

H.K CONSULTING

Electrical-Mechanical & Civil Engineering Services

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SCOPE AND EXTENTS OF

Potential Services

To be provided by

HK.CONSULTING

MANAGEMENT

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Chairman

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Director General

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SHORT HISTORY

HK CONSULTING an Engineering House started its Professional activity in 1968 under the Logo: KHNOUF & Co. handling two major Group Divisions in the CGE Holding Co. (Paris-France)

- CIT SWITCHING and,
- CIT TRANSMISSION

Until ALCATEL took over from CGE in 1975.

From 1975 until 1986, HK CONSULTING was inaugurated to handle the ME Consulting Activity of:

- KABELMETAL ELECTRO
- Member in the GHH Group
- 6 Division and,
- Manufacturing Units
- Including the TURNKEY CONTRATCS CENTRE.

In 1986 KABEL METAL ELECTRO STOCKS were acquired by CDL an ALCATEL Company to become: ALCATEL KABEL but performing the same functions of KABEL METAL ELECTRO and our contract remained valid until the disolvement of ALCATEL KABEL and subsequent INCORPORATION INTO THE NEXANS GROUP, the biggest cable Group world – wide. By virtue of the special concessions granted to HK CONSULTING which allowed us to handle other accounts not contradicting the lines of ALCATEL KABEL and NEXANS , HK CONSULTING have successfully handled on interim periods the accounts of:

- SIDERCA / ARGENTINA : (NOW TECHINT)
Seamless Casing & Tubing for the Petro / Gas Industry for a period of 6 years until the merger of SIDERCA with 3 other manufacturers into the TECHINT GROUP .
- CHLORICE/ UK: (NOW HAWKER)
For DC Power for several years until its acquisition by the HAWKER GROUP leaving behind a distinguished performance featured in the entire DC power supply for the Syrian Telecom new Switching Centres.

In the enclosures herewith we append the following:

- The Management Organization Chart.
- Potential Services.
- List of senior references with whom we are still in communication and,
- List of key Projects executed.
- Code of Conduct.

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HK CONSULTING

George C. Khnouf, B.ScIEE
CHAIRMAN & CEO
Energy Generation Distribution and Telematics (N/RCC)

Eng. Costandi G. Khnouf
Director General & COO
Public & Private Utilities /STE
- GSM Operators

Prof. Victoria Khnouf
Marketing/HR
Deputy DG/PR

Mtr. Omar Ayoub
L.LB Legal Consular

MR. Peter Jabr
HR Manager
Accounting

Mr. J. Roumieh
Chartered
Accountant Finance
manager

Eng. H.AI - Aswad
Power Distribution
Transport
HV400/230/66KV
Manager

Eng. Yousef Nader
Mech.Eng.
Chief.Mech.Dept

Eng. R. Zaza System
Integrator for
Complex Projects
Manager

Eng. zaher Ghorani
Telecom Switching/
Transmission on
Physical Lines/ On
Air Manager

Eng. Ghassan Kazkaz
LPG Systems
Manager

Eng. Waseem Ayoubi
Medical Equipment
Manager

1. MARKETING SERVICES

1.1. Marketing:

- 1.1.1. Undertake market survey and/or market research (general and specific) on products and/or competitor defining all interesting projects and/or requirements of the clients in the territory in relation to actual and/ or future range of products.
- 1.1.2. Provide advice on the probability of success of current offers including assistance in projecting forecasted sales.
- 1.1.3. Identify decisive issues in terms of client evaluation criteria in relation with the current projects.

1.2. Clients:

- 1.2.1. Identify new projects, follow up on existing programs and evaluate the potential for follow-on programs.
- 1.2.2. Obtain market intelligence and report to the Associated Company potential tenders, contracts and business opportunities in the territory.
- 1.2.3. Keep the Associated Company informed on a regular basis with respect to potential customer's requirements, decisions and future plans.
- 1.2.4. Explain decision making processes and procurement procedures of the targeted customer's organization.
- 1.2.5. Submit recommendations to increase effectiveness of: customer briefings.
- 1.2.6. Associated Company's staff: visits to the customer and customer's visits to the Associated Company.
- 1.2.7. Organize visits for the Associated Company's staff to the customers.
- 1.2.8. Follow up the key decision making process during the targeted customer evaluation and the acquisition process.

- 1.29. Evaluate and report to the Associated Company at which step of the evaluation and acquisition process is each identified project.

1.3. Competitors:

- 1.3.1. Conduct research into competitors' sales and marketing activities in the territory and report on this to the Associated Company.

1.4. Products:

- 1.4.1. Provide information, advice and counsel regarding, strategy, implementation and other business matters pertaining to Associated Company's products.

1.5. Specific Strategies:

- 1.5.1. Provide a review of the experiences of foreign corporations on performing offset in the territory.
- 1.5.2. Identify and review the capabilities and cost structures of trading companies which might be utilized by the company to meet the expected obligations.
- 1.5.3. Provide recommendations for corporate communication strategies to be implemented in the territory.

1.6. Support Services:

- 1.6.1. Provide support to the Associated Company's staff for: developing presentations, proposals, and offers and providing customer contacts.
- 1.6.2. Undertake to promote sales of the products to targeted customer's through the provision of information and technical documentation, to be given to the customer.
- 1.6.3. Undertake to allocate sufficient numbers of qualified personnel and related resources to promote the products.

- 1.6.4. Implementation of all necessary support services in respect of trade fairs (negotiations, space reservations, invitations, import of equipment).
- 1.6.5. Organization of sales promotion campaigns to effect brand promotion and increase awareness.
- 1.6.6. Provision of proposals in respect of media planning and advertising campaign implementation.
- 1.6.7. Transmission of all potential orders to the supplier.
- 1.6.8. Support services related to the preparation of offers and their submission to the client.

2. ADMINISTRATIVE AND FINANCIAL SERVICES:

2.1. Environment:

- 2.1.1. Provide regular, updated information on development related to law and intellectual property rights and tax in the territory.
- 2.1.2. Prevision of assistance to the Associated Company in the identification and discussion with potential lenders and investors.
- 2.1.3. Assistance in negotiations.
- 2.1.4. Providing clarification of terms and conditions in submitting quotations.
- 2.1.5. Assistance in administrative / legal information / documentation.
- 2.1.6. Follow up of different rules to be applied on tender process (open tender/selected source) and legal rules concerning the preparation of offers.
- 2.1.7. Provide recommendations for sales and services literature dedicated to the territory.
- 2.1.8. Advising of any administrative of financial changes in local conditions which might affect company's capacity to perform under any contract.

- 2.1.9. Preparation of offers and submission to the client on specific projects.
- 2.1.10. Provision of financing facilities for possible projects.
- 2.1.11. Assistance in the case of new financial tools.
- 2.1.12. Assistance in evaluation, identification of any financial conditions, coverage of risks and client solvability.

2.2. SUPPORT SERVICE:

- 2.2.1. Preparation for presentation of financial information memoranda.
- 2.2.2. Assistance in negotiation with financial institution and homologation of financial agreements.
- 2.2.3. Assistance in offset proposals.
- 2.2.4. Providing offices, administrative facilities, locating residential houses for long term assignments.
- 2.2.5. Assistance in obtaining license importation, customs clearance, visas.
- 2.2.6. Assistance in obtaining office space, telephone, telecopy, typing, travel arrangements.
- 2.2.7. Assistance in local purchase through a direct or an indirect contract.
- 2.2.8. Provision of translations services including legal and technical.
- 2.2.9. General administration such as personnel management rules and law applicable to personnel, accounting taxes, etc.
- 2.2.10. Assistance in local selecting insurance coverage.
- 2.2.11. Assistance in drafting of appropriate terms and conditions of any proposed contract.

2.3. Client:

- 23.1. Assistance in the definition of Budget and ceiling price in open tender or selected source buying process.
- 23.2. Assistance in the negotiation of contracts with clients.

3. TECHNICAL:

3.1. Environment:

- 3.1.1. Assist seller in understanding and interpreting in detail purchase technical specification and requirements.
- 3.1.2. Investigation in advance of a selection of industrial partners in the customer country.
- 3.1.3. Inform the associated Company about the trends regarding requirements related to products in the territory.
- 3.1.4. Assistance in contracts / subcontracts and local purchases.
- 3.1.5. Assist supplier in obtaining reliable local subcontractors if required.
- 3.1.6. Provide coordination with government agencies on product identification program.
- 3.1.7. Provide information regarding potential programs/projects: describe scope, identify end-user branch/agency/ministry, key personnel, define schedules and key milestones, advise funding and priorities, evaluate criteria, determine follow on potential, ascertain customer requirements, costs reliability, schedules.
- 3.1.8. Pre-identification of a specific study and pre-project.
- 3.1.9. Engineering identification of a potential project.
- 3.1.10. Pre-feasibility of a potential project.
- 3.1.11. Feasibility of a potential project.
- 3.1.12. Impact study of a specific project.

3.2. Client interface:

- 32.1. Assist the Associated Company in scheduling and as requested by supplier participating in meeting, conferences and/or demonstrations related to the implementation of the contract.

3.3. Support Services:

- 33.1. Determine and provide contacts of any private and public entity personal and organization that could be potential customers.
- 33.2. Provide any support in public relations within the territory or the region.

LIST OF KEY PROJECTS REALIZED UNDER THE SOLE AND THE EXCLUSIVE CONTRACTING SERVICES OF "HK COSULTING"

All projects are executed on basis:

- Supply.
- Supervision of Installation.
- Commissioning.
- Training and.
- Technical Warranty.

CAT. GROUP1	PROJECT TITLE "TELECOM / SWITCHING"	PRINCIPALS/ PARTNERS
1	The first Telex Network in SYRIA / JANOUS X BAR 2000 CCTS.	CIT – SWITCHING
2	First Semi – Electronic Line concentrators Damascus Suburbs.	CIT – SWITCHING
3	75 % OF THE MARKET SHARE IN PRIVATE SWITCHING IN THE RANGE OF 100-1200 Lines.	CIT – SWITCHING & TELIC
4	The entire Switching Electronics System in the Oilfield (AFPC and others) over 3500 line of stretched topology.	ALCATEL BUSSINES SYSTEMS- PARIS
5	The entire outside Plant N/W for the Syrian Telecom: Jointing, Distribution and Integration.	Kabelmetal Electro & later ALCATEL KABEL
6	Two Major Projects (€ 800 K) KSA - 5 programs Broadcast Feeders Antennas- Combiners.	RFS for DELTA Group

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CAT. GROUP 2	PROJECT TITLE "TELECOM / TRANSMISSION"	PRINCIPALS /PARTNERS
1	The first physical line composite 2 tube coaxial Transmission network forming the backbone of the Syrian Telecom (960 KM – "Y" Project)	CIT Transmission with GGEE / GRESEL
2	Line Transmission N/W using PCLC Cabling & Accessories for various clients.	Kabelmetal Electro
3	Several Optical Fiber Networks (mono and multi modes) for the Petro Gas Industry latest the Arab Gas Pipe- line / Syrian Sector.	DRAKA / SENTAL
4	HI – TECH VHF Networks for the Petro Gas Industry	SIMOCO / UK
5	<u>MOBILE COMMUNICATION:</u> GSM – UMTS – 3 G Over 70% Market share of passive and Active components to the Mobile Operators.	RFS

CAT. GROUP 3	PROJECT TITLE "POWER"	PRINCIPALS/ PARTNERS
1	Electrification of the Jordan Valley 33 KV- Line transmission and MV Switch gear to BSS.	KEC
2	Electrification of Southern Beirut.	ALCATEL KABEL
3	Damascus Airport Generation Transport and Distribution.	ACC
4	MV N/W – SG for the Syrian Petroleum Co.	ACC
5	PLC Network 230 / 66 KV S/S.	SELTA / ITALY
6	H.V SURGE DRAIN SYSTEM.	SELTA / ITALY

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CAT. GROUP4	PROJECT TITLE "BROADCAST & TV"
1	<ul style="list-style-type: none">- Supply, Technical Support, Supervision, Training & Commissioning of Several UHF - FM & VHF Transmission of Radio & TV Stations for the Syrian BROADCAST & TV Authority .- Supply of DSNG Systems.

CAT. GROUP 5	PROJECT TITLE
1	CONTRACTORS / SUPPLIERS To STG – RUSSIA , SYRIAN BRANCH Gas Pipe Line / Gas Gathering Plants: <ul style="list-style-type: none">- Instrumentation and Valve Control System.- MV Switchgear- Step – down Transformer
2	LPG Systems for: Various private Projects (Plants /Factories and residential Projects).

CAT. GROUP6	PROJECT TITLE
1	<p>Mechanical engineering contracts :</p> <ol style="list-style-type: none"> 1. Design, supply and installation of all mechanical components and equipment (including stand by power supply unit) for the erection on turnkey basis animal food stuff plant ready for exploitation in the north/ east agricultural area in Syria. <ol style="list-style-type: none"> 1.1. Complete HVAC and ducting system for the water lift mcc compound for dier ez zor (Elf -TOTAL SYRIA) Petroleum Company. Scope & extents of works: Design, supply, installation and commissioning on turnkey basis with technical warranty and support. 1.2. Revision of all calculations and drawings, supply and supervision of installation of the complete Air Treatment and Recovery System (Air Ducts and Accessories), Including Ventilation (Fan System) for 5 stars Hotel (ROTANA) Damascus – Syria. Main contractor ARABTEC (UAE). 1.3. Several key projects based on Engineering Procurement and Commissioning (EPC) Basis for the Private Japanese Grants (Official Development Assistance) to Syria, featured in fully equipped: <ol style="list-style-type: none"> 1.3.1. Different Mobile clinics and Mobiles surgical operations vehicles. 1.3.2. Mobile libraries for rural remote areas. 1.4. Several similar turnkey contracts realized for other private utilities. 2. Supply and installation of Progressive Cavity pumping stations for the SPC oilfields. 3. Huge supplies of: <ol style="list-style-type: none"> 3.1. Seamless casings 3.2. Seamless tubing and, 3.3. Line pipes. For the oil industry. 4. Supply of different types of valves for various projects in Syria.

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CAT. GROUP7	PROJECT TITLE "MEP Projects
1	THREE 4 STARS HOTELS IN ETHIOPIA.
2	SEVERAL LUXERIOUS RESIDENTIAL VILLAS IN LEBANON.
3	BOULEVARD FOUR SEASONS, DAMASCUS SYRIA, TO BE HANDED OVER ON MAY 2021

CODE OF CONDUCT

PREAMBLE

HK Consulting is aware of the role it plays in society and of its responsibility towards its customers and business partners. The Company has therefore committed itself to clear principles which serve its foundation.

The actions taken by HK Consulting are founded on personal responsibility, honesty, loyalty, and respect for others and for the environment.

HK Consulting key business goals are to provide customers with the services they desire and thus to achieve business success.

In order to do this, HK Consulting relies on:

- The skills, strength and dedication of its personnel.
- A stable social and regulatory environment.
- The opportunities offered by scientific and technological advances.

The Code of Conduct serves two main purposes:

First, it encourages all associate to take responsibility for his or her actions, and it seeks to provide them with appropriate guidance. Second, it outlines the goals and principles which guide the business activities.

1. Scope of application and Principles:

a. Scope of application

The Code of Conduct applies and adopt uniformly throughout the measures taken to implement and guidelines to reflect national particularities if such adaptations do not contradict the Code's basic principles.

b. Global Compact

The United Nations Global Compact initiative asks companies to recognize, within their sphere of influence, a set of core values in the areas of human rights, labor standards, the environment, and anti-corruption and to comply with this set of core values in practice.

c. Labour Standards

- i. Business should uphold the freedom of association and the effective recognition of the right to collective bargaining as well as ,
- ii. The elimination of all forms of forced and compulsory labour ,
- iii. The effective abolition of child labour , and
- iv. The elimination of discrimination in respect of employment and occupation.

d. Environment

- i. Business should support a precaution any approach to environmental challenges,
- ii. Undertake initiatives to promote greater environmental responsibility , and
- iii. Encourage the development and diffusion of environmentally friendly technologies.

e. Anti – corruption

- i. Business should work against corruption in all its forms, including extortion and bribery.

f. Values

- i. In line with these principles, HK consulting core values are trust, forward thinking, reliability, performance and customer focus.

2. Compliance with Laws and Regulations:

a. General principles

- i. HK Consulting is subject to laws, directives and other regulations that can be international and national as well as regional and local in scope. For example, such laws and regulations set safety and environmental standards for facilities and their operation, set quality standards for products and services, regulate business activity within various markets, and forbid certain behaviors and practices.
- ii. HK Consulting foremost objective is to comply with all laws and regulations and to always operate within the bounds of these - frequently changing - legal and regulatory parameters. The integrity of all actions is an essential prerequisite for sustained successful business performance. HK Consulting expects individuals and subsidiaries to abide by the law. HK Consulting strives to inform its employees of the regulations affecting them and to advise them in how to comply with these regulations.
- iii. The environment in which HK Consulting operates is shaped not only by national and international law, but also by many social and cultural rules.

3. External Relations:

b. General principles

- i. HK Consulting conducts its businesses in a manner that is legally and ethically beyond reproach and expects the same of its employees. HK Consulting urges its business partners, suppliers and customers to abide by this principle as well.

- ii. Monetary benefits from third parties must therefore not be solicited or accepted by any employee, nor must they be offered or given to third parties by any employee. This applies without exception, particularly to individuals holding public office, including those in foreign countries or international organizations.

- c. Conduct towards customers
 - i. HK Consulting offers its customers a wide range of products and services, mainly in the core businesses of Telecommunications Electricity, gas, and Water.

- d. Conduct towards suppliers
 - i. In its relationship with Principals and suppliers, HK Consulting makes sure to comply with the regulations in the Code of Conduct. HK Consulting therefore does not have business relationships with suppliers who are publicly known to be in violation of the principles under- laying the Global Compact. HK Consulting works to further enforce the Global Compact principles in its business relationships.

- e. Conduct towards the public
 - i. All communications of HK Consulting are required to be full, fair, accurate, timely and understandable.

LIST OF KEY REFERENCES

KABELMETAL ELECTRO CONTRACTING (KEC)

Eng. Gernot Wissmann (Rtd)

Ex-Director:

Energy Distribution (HV – MV – LV)

Supported by:

K. Michelmann:

A. Kruse:

E-mail: wissmann.nienhagen@t-online.de

ALCATEL KABEL / TELECOM

Eng. J. Sweir (Rtd)

Outside Plant Networks Public Switching

RFS / GSM – YMTS – 3/4G

Dr. K. Mischerikow

Ex-President

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Supported by:

Mr. Mark Davies: Managing Director (Rtd)

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SELTA / POWER TELEMATICS

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