

## INVESTMENT GUIDE

### For Participation in the Process of Competitive Offering of SCIC's shares in Vinaconex

*Important Note: This document (and the English translation of the forms attached here to) is for reference purpose only. This documents should be read in conjunction with the Regulations on Competitive Offering (the "Regulations") issued by the State Capital Investment Corporation ("SCIC") in November 2017 used for offering for sale of shares of Vietnam Construction and Export Import Joint Stock Company (the "Offering" and "Vinaconex", respectively) and the Letter No 2489/DTKDV-DT2 dated 07/12/2017 of SCIC and should not be relied upon in substitution for the exercise of independent review of the Regulations and attachments there to. Although this document has been prepared based on the Regulations and the Letter 2489, no representation or warranty, expressed or implied, is made as to the accuracy or completeness of information presented here in and as to the consistency with the Regulations and the Letter 2489. In case of any inconsistency between this documents and any of the Regulations and the Letter and attachmentst hereto, 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 number of its subscribed shares multiplied by the initial price to be eligible to participate in the Offering and to comply with the Regulations.
- ✓ 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 who participate in the Offering;
- ✓ Time and Location for registration:
  - From 28 Nov 2017 to 15:30 VNT on 07 Dec 2017
  - Organizations responsible for taking registration as well as guidance for investors: Agents for Registration (list of 11 Agents for Registration provided in the Appendix 01 of the Regulations – attached below).

## **2. Registration dossier**

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

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.

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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

No.	Dossiers	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 if the legal representative of the institution does not participate directly.</li> </ul>			
1	Registration Form for participation in the Offering	<b>Form 01</b>	Minimum volume:5,000 shares; Maximum volume:96,255,310shares; Step-up quantity: 10 shares,
2	ID/ Passport/ Business Registration Certificate		A valid copy or Investors bring original ID/passport for verification.
3	Authorization	<b>Form 06A</b>	
3.1	<i>ID/ Passport/ Business Registration Certificate of the authorized individual or institution</i>		<i>A valid copy or bring the original document for verification</i>
3.2	<i>ID/ Passport of the legal representative of the authorized institution</i>		<i>A valid copy or bring the original document for verification</i>
4	Deposit slip		Original
<b>Foreign Investors</b>			
<u>Conditions:</u>			
<i>Foreign investors must have:</i>			
<ul style="list-style-type: none"> <li>- Foreign Indirect Investment Account</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 volume: 5,000 shares Maximum volume:96,255,310 shares Step-up quantity: 10 shares
2	Passport/ Business Registration		Business Registration

No.	Dossiers	Form	Note
	Certificate		Certificate: copy. Foreign investors who have had a STC in place at bidding registration date will not need to submit a copy of Business Registration Certificate
3	Foreign Indirect Investment Account ("FIIA") - Certificate of FIIA account or		- Original certificate of FIIA provided by the bank where FIIA is opened
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	ID/ Passport/ Business Registration Certificate of the authorized individual or institution		A valid copy or bring the original document for comparison <sup>(1)</sup>
5.2	ID/ Passport of legal representative of the authorized institution		A valid copy or bring the original document for comparison <sup>(2)</sup>
6	Deposit slip/Escrow slip		Original
<p><b>(*) Note:</b>  <i>For investors who register in the Competitive Offering, the name of the Investor under the Foreign Indirect Investment Account (for foreign investors) and Securities Trading Account (for all investors) and the name on the Registration Form must be the same.</i></p>			

### 3. Change or cancelation of registration for the Offering:

- ✓ Investor can change or cancel its registration for the Offering: from 28 Nov 2017 to 15:30 VNT on 07 Dec 2017:
- Change of the registration: **Form 03**
- Cancel of the registration: **Form 04**

- ✓ Investor who changes or cancels its registration for the Offering within the timeline above will be entitled to receive refundable deposit release corresponding to the number of shares reduced or cancelled in 3 working days after the date of opening bidding;

#### 4. Information disclosure

Investors have to make disclosure as guided in Part IV.

## II. DEPOSIT

- ✓ All Investors must deposit.
- ✓ Deposit is at 10% of the total number of subscribed shares multiplied by the initial price (10% x total shares x initial price).
- ✓ Time frame for deposit: within the registration timeframe

### Deposit in VND

- ✓ Investor type: all investors
- ✓ Procedure: Investors transfer the deposit in VND to SCIC's bank account designated specifically for the Agents for Registration where the Investors register (detailed list is provided in Appendix 01 of the Regulations – attached below)

Wire transfer note: "Name/organization name, ID number/Business registration number (date & place of issue); Payment of deposit for ... shares of SCIC at Vinaconex"

The deposit will be deducted from the payment.

## 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 <i>Form 7</i> 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	Bidding price: <ul style="list-style-type: none"> <li>✓ Price per Share</li> <li>✓ Put down only 01 single price;</li> <li>✓ Incremental bid is VND100.</li> <li>✓ The price should not be lower than the initial price (will be announced on 28 Nov 2017) <b>and</b></li> </ul>	- Investors can cancel registration and receive 10% deposit back in 3 working days after SCIC receive the payment request from agents.

Step	Requirement	Form/Note
	<p>the floor price of VCG on 08Dec 2017as announced by HNX.</p> <p><u>Example:</u></p> <ul style="list-style-type: none"> <li>- The initial price is VND 25,000/share</li> <li>- The floor price on T dayis VND 26,000/share →Investors must put the bidding price no less than VND 26,000/share</li> <li>- If the floorprice on T dayis VND 24,000 /share →Investors must put in the bidding price no less than VND 25,000/share</li> </ul>	<ul style="list-style-type: none"> <li>- The floor price on 08Dec 2017 can be determined based on the closing price on 07 Dec 2017</li> <li>- In case the floor price on 082017 is higher than the initial price and does not meet investors' expectation, investors shall have the option to cancel the registration before expiration of registration at 15:30 on 07Dec 2017.</li> </ul>
2.2	<b>Bid volume: must be equal to the volume earlier registered by the investor</b>	
2.3	The Bidding Form needs to be put in an envelope and sealed with the investor's signature.	
3	<p><u>Reissuance of the Bidding Form:</u></p> <p>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.</p>	<p><b>Form 05</b></p> <p>Investors canask for being reissued with a new Biding Form at the latest 30 minutes prior to the deadline to submit the Bidding Form.</p>
4	<p><u>Submission the Bidding Form is directly submitted at HNX as follows:</u></p> <ul style="list-style-type: none"> <li>✓ Time: 8:30 to 10:30 on 08 Dec 2017;</li> <li>✓ Address: HNX, No. 2 Phan Chu Trinh, Hoan Kiem district, Ha Noi</li> </ul>	Submitted Bidding Form cannot be withdrawn or revised.

**2. Bidding implementation and outcome:**

- ✓ Pre-condition for holding the bidding: at least 02 eligible investors participate in the Offering. If there is only 01 eligible investor, SCIC will enterin direct negotiation with the investor
- ✓ Time: 11:00 on 08Dec 2017
- ✓ Address: at Hanoi Stock Exchange, Phan Chu Trinh, HoanKiem district, Ha Noi

- ✓ Determination of the bidding outcome: in accordance with Article 10 of the Regulations

IV. PAYMENT AND TRANSFER		
Step	Requirement	Note
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, 08 Dec 2017                      + Value: per the bidding result announced by the bidding organizers</p>	<p><b><i>The contact (updated and revised) attached with the Letter 2489/DTKDV-DT2 dated 7 Dec 2017 SCIC</i></b></p>
2	<p><u>Payment procedure:</u>                      ✓ Payment will be in VND                      Payment timeframe: from 11/12/2017 to 15h00 15/12/2017                      The payment is equivalent to total transaction value minus the deposit.                      Investor transfers the payment to SCIC account as follow:</p> <ul style="list-style-type: none"> <li>- Account name: State Capital Investment Corporation</li> <li>- Account number: 142000000098</li> <li>- At Bank: Vietinbank – Hanoi branch</li> <li>- Name/make payment for ... Vcg shares of SCIC</li> </ul>	
3	<p><u>Transfer procedures:</u>                      SCIC will transfer the share through VSD system.</p>	
4	<p><u>Return of deposit to investors:</u> according to Article 15 in the Regulation.</p>	

#### V. INFORMATION DISCLOSURE

- Institutional and individual investors who are subject to reporting and disclosure on VCG 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 (8 Dec 2017).

- Institutional and individual investors who are subject to public offering of VCG shares must report to the Offering Organization Committee and publicly disclose the number of shares planned to be purchased 7 days before the bidding date (8Dec 2017).

## 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, HNX, SSI, VCG, Agents for Registration
- Contacts: representatives of SCIC and the agents for Registration

### ✚ Announced information:

- About Vinaconex and the Offering:
  - ✓ Regulations on the competitive offering of Vinaconexshares owned by SCIC (including 10 Forms attached and 03 Appendices);
  - ✓ The Letter 2489/DTKDV-DT2 dated 7 Dec 2017 SCIC
  - ✓ Information Memorandum on the Offering of Vinaconexshares 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
- Result of the Offering