

INVITATION TO PRICE OFFER

Hanoi, September 7th, 2022

Dear Sir/Madam,

Vietnam Airlines JSC (VNA) would like to invite qualified Law Firm(s) to join the bidding for package "Providing legal consultancy services for Vietnam Airlines to obtain all necessary approvals of Indian authorities to implement online sales via website with location in India in 2022".

If you are interested in providing VNA with the services in this project, please kindly send your proposal to our address below:

Vietnam Airlines JSC

Legal Department

200 Nguyen Son Street, Long Bien District, Hanoi City, Vietnam

Attention: Mr. Tran Viet Hung - Director of Legal Department

Email: hungtranviet@vietnamairlines.com


tuando@vietnamairlines.com

linhtran@vietnamairlines.com

linhlebao@vietnamairlines.com

Tel: +84 24 38732732 (ext 1759) - Fax: +84 24 38726431.

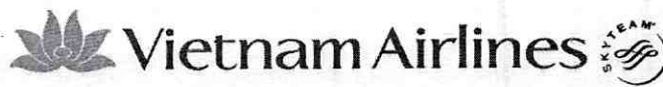
The proposal must be submitted **no later than 16h00 of September 13th, 2022** (Vietnam time).

Please note that you should read our attached Request for Proposal to ensure that you understand VNA's requirements and submit a proposal in compliance with such requirements. By submitting a proposal to response this letter, you agree with all regulations in our attached RFP. 

Sincerely yours,



Tran Viet Hung
Director of Legal Department



REQUEST FOR PROPOSALS

SERVICE PACKAGE:

Providing legal consultancy services for Vietnam Airlines to obtain all necessary approvals of Indian authorities to implement online sales via website with location in India in 2022

PURCHASER: Vietnam Airlines JSC

Hanoi, 7th September 2022

ON BEHALF OF VIETNAM AIRLINES JSC



[Signature]
Trần Việt Hưng
Director of Legal Department

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LIST OF ABBREVIATIONS

1.	VNA	Vietnam Airlines JSC
2.	RFP	Request For Proposals
3.	USD	United States Dollars

INSTRUCTION FOR PROPOSAL SUBMISSION

I. REQUIREMENTS OF CONSULTANCY SERVICES

1. Introduction

In June 2022, VNA has officially received the Operating Permit from Indian authorities to operate the regular commercial flights between Vietnam and India.

At present, we are planning a project to sell air tickets and a la carte ancillary products online via the website with location in India (the "Project").

For obtaining all necessary approvals for launching the website for online sales, VNA would like to select a Law Firm (the "Services Provider") to advise and support us in the Project.

This RFP contains requirements and information in respect to the Project and required services. This RFP is not a contract, does not create any commitment of VNA and does not oblige VNA to award a contract to an individual or organization, who has received the RFP.

This RFP is governed by and interpreted in accordance with the laws of Vietnam.

2. Scope of works

2.1. Advise or provide consultancy for VNA on:

- a) All legal requirements and process that VNA is obliged to comply with applicable laws in order for VNA to sell air tickets and a la carte ancillary products via its website in India;
- b) All legal requirements that VNA's website (website administered by VNA that links to VNA's homepage) should meet to be launched and operated for online sales in India.

2.2. **Audit, review the website in order to ensure its compliance with applicable laws after VNA's implementation of all legal requirements (including review policies, terms, conditions of carriage and other applicable legal contents in the website).**

This work includes:

- (i) The first round: The Services Provider's initial review with written comments and recommendations;
- (ii) The second round: Questions from VNA;
- (iii) The third round: A follow-up review of the website by the Services Provider to check any changes to the website made by VNA followed the Services Provider's comments and recommendations.

2.3. **Represent VNA to directly communicate with competent authorities to proceed with all procedure for obtaining necessary approvals.**

2.4. **Provide consultancy for VNA to explain, clarify and/or respond of all comments or requests or queries of competent authorities or relevant parties in application process, if any.**

II. REQUIREMENT OF OFFERED PRICE

1. The offered price

- 1.1. The offered price shall be capped fee, includes all costs for implementing the service package which consists of consultancy fee, plus any applicable tax as well as out-of-pocket costs and expenses (e.g. hotel, travel, telecommunication, courier cost, translation, photocopying, etc.), minus the discount (if any). The offer price must be unconditional and be unchanged during the validity of the contract;
- 1.2. The offered price shall be clarified the VAT, corporate income tax and other tax, fee (if applicable in Vietnam);
- 1.3. The Proposal must offer only one (01) package price;
- 1.4. The service fee shall be paid by VNA to the Services Provider based on the actual works performed on the basis of standard hours fee for lawyers and actual working hours of lawyers but not exceeding the total fee specified in Form 3 (Structure of Offered Price).
- 1.5. The Services Provider shall be obliged to pay tax arising from or imposed under the laws of any jurisdiction. In case the Services Provider is responsible for VAT and corporate income tax or any tax or fee imposed in Vietnam accordance with Vietnamese Law, VNA shall pay such taxes or fees on behalf of the Services Provider and remit such taxes or fees before making payment for the Services Provider.

2. The currency

Currency shall be **US dollars**.

III. EVALUATION CRITERIA

Details in Appendix 1 of this RFP.

IV. OTHER REQUIREMENTS

1. Proposal's Requirements

- 1.1. The Letter of Offer and clarification documents of the Proposal must be signed by the duly authorized representative of the Services Provider and be stamped (if any).
- 1.2. The Proposal shall contain no interline, erasures or overwriting except as necessary to correct errors made by the Services Provider, in which case such corrections shall be confirmed by signature of the person who signs the Letter of Offer and be stamped (if any).

2. Proposal's Contents

The Proposal shall consist of the following documents/information:

No.	Document	Reference
1	Business registration/Operation registration	
2	Letter of Offer	Form 01
3	Letter of Authorization (if any)	Form 02
4	Structure of Offered Price (including price discount, if any)	Form 03
5	Documents proving the competence and experience of the	

	Services Provider to meet all requirements stipulated in Section 3 and 4 of Appendix 1 of RFP	
6	List of project team for this Project (their Curriculum Vitea enclosed)	Form 04
7	The Services Provider's Profile	
8	Draft of consultancy contract	
9	Other documents (if any)	

3. Other instructions

3.1. RFP Clarification

When considering that any content of this RFP needs to be clarified, the Services Provider shall send a written request directly or by email/fax/courrier to VNA at the address provided in Section IV.3.3 below no later than two (2) working days prior to the proposal submission deadline. VNA shall clarify such content(s) by sending a document or information clarifying the RFP directly or by email/fax/courrier to all Services Providers who have received the RFP.

3.2. RFP Modification

When necessary, VNA may modify this RFP (including the extension of proposal submission deadline, if necessary) by sending a document modifying the RFP directly or by email/fax/courrier to all Services Providers who have received the RFP at least two (2) days prior to the proposal submission deadline. VNA may, at its discretion, extend the deadline for submission of Proposal and the opening date of the Proposal, and VNA shall inform by email/fax/courrier to all Services Providers the above extension.

3.3. Proposal submission deadline

The Proposal should be submitted directly or by e-mail, by fax or by courier to VNA no later than **16h00 of September 13th, 2022** (Vietnam time) to the address below:

Vietnam Airlines JSC

Legal Department

200 Nguyen Son Street, Long Bien District, Hanoi City, Vietnam

Attention: Mr. Tran Viet Hung - Director of Legal Department

Email: hungtranviet@vietnamairlines.com

nguyenvantuan@vietnamairlines.com

linhtran@vietnamairlines.com

linhlebao@vietnamairlines.com

Tel: +84 24 38732732 (ext. 1759) - Fax: +84 24 38726431.

Any documents of the Proposal submitted to the VNA after the submission deadline may be rejected.

3.4. *Validity of Proposal*

The Proposal shall be valid for minimum 45 (forty-five) days starting from the abovementioned submission deadline.

Any Proposal that has shorter validity as stipulated may be deemed invalid and rejected. In exceptional circumstances, VNA may solicit the Services Provider's consent to an extension of the period of validity with the Proposal's content remained unchanged. The requests and the responses shall be in writing or by email/fax/courrier.

3.5. *Language*

The Proposal, as well as all related correspondences and documents shall be written in English.

3.6. *Amendments to or withdrawal of Proposal*

If a Services Provider would like to amend or withdraw its submitted Proposal, they shall send a written request directly or by email/fax/courrier to VNA. VNA will only approve such amendment or withdrawal if the written request is received prior to proposal submission deadline. The written request for amendment and withdrawal of Proposal must be submitted separately from the Proposal.

3.7. *Opening the Proposals*

VNA shall open the Proposal(s) at VNA's head office at **16h30 of September 13th, 2022.**

3.8. *Proposal Clarification*

To assist the evaluation of Proposal, VNA may require the Services Provider(s) to clarify and/or negotiate its Proposal. The request for clarification/negotiation and the response shall be in writing or by email/fax/courrier.

After proposal submission deadline, if the Services Provider(s) detects that the Proposal lacks documents proving his/her/its eligibility, experience and qualification, they may send these documents directly or by email/fax/courrier to VNA for clarifying his/her/its eligibility, experience and qualification. VNA shall receive these documents for consideration and evaluation; these documents shall be considered as a part of the Proposal.

3.9. *Proposal evaluation*

Proposals under consideration is the proposals received by VNA combined with all clarification and/or negotiation results in all each steps between VNA and the Services Providers.

Proposals shall be evaluated in the following 5 steps:

a) Step 1: Evaluating the eligibility of Proposal and Services Provider

- Eligibility of Services Provider: in accordance with evaluation criteria stipulated in Section 1 of Appendix 1;
- Eligibility of Proposal: in accordance with evaluation criteria stipulated in Section 2 of Appendix 1.

VNA may request the Services Provider(s) to provide additional documents and/or more clarifications regarding above requirements.

The Proposal will be eliminated if it does not meet one of the above requirements. The Proposal(s) meeting all above-mentioned requirements shall be evaluated in Step 2 below.

b) Step 2: Evaluating competence and experience of Services Provider

VNA evaluates competence and experience of vendor in accordance with evaluation criteria of competence and experience stipulated in Section 3 of Appendix 1 and applies "Satisfied", "Not satisfied" evaluation method. Proposal is evaluated as satisfying requirements of competence and experience when all criteria are evaluated as "Satisfied" and will be evaluated of Step 3.

c) Step 3: Technical evaluation

VNA evaluates technical requirements in accordance with evaluation criteria of technical requirements stipulated in Section 4 of Appendix 1 and applies "Satisfied", "Not satisfied" evaluation method. Proposal is evaluated as satisfying technical requirements when all criteria are evaluated as "Satisfied" and will be evaluated of Step 4.

d) Step 4: Financial evaluation

- VNA determines the offered price after error correction, deviation adjustment and discount deduction (if any) and shall make a ranking list from the Services Provider having lowest offered price to the one having highest offered price. The Services Provider with lowest offered price shall be ranked the first;
- In case that some Services Providers have the same offered price, the Services Providers will be prioritized in accordance with the following order in terms of benefits offered to VNA: payment term; technical specifications; service quality; capacity, competence and experience of vendor; other conditions that are more beneficial for the third party beneficiary (the content encouraging vendor to provide more beneficial offer stipulated in Structure of Offered Price - Form 3).

e) Step 5: Proposal negotiation

In case there are 3 or more Services Providers satisfying requirements of RFP, VNA shall negotiate with the 3 highest ranking Services Providers.

In case there are less than 3 Services Providers satisfying requirements of RFP, VNA shall negotiate with all those Services Providers.

During negotiation process, all parties negotiate price, technical and commercial conditions and other contents. Contract negotiation is implemented based on the following documents:

- Proposal and all clarification documents (if any) of the Services Provider;
- RFP.

3.10. Successful Services Provider

The Services Provider shall be considered for recommendation as the successful Services Provider upon satisfying the following conditions:

- Having an eligible Proposal and to be an eligible Services Provider as stipulated in Section IV.3.9.(a) of RFP;
- Having competence and experience satisfying requirements stipulated in Section IV.3.9.(b) of RFP;
- Having proposal satisfying technical requirements stipulated in Section IV.3.9.(c) of RFP;
- Having the lowest offered price after error correction, deviation adjustment, discount deduction (if any) and after Proposal negotiation not exceed the approved package price.

3.11. Selection cost

The Services Provider must bear all costs related to participating in the selection until the Contract is signed.

3.12. Notification of selection result and signing the contract

- Upon receipt of the approval decision on the selection result, VNA sends a written notification about the selection result directly or by email/fax/courrier to all Services Providers participating in the price offer, without explaining reasons for un-selected Services Provider;
- Upon receipt of the approval decision on the selection result, VNA and the successful Services Provider will negotiate, finalize and sign the contract in compliance with VNA's regulations.

- 3.13.** VNA reserves the rights to reject any or all Proposals and to annul the selection process at any time prior to the contract execution, without thereby incurring any liability to the affected Services Provider(s) and without assuming any obligation to explain to Services Provider(s) about the reasons of such decision. VNA shall inform directly or by email/fax/courrier the Services Providers in case of annulling all Proposals or the selection process.

4. Forms

Form 1 to Form 4 are attached herewith.

APPENDIX 1

EVALUATION CRITERIA

1. Eligibility of Services Provider

No	Requirements	Satisfaction level		Required documents
		Satisfied	Not satisfied	
1	Business registration/Operation registration	Yes	No	Business registration/Operation registration issued by competent authorities in the country where vendor is operating.
2	Exclusive responsibility to provide the required services for the Project	Yes	No	Letter of Offer
3	Letter of Authorisation of legal representative(s) or competent person(s) of the Services Provider to prove the eligibility of the person duly authorized to sign the proposal submission letter if he is not the legal representative of the Services Provider	Yes		Letter of Authorization

2. Eligibility of Proposal

No	Requirements	Satisfaction level		Required documents
		Satisfied	Not satisfied	
1	Proposal satisfies the requirements in Section IV.1 of RFP	Yes	No	
2	Sufficiency of Proposal's contents stipulated in Section IV.2 of RFP	Sufficient	Not sufficient	
3	The validity of Proposal	≥ 45 days	< 45 days	Letter of Offer
4	The Proposal is submitted at the time and address specified in Section IV.3.3 of the RFP	Yes	No	

3. The competence and experience of the Services Provider

No	Requirements	Satisfaction level		Reference in the Proposal
		Satisfied	Not satisfied	
1	Experience in consulting in Aviation field	≥ 10 years	< 10 years	
2	Experience in consulting in E-commerce	≥ 5 years	< 5 years	
3	Be ranked Band 1 or Band 2 by Chambers and Partner, located in Asia – Pacific/India, section Aviation.	Yes	No	

4. The technical requirements

No	Requirements	Satisfaction level		Reference in the Proposal
		Satisfied	Not satisfied	
A	For the Services Provider			
1	Experience in working with government authorities of India	≥ 10 years	< 10 years	
2	Number of legal consulting services relating to Electronic commerce on which the Law Firm has carried out and advised successfully in the last 10 years	≥ 5 projects	< 5 projects	
B	For Team Leader			
1	Experience in consulting in Aviation	≥ 10 years	< 10 years	
2	Experience in consulting in E - commerce	≥ 5 years	< 5 years	
3	Experience in working with government authorities of India	≥ 5 years	< 5 years	
4	Number of legal consulting services relating to Electronic commerce on which Team Leader has carried out and advised successfully in the last 10 years	≥ 5 projects	< 5 projects	
C	For Team Members			
1	Experience in consulting in E - commerce	≥ 3 years	< 3 years	
2	Experience in working with government authorities of India	≥ 3 years	< 3 years	
3	Number of legal consulting services relating to Electronic commerce on which have been advised successfully by the Law Firm in the last 10 years in which Team Member(s) has involved	≥ 2 projects	< 2 projects	
4	Number of Team Members	≥ 1 members	< 1 members	

Form 1
Letter of Offer

(Location, date)

To: Vietnam Airlines JSC
(Hereinafter called VNA)

After studying your Request for Proposal dated September 7th, 2022 and its revised versions (ref. no..... dated....., if any) which we received, we, [name of Services Provider], commit to provide you with the service "Providing legal consultancy services for Vietnam Airlines to obtain all necessary approvals of Indian authorities to implement online sales via website with location in India in 2022" subject to the regulations stipulated in your Request for Proposal with the sum of (in numbers and letters) together with the attached Structure of Offered Price.

By this Letter of Offer, we commit that:

- Our Proposal is valid within days (*number of days, minimum 45 days*) since 16h00 of September 13th, 2022;
- We have exclusive responsibility to provide VNA with the required services for the Project.

Legal representative of the Services Provider

[Please insert your name, title, sign and stamp]

Note: If Services Provider's legal representative authorizes his/her sub-level staff to sign the above Letter of Offer, he/she must attach the Letter of Authorization in accordance with the Form 2 hereafter. If Services Provider's business Regulations and/or Decision of establishing its branches and/or other documents relating to authorizing sub-level staffs to sign Letter of Offer, Services Provider must attach scanned files of relevant documents (Services Provider does not need to issue the Letter of Authorization in accordance with the Form 2 hereafter). The Services Provider is responsible for the accuracy of information provided. If detecting that the provided declaration information is inaccurate, the Proposal of such Services Provider shall be eliminated.

g

Form 2

Letter of Authorization

Today, [date], in [City]

I am [name, identity number or passport number, title of the Services Provider's legal representative], the legal representative of[Services Provider's name], whose registered office at.....[address], officially authorize[name, identity number or passport number, title of the authorized person] in written to implement the following tasks during the bidding process for package..... [name of product/service package] organized by [insert VNA]:

- To sign the Letter of Offer;
- To sign written documents to make a business deal with VNA in the bidding process including other clarification and explanation writings of the Proposal Documents;
- To participate in negotiating and completing contract;
- To sign the contract with VNA if being chosen.]

Above-mentioned authorized person solely implement tasks within the scope of authorization as a legal representative of _____ [Services Provider's name]. [Services Provider's name] are entirely responsible for tasks performed by [Name of the authorized person] within the scope of authorization.

This letter will be valid from ... [date] to [date]. This letter of authorization is published in [number]....copies with the same legal value, the authorizer keeps [number]....copies, the authorized person keeps [number]....copies.

The authorized person

The authorizer

(Insert name, title, sign and stamp
(if any)

(Insert name of supplier's legal
representative, title, sign and stamp)

Note:

In case of authorization, the Services Provider sends the original Letter of Authorization together with Letter of Offer. The authorization of legal representative of Services Provider to his deputy staff, lower staff, branch director, head of representative office of Services Provider to represent the legal representative of Services Provider to perform one or all above-mentioned tasks. The use of stamp in the case of authorization can be the stamp of Services Provider or stamp of agencies concerning the authorized individual. Authorized person is not allowed to continue authorizing other person.

Form 3
STRUCTURE OF OFFERED PRICE

No	Scope of works	Fee/an hour			Number of hours	Total fee	Tax (if any)	Discount (if any)	Total fee included tax and after discount	Note/ Comments on scope of works
		1 st Lawyer	2 nd Lawyer						
1	<p>To advise or provide consultancy for VNA on:</p> <ul style="list-style-type: none"> - All legal requirements and process that VNA is obliged to comply with applicable laws in order for VNA to sell <i>air tickets and a la carte ancillary products</i> via its website in India. - All legal requirements that VNA's website (website administered by VNA that links to VNA's homepage) should meet to be launched and operated for online sales in India. 									
2	<p>To audit, review the website in order to ensure its compliance with applicable laws after VNA's implementation of all legal requirements (including review policies, terms, conditions of carriage and other applicable legal contents in the website)</p>									

No	Scope of works	Fee/an hour			Number of hours	Total fee	Tax (if any)	Discount (if any)	Total fee included tax and after discount	Note/ Comments on scope of works
		1 st Lawyer	2 st Lawyer						
	This work includes (i) one round of Law Firm's initial review with written comments and recommendations, (ii) one round of questions from VNA, and (iii) a follow-up review of the website by the Law Firm to check any changes to the website made by VNA followed the Law Firm's comments and recommendations.									
3	Represent VNA to directly communicate with competent authorities to proceed with all all procedure for obtaining necessary approvals (if necessary).									
4	Consult VNA to explain, clarify and/or respond of all comments or requests or queries of competent authorities or relevant parties in application process, if any.									

Form 4
LIST OF PROJECT TEAM MEMBER(S)

No.	Name	Experience corresponding technical requirements in Appendix 1 of RFP	Title in the Project team	Task
1				
2				

Note: Professional certificates of Team Member(s) are enclosed with this List.