Rejection of all bids is justified when there is lack of effective competition, or all bids are not substantially responsive, or no bidder meets the specified qualification criteria, or the bid price of the lowest evaluated winning bid is substantially higher than the Recipient's updated estimated cost or available budget. All bids shall not be rejected or new bids solicited without the Association's prior written agreement.

Complaints by Bidders and Handling of Complaints

11. The Recipient shall implement an effective and independent protest mechanism, acceptable to the Association, allowing bidders to protest and have their protests handled in a timely manner.
Cc.:  
- Mr. Nguyễn Văn Phúc, Vice Minister, Ministry of Education and Training (MOET);  
- Mr. Trần Thanh Khiết, Director Project Management Board – MOET  
- Mr. Trần Tú Khánh, Director General, Department of Planning and Finance – MOET;  
- Mr. Hà Thúc Viên, Acting Vietnam German University President/Vietnam German University Management Unit Director;  
- Mr. Ngô Toàn Thắng, Project Management Unit Director;  
- Mr. Tô Huy Vư, Director General, International Cooperation Department, State Bank of Vietnam  
- Mr. Lưu Quang Khánh, Director General, Foreign Economic Relations Department, Ministry of Planning and Investment;  
- Mr. Lê Hồng Lam, Director General, International Cooperation Department, Office of the Government;  
- Mr. Trương Hùng Long, Director General, External Finance and Debt Management Department, Ministry of Finance.