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CHINA EXIMBANK GCL NO. (2012) 24 TOTAL NO. (426)
Series No. 10002012009210

GOVERNMENT CONCESSIONAL LOAN AGREEMENT

On Sierra Leone National Optical Fiber Backbone Project

BETWEEN

**The Government of the Republic of Sierra Leone
Represented by the Ministry of Finance and Economic Development**

as Borrower

AND

THE EXPORT-IMPORT BANK OF CHINA

as Lender

DATED _____

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Contents

ARTICLE 1 DEFINITIONS.....	2
ARTICLE 2 CONDITIONS AND UTILIZATION OF THE FACILITY	5
ARTICLE 3 DRAWDOWN OF THE FACILITY	7
ARTICLE 4 REPAYMENT OF PRINCIPAL AND PAYMENT OF INTEREST.....	8
ARTICLE 5 REPRESENTATIONS AND WARRANTIES BY THE BORROWER.....	10
ARTICLE 6 SPECIAL COVENANTS	11
ARTICLE 7 EVENTS OF DEFAULT	13
ARTICLE 8 MISCELLANEOUS	15
ARTICLE 9 CONDITIONS TO EFFECTIVENESS	17
Appendix 1	21
Appendix 2	23
Appendix 3	24
Appendix 4	25
Appendix 5	26
Appendix 6	28
Appendix 7	31
Appendix 8	33
Appendix 9	34
Appendix 10	35





THIS GOVERNMENT CONCESSIONAL LOAN AGREEMENT

(the "Agreement") is made on the day of _____ (date)

BETWEEN

The Government of the Republic of Sierra Leone Represented by the Ministry of Finance and Economic Development (hereinafter referred to as the "**Borrower**"), having its office at Secretariat Building, George Street, Free Town, Sierra Leone;

AND

THE EXPORT-IMPORT BANK OF CHINA (hereinafter referred to as the "**Lender**"), having its registered office at No. 30, Fuxingmennei Street, Xicheng District, Beijing 100031, China.

WHEREAS:

(A) On August 14, 2012, the Government of the People's Republic of China and the Government of the Republic of Sierra Leone entered into The Framework Agreement between the Government of the People's Republic of China and the Government of the Republic of Sierra Leone on Provision of Government Interest-Subsidized Concessional Loans by China to the Republic of Sierra Leone (hereinafter referred to as the "**Borrower's Country**") (hereinafter referred to as the "**Framework Agreement**").

(B) The Borrower has requested that the Lender make available a loan facility of up to Fifteen Million US Dollars only (\$ 15,000,000) to the Borrower for the financing needs under the Commercial Contract (as defined in Article 1), and;

(C) The Ministry of Information and Communication of the Republic of Sierra Leone (hereinafter referred to as the "**End-User**") and Huawei Technologies Company Limited. (hereinafter referred to as the "**Chinese Supplier**") have entered into on June 20, 2011 the National Optical Fiber Backbone Project Contract (hereinafter referred to as the "**Commercial Contract**") with the contract number 0006941103080A for the purpose of



the implementation of the Project (as defined in Article 1).

NOW THEREFORE, the Borrower and the Lender hereby agree as follows:

ARTICLE 1 DEFINITIONS

Where used in this Agreement, unless the context otherwise requires, the following terms have the following meanings:

- 1.1 **“Account Bank of the Lender”** means the Export-Import Bank of China.
- 1.2 **“Agreement”** means this government concessional loan agreement and its appendices and any amendment to such agreement and its appendices from time to time upon the written consent of the parties.
- 1.3 **“Availability Period”** means the period commencing on the date on which this Agreement becomes effective and ending on the date falling Thirty-Six (36) months thereafter, during which time all the disbursements shall be made in accordance with the stipulations of this Agreement.
- 1.4 **“Banking Day”** means a day on which banks are open for ordinary banking business in Beijing, including Saturdays and Sundays on which banks are open for business as required by the provisional regulations of China, but excluding the legal festivals and holidays of China and Saturdays and Sundays falling out of the aforesaid regulations.
- 1.5 **“China”** means the People’s Republic of China.
- 1.6 **“Commitment Fee”** means the fees calculated and paid in accordance with Article 2.2 and Article 2.7.
- 1.7 **“Commercial Contract”** means, the National Optical Fiber Backbone Project