

## **INVESTOR'S GUIDE**

### **For Participation in the Process of Competitive Offering of SCIC's shares in Binh Minh Plastics Joint Stock Company**

Important Note: This document (and the English translation of the forms attached hereto) is for reference purpose only. This document should be read in conjunction with the Regulations on Competitive Offering (the “**Regulations**”) issued by the State Capital Investment Corporation (“**SCIC**”) in February 2018 used for offering for sale of shares of SCIC in Binh Minh Plastics Joint Stock Company (the “**Offering**” and “**BMP**”, respectively) and should not be relied upon in substitution for the exercise of independent review of the Regulations and attachments thereto. Although this document has been prepared based on the Regulations, no representation or warranty, expressed or implied, is made as to the accuracy or completeness of information presented herein and as to the consistency with the Regulations. In case of any inconsistency between this document and any of the Regulations and attachments thereto, the latter will prevail.

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## **I. REGISTRATION**

### **1. General principles**

- ✓ Each investor may submit only one registration dossier and, subject to the Regulations, will be given 1 (one) official Bidding Form.
- ✓ Each investor should make a deposit equal to 10% of the total quantity of its subscribed shares multiplied by the initial price to be eligible to participate in the Offering and to comply with the Regulations. Deposit must be paid in VND.
- ✓ Investors must accept and use all the forms attached in the Appendices of the Regulations, including Share Transfer Contract form.
- ✓ Authorization:
  - One individual/ institution can be the authorized representative of only one investor who participates in the Offering;
  - Organizations with license for securities trading (as defined in Circular 123<sup>1</sup>), can be authorized by multiple investors to participate in the Offering;

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<sup>1</sup> Circular 123/2015/TT-BTC dated 19 August 2015 of the Ministry of Finance re. Guidance on activities of foreign investors on Vietnam stock market

- ✓ Time and Location for registration:
  - From **28 Feb 2018 to 16:00 on 08 Mar 2018**
- ✓ Organizations responsible for taking registration as well as guidance for investors: Agents for Registration.

## 2. **Registration dossier**

Types of investors:

1. Investors who participate directly in the Offering:
  - 1.1. Vietnamese individuals/institutions
  - 1.2. Foreign individuals/ institutions (non-resident and resident)
2. Investors who give authorization:
  - 2.1. Vietnamese individuals giving authorization shall use **Form 06A**, legalized by a relevant authority in Vietnam;
  - 2.2. Vietnamese institutions giving authorization will use **Form 06A**, legalized by a relevant authority in Vietnam;
  - 2.3. Foreign individuals/institutions can give authorization to foreign individual using **Form 06B**, signed by the individual foreign investor or the legal representatives of the foreign institutions;
  - 2.4. Foreign individuals / institutions giving authorization to Vietnamese trading representatives must follow the rules for foreign transactions under Circular 123 and follow **Form 06C**, signed by the trading representative and the authorized persons of foreign investors (as stipulated in Circular 123)
3. Organizations with license for securities trading (as defined in the Circular 123) who register for multiple investors should provide all the relevant authorization contracts with its investors.
4. Investors with account managed by licensed fund management companies in Vietnam (as defined in Circular 123): the investment trustee can submit the registration dossier in their own name as other investors.

Registration dossier of documents for each type of investors are as followed:

No.	Document	Form	Note
<b>Vietnamese Investors</b>			
<u>Conditions:</u>			
<ul style="list-style-type: none"> <li>- Have contact address;</li> <li>- Have Securities Trading Account;</li> <li>- Have authorization in cases the individual or the legal representative of the institution does not participate directly.</li> </ul>			

No.	Document	Form	Note
1	Registration Form for participation in the Offering	<b>Form 01</b>	Minimum quantity: <i>20,000 shares</i> ; Maximum volume: <i>24,159,906 shares</i> ; Step-up quantity: 10 shares,
2	ID/ Passport/ Business Registration Certificate		A valid copy or an original ID/passport for verification.
3	Authorization	<b>Form 06A</b>	Original
3.1	<i>Authorize an individual: ID/ Passport of the authorized individual</i>		<i>A valid copy</i> or an original document for verification
3.2	<i>Authorize an institution: - Business Registration Certificate of the authorized institution - ID/ Passport of the legal representative of the authorized institution</i>		<i>A valid copy</i> or an original document for verification
4	Deposit slip		Original
<p><b>Foreign Investors</b>  <u>Conditions:</u> <i>Foreign investors must have:</i></p> <ul style="list-style-type: none"> <li>- Foreign Indirect Investment Account in VND</li> <li>- Securities Trading Code granted by VSD (“STC”);</li> <li>- Securities Trading Account at local brokerage firm;</li> </ul>			
1	Registration Form for participation in the Offering	<b>Form 02</b>	Minimum quantity: <i>20,000 shares</i> Maximum quantity: <i>24,159,906 shares</i> Step-up quantity: 10 shares
2	Passport/ Business Registration Certificate		Business Registration Certificate: copy.

No.	Document	Form	Note
3	Foreign Indirect Investment Account ("FIIA") - Certificate of FIIA account		- Original certificate of FIIA provided by the bank where FIIA is opened. <sup>(1)</sup>
4	Securities Trading Code ("STC") - STC issued by VSD		- A copy certified by the Custodian Bank where the investor has custodian account <sup>(1)</sup>
5	Authorization	<b>Form 06B</b> or <b>Form 06C</b>	
5.1	<i>Authorize an individual: ID/ Passport of the authorized individual</i>		A valid copy or an original document for verification
5.2	<i>Authorize an institution: - Business Registration Certificate of the authorized institution - ID/ Passport of the legal representative of the authorized institution</i>		A valid copy or an original document for verification
6	Deposit slip		Original
<p><u>Note:</u></p> <p>(1) For investors who register in the Competitive Offering, the name of the Investor under the FIIA, STC (for foreign investors) and Securities Trading Account (for all investors) and the name on the Registration Form must be the same.</p>			

### 3. Amendment or cancellation of registration for the Offering:

- ✓ Investor can amend or cancel its registration for the Offering: from **28 Feb 2018** to **16:00 on 08 Mar 2018**:
  - Amendment of the registration: **Form 03**
  - Cancellation of the registration: **Form 04**
- ✓ Investor who amends or cancels its registration for the Offering within the timeline above will be entitled to receive refundable deposit corresponding to the number of shares reduced or cancelled.

### 4. Information disclosure: Investors have to make disclosure as guided in **Part V**.

## II. DEPOSIT

- ✓ Deposit is 10% of the total number of subscribed shares multiplied by the initial price (10% x number of registered shares x initial price).
- ✓ Timeframe for deposit: within the registration timeframe
- ✓ Deposit amount will be deducted from the total payment amount if the investor wins the bid.
- ✓ Procedure: All investors must transfer the deposit in VND to SCIC's bank account designated specifically for the Agents for Registration where the Investors register. (detailed account list is provided in Appendix 01 of the Regulations)  
Wire transfer note: "*Name/organization name, ID number/Business registration number (date & place of issue); Payment of deposit for... shares of SCIC at BMP*"

## III. SUBMISSION OF THE BIDDING FORM AND ATTENDING THE BIDDING

### 1. Prepare and submit the Bidding Form

Step	Requirement	Form/Note
1	Each investor, after submitting eligible registration dossier, shall be granted 01 official Bidding Form by the Agent for Registration where he/she registered the bid with	Bidding Form as <b>Form 07</b> issued by the Agent for Registration, with stamp of the Agent.
2	Complete information sufficiently and accurately on the Bidding Form as follows:	<b>Form 07</b>
2.1	<p>Bidding price:</p> <ul style="list-style-type: none"> <li>✓ Is the price per share;</li> <li>✓ Put down only 01 single price;</li> <li>✓ Step-up bidding price is VND100.</li> <li>✓ The price should not be lower than the initial price (will be announced on 28 Feb 2018) <b>and</b> the floor price of BMP on 09 Mar 2018 as announced by HOSE.</li> </ul> <p><u>Example:</u></p> <ul style="list-style-type: none"> <li>- The initial price is VND100,000/share</li> <li>- If the floor price on T day is VND95,000/share → Investors must put the bidding price no less than VND100,000/share</li> </ul>	<ul style="list-style-type: none"> <li>- Investors can cancel registration and receive the 10% deposit back if cancellation is within the registration period.</li> <li>- The floor price on 09 Mar 2018 can be determined based on the closing price at <b>14:45 on 08 Mar 2018</b></li> <li>- In case the floor price on 09 Mar 2018 is higher than the initial price and</li> </ul>

Step	Requirement	Form/Note
	- If the floor price on T day is VND105,000/share → Investors must put the bidding price no less than VND105,000/share	does not fit investors' expectation, investors shall have the option to cancel the registration before expiration of registration at <b>16:00 on 08 Mar 2018</b> .
2.2	Bid quantity: <b>must be equal to the quantity registered by the investor</b>	
2.3	The Bidding Form needs to be put in an envelope and sealed.	
3	<u>Reissuance of the Bidding Form:</u> In case the Bidding Form is erased, torn or lost, the investor can file an application to the Agent for Registration to get a new Bidding Form. The old Bidding Form then will be deemed invalid.	<b>Form 05</b> Investors can ask for being reissued with a new Biding Form at the latest 30 minutes prior to the deadline to submit the Bidding Form.
4	<u>The Bidding Form is directly submitted</u> at HOSE as follows: <ul style="list-style-type: none"> <li>✓ Time: <b>9:00 to 14:00 on 09 Mar 2018</b>;</li> <li>✓ Address: HOSE, 16 Vo Van Kiet, District 1, HCMC</li> </ul>	Submitted Bidding Form cannot be withdrawn or revised.

## **2. Bidding implementation and outcome:**

- ✓ Condition for holding the bidding: at least 02 eligible investors participate in the Offering. If there is only 01 eligible investor, SCIC will enter in direct negotiation with the investor
- ✓ Time: **14:30 on 09 Mar 2018**
- ✓ Address: at Hochiminh Stock Exchange, 16 Vo Van Kiet, District 1, HCMC
- ✓ Determination of the bidding outcome: in accordance with Article 10 of the Regulations

## **IV. PAYMENT AND TRANSFER**

Step	Requirement	Note
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1	<p><u>Signing the Share Transfer Contract (“STC”):</u>  SCIC and the winning investors will sign the STC:  + Time: on the date of the Offering, <b>09 Mar 2018</b>  + Value: per the bidding result announced by the bidding organizers</p>	<b>Form 08</b>
2	<p><u>Payment procedure:</u>  ✓ Payment will be in VND  ✓ Payment timeframe: within 7 working days from the date of signing the Share Transfer Contract (until T+7 as the date of <b>20 Mar 2018</b>)</p>	
	<p><b>Payment amount</b> will be determined by the total amount payable by the winning bidder in accordance with the bidding result after deducting the deposit amount, details as follows:</p> <p style="padding-left: 40px;"><i>Payment amount</i> = Total amount payable for purchasing the winning bid shares – Deposit</p> <p>✓ The investor transfer the payment amount to the following account:</p> <ul style="list-style-type: none"> <li>- Name: State Capital Investment Corporation</li> <li>- Account number: 1201 00002 11091</li> <li>- At: <i>Joint Stock Commercial Bank for Investment and Development of Vietnam (BIDV) – Transaction Center #1.</i></li> <li>- Swift code: BIDVNVX120</li> <li>- Address: 191 Ba Trieu Street, Hanoi, Vietnam</li> <li>- Wire transfer note: "Name/organization name, ID number/ Business Registration number (date &amp; place of issue); payment for ... BMP shares to SCIC"</li> </ul>	
3	<p><u>Transferring procedure:</u>  SCIC will transfer shares to investors via Vietnam Securities Depository (“VSD”).</p>	
4	<p><u>Return of deposit to unsuccessful investors:</u> within 03 working days since the bidding date.</p>	

## V. INFORMATION DISCLOSUE

- Institutional and individual investors who are subject to reporting and disclosure on BMP shares trading are obligated to report and disclose as prescribed under the Circular No.155/2015/TT-BTC dated October 6, 2015 of the Ministry of Finance guiding information disclosure on Vietnam securities market. Disclosure timeframe is calculated from the bidding date (09 Mar 2018).
- Institutional and individual investors who are subject to public offering of BMP shares must report to the Offering Organization Committee and publicly disclose the quantity of shares planned to be purchased 7 days before the bidding date (09 Mar 2018), i.e. **the disclosure must be no later than 02 Mar 2018.**

## VI. INFORMATION ABOUT THE OFFERING

Interested investors may find information and updates on the Offering by SCIC from the following sources:

### Access to information

- Websites of SCIC, HOSE, SSI, BMP, Agents for Registration
- Contacts: representatives of SCIC and the agents for Registration

### Announced information:

- About BMP and the Offering:
  - ✓ Regulations on the competitive offering of BMP shares owned by SCIC (including 01 appendix and 08 Forms);
  - ✓ Information Memorandum on the Offering of BMP shares owned by SCIC;
  - ✓ Other documents, information regarding to the Offering.
- Summary of participation in the Offering
  - ✓ Number of investors registered to participate in the Offering
  - ✓ Total registered number of shares.
  - ✓ The lowest valid bid price.
- Result of the Offering