

PROSPECTUS

INITIAL PUBLIC OFFERING

BINH DUONG PRODUCING AND TRADING GOODS CORPORATION



Auctioneer:

HO CHI MINH STOCK EXCHANGE

Address : 16 Vo Van Kiet Street, Dist, 1, Ho Chi Minh City

Phone : (84-28) 3821 7713 Fax: (84-28) 3821 7452

Issuer:

BINH DUONG PRODUCING AND TRADING GOODS CORPORATION

Address : A128, 3-2 Street, Dong Tu Quarter, Lai Thieu Ward, Thuan An Town, Binh Duong Province

Phone : (84-274) 3755243 - 3755039 – 3755342 Fax: (84-274) 3755040

Financial advisor:

VIET CAPITAL SECURITIES JOINT STOCK COMPANY

Address : Bitexco Financial Tower, 15th Floor, 2 Hai Trieu Street, District 1, HCMC

Phone : (84-28) 3914 3588 Fax: (84-28) 3914 3209

BINH DUONG PRODUCING AND TRADING GOODS CORPORATION

(Business registration certificate No. 3700148166 granted by Binh Duong Department of Planning and Investment dated 15/11/2010 and 2nd amendment dated 27/5/2015)

INITIAL PUBLIC OFFERING

Issuer	:	Binh Duong Producing and Trading Goods Corporation
Par value	:	10,000 VND/share
Starting price	:	12,000 VND/share
Total offering shares through IPO	:	30.000.000 shares
Required deposits	:	10% of total registered shares x Starting price
Target investors	:	Institutional and Individual investors regulated in the Auction Regulations issued by HOSE
Auctioneer	:	Ho Chi Minh Stock Exchange
Auction date	:	Regulated in the Auction Regulations issued by HOSE.
Venue	:	Ho Chi Minh Stock Exchange Address: 16 Vo Van Kiet, District 1, Ho Chi Minh City

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PART I: LEGAL BASIS

Decree 59/2011/ND-CP dated 18 July 2011 issued by the Government regarding the transformation of wholly state-owned enterprises into joint stock companies (Decree 59);

Decree 189/2013/ND-CP dated 20 November 2013 issued by the Government regarding the amendments and supplements to some articles of Decree 59 (Decree 189);

Decree 116/2015/ND-CP dated 11 November 2015 regarding the amendments to some articles of Decree 59/2011/ND-CP dated 18 July 2011 issued by the Government regarding the transformation of wholly state-owned enterprises into joint stock companies;

Integrated Document 02/VBHN-BTC dated 12 January 2016 of the Ministry of Finance regarding transformation of wholly state-owned enterprises into joint stock companies;

Decree 63/2015/ND-CP dated 22 July 2015 providing for policies towards redundant employees due to the restructuring of state-owned single member limited companies (Decree 63);

Circular 33/2012/TT-BLĐTBXH dated 20 December 2012 issued by the Ministry of Labor, War invalids and Social affairs guiding the implementation of policies for employees under Decree No. 59/2011/ND-CP dated 18 July 2011 of the Government on transforming the wholly state-owned enterprises into joint stock companies;

Circular 127/2014/TT-BTC dated 5 September 2014 issued by the Ministry of Finance guiding financial treatment and enterprise valuation regarding the transformation of wholly state-owned enterprises into joint stock companies;

Circular 196/2011/TT-BTC dated 26 December 2011 issued by the Ministry of Finance guiding the initial sale of shares and the management and use of proceeds from the transformation of wholly state-owned enterprises into joint stock companies;

Decision 3332/QĐ-UBND dated 18 December 2015 of the People's Committee of Binh Duong province regarding the equitization of Binh Duong Producing and Trading Goods Corporation;

Decision 229/QĐ-UBND dated 29 January 2016 of the People's Committee of Binh Duong province regarding the establishment of the Equitization Steering Committee of Binh Duong Producing and Trading Goods Corporation;

Decision 157/QĐ-BCĐ CPH dated 05 February 2016 of the Equitization Steering Committee to the establishment of the Assistant Team for the the Equitization Steering Committee of Binh Duong Producing and Trading Goods Corporation;

Decision 3027/QĐ-UBND dated 31 November 2017 of the People's Committee of Binh Duong province regarding the approval of land use plan of Binh Duong Producing and Trading Goods Corporation;

Decision 1890/QĐ-UBND dated 17 July 2017 of the People's Committee of Binh Duong province regarding the approval of the criteria for selecting strategic investors and shares selling plan and the number of shares to be sold to strategic investors for the equitization of Binh Duong Producing and Trading Goods Corporation;

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Enterprise Valuation Report of Binh Duong Producing and Trading Goods Corporation as of 31 December 2015 issued by Southeast Appraisal and Consulting Corporation;

Decision 3468/QĐ-UBND dated 08 December 2017 of the People's Committee of Binh Duong province regarding the announcement of enterprise value of Binh Duong Producing and Trading Goods Corporation;

Announcement No.380/TB-TU dated 21 December 2017 by the Standing Committee of Binh Duong Provincial Party Committee regarding conclusion and guidance of the Standing Committee of Binh Duong Provincial Party Committee on the approval of the equitization plan of Binh Duong Producing and Trading Goods Corporation;

Decision 3706/QĐ-UBND dated 28 December 2017 regarding the approval of the equitization plan of Binh Duong Producing and Trading Goods Corporation.

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PART II: INFORMATION OF ISSUER, AUCTIONEER AND ADVISOR

1. Issuer

BINH DUONG PRODUCING AND TRADING GOODS CORPORATION

Address : A128, 3-2 Street, Dong Tu Quarter, Lai Thieu Ward, Thuan An Town, Binh Duong Province, VN.

Phone : 0274. 3755243 - 3755039 – 3755342 Fax: 0274. 3755040

Website : www.protrade.com.vn

2. Auctioneer

HO CHI MINH STOCK EXCHANGE

Address : 16 Vo Van Kiet Street, District 1, Ho Chi Minh City

Phone : (84-28) 3821 7713 Fax: (84-28) 3821 7452

Website : www.hsx.vn

3. Advisor

VIET CAPITAL SECURITIES JSC

Address : Bitexco Financial Tower, 15th Floor, 2 Hai Trieu Street, District 1, HCMC

Phone : (84-28) 3914 3588 Fax: (84-28) 3914 3209

Website : www.vcsc.com.vn

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PART III: GLOSSARY TERMS

Shares	Shares of Binh Duong Producing and Trading Goods Corporation
Ltd	Limited
HOSE	Ho Chi Minh Stock Exchange
Protrade	Binh Duong Producing And Trading Goods Corporation
JSC	Joint stock company
n/a	Not applicable

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PART IV: OVERVIEW OF THE CORPORATION PRIOR TO EQUITIZATION

1. Introduction

General information:

- Vietnamese name: TÔNG CÔNG TY SẢN XUẤT - XUẤT NHẬP KHẨU BÌNH DƯƠNG TNHH MTV
- English name : BINH DUONG PRODUCING AND TRADING GOODS CORPORATION
- Abbreviation name: Protrade
- Headquarter : A128, 3-2 Street, Dong Tu Quarter, Lai Thieu Ward, Thuan An Town, Binh Duong Province, VN.
- Phone : 0274. 3755243 - 3755039 – 3755342
- Fax : 0274. 3755040
- Tax code : 3700148166
- Email : protradecorp@hcm.vnn.vn
- Logo :



1.1. Business lines

In accordance to Business Registration Certificate No 3700148166 issued by Department of Planning and Investment of Binh Duong Province dated 15 November 2010 and second amendment dated 27 May 2015, the core businesses of the Corporation are as follows:

No.	Business line	Code
1.	Plantation of vegetables, leguminous, flower, plants for ornamental purposes	0118 (main)
2.	Fruit plantation	0121
3.	Cashew nuts plantation	0123
4.	Pepper plantation	0124
5.	Rubber plantation	0125
6.	Coffee plantation	0126
7.	Tea plantation	0127
8.	Other perennial crop plantation	0129
9.	Plant propagation	0130
10.	Cattle and buffalo farm	0141

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No.	Business line	Code
11.	Horse and other equines farm	0142
12.	Sheep and goat farm	0144
13.	Pig farm	0145
14.	Poultry farm	0146
15.	Other animal farm	0149
16.	Silviculture and other forestry activities	0210
17.	Wood logging	0221
18.	Other forestry product logging	0222
19.	Marine aquaculture	0321
20.	Freshwater aquaculture	0322
21.	Aquaculture breeding and farming	0323
22.	Quarrying of stone, sand and clay	0810
23.	Processing and preserving of fresh meat	1010
24.	Processing and preserving of fish, crustaceans and molluscs	1020
25.	Production of dairy products	1050
26.	Production of animal feeds	1080
27.	Production of tobacco products	1200
28.	Production of apparel, except fur/ skin apparel	1410
29.	Production of articles of fur/ skin	1420
30.	Production of knitted and crocheted apparel	1430
31.	Wood saw mill and preservation	1610
32.	Manufacture of veneer sheets, plywood and wood board	1621
33.	Manufacture of construction wood	1622
34.	Manufacture of other wood products from bamboo, straw and plaiting materials	1629
35.	Manufacture of pulp, paper and paperboard	1701
36.	Manufacture of corrugated paper/ paperboard, packaging from paper and paperboard	1702
37.	Manufacture of other articles of paper and paperboard n.e.c (unclassified)	1709
38.	Manufacture of plastics and synthetic rubber in primary forms	2013
39.	Manufacture of refractory products	2391

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No.	Business line	Code
40.	Manufacture of construction materials from clay	2392
41.	Manufacture of other ceramic products	2393
42.	Manufacture of cement, lime and plaster	2394
43.	Manufacture of concrete and products from cement and plaster	2395
44.	Stone cutting and finishing	2396
45.	Manufacture of metal components	2511
46.	Manufacture of drums, tanks and metal containers	2512
47.	Manufacture of boilers (excluding central boilers)	2513
48.	Forging, stamping, pressing and metal rolling; powder metallurgy	2591
49.	Mechanical; metal processing and coating	2592
50.	Manufacture of cutlery, hand tools and common metalware	2593
51.	Manufacture of other metal products (unclassified)	2599
52.	Manufacture of furniture	3100
53.	Steam and air conditioning supply; production of ice	3530
54.	Drainage and wastewater treatment	3700
55.	Construction of buildings	4100
56.	Construction of roads and railways	4210
57.	Construction of public works	4220
58.	Construction of other civil engineering	4290
59.	Deconstruction	4311
60.	Site preparation for construction	4312
61.	Installation of electrical system	4321
62.	Installation of plumbing, heating and air-conditioning system	4322
63.	Other construction installation	4329
64.	Building completion and finishing	4330
65.	Other specialized construction	4390
66.	Wholesale of agricultural raw materials (except wood, bamboo) and live animals	4620
67.	Wholesale of other household products	4649
68.	Wholesale of construction materials, installation supplies	4663

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No.	Business line	Code
69.	Other retail sale of new goods in specialized stores	4773
70.	Freight transport by road	4933
71.	Warehousing and storage	5210
72.	Short-term storage services	5510
73.	Real estate services for own or leased property	6810
74.	Real estate consultation, broker and auction for land use rights.	6820
75.	Renting and leasing of motor vehicles	7710
76.	Advertising	7310
77.	Market research and public opinion polling	7320
78.	Operation of sports facilities	9311
79.	Operation of sports clubs	9312
80.	Other sports activities	9319
81.	Inland waterway freight transportation (except inland ports)	5022
82.	The company must strictly comply with the provisions of the law on land, construction, fire prevention and fighting, environmental protection and business conditions applicable to conditional business lines.	<i>The sector does not match the economic system of Vietnam</i>

Source: Equitization plan of Protrade

1.2. History and milestones

1.2.1. From 1982 to 2002:

- Binh Duong Producing and Trading Goods Corporation established under Decision No. 06/ QD-TU issued by Provincial Party Committee of Song Be Province dated 20 October 1982 in response to the directive of the State Party for contribution of budget to the Provincial Party, was formerly known as Song Be Rubber Enterprise 3-2. Leveraging on the abundant local supplies of rubber and kaolin powder which are the main raw materials for production of marine rubber slippers, the Enterprise had chosen these slippers to be the key product for export to the Soviet Union and socialist countries.
- At that time, the Enterprise had only 10 employees who were transferred from State-owned Breeding Enterprise 2-9. These employees were assigned to build up facilities on a land area of 1.7 hectares in Lai Thieu town, Thuan An district, Binh Duong province. Party Committee of the Enterprise had three comrades while Labor Union and Youth Union were not established.
- The Enterprise was built from scratch: no manpower, no capital and no expertise. After the factory was temporarily built, the Enterprise hired 50 workers with technical skills in manufacturing marine rubber slippers from Ho Chi Minh City to swiftly install machinery and start production. More than

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300 local workers were recruited for on-the-job training. Shortly after, the Enterprise completed the first qualified order and exported to the Soviet Union.

- As initial capital of the Enterprise was only VND 4,000,000 (four million Vietnam dong), the Enterprise mobilized capital from many sources to grow the business.
- In 1983, the Enterprise built and operated an ice factory for daily trading activities, to ensure stable cashflow for production and income for employees. The Enterprise opened auxiliary workshops such as sawmill workshop, packaging workshop, mechanic workshop and footwear workshop, to improve productivity and efficiency; and used foreign currency (RUB) to purchase strategic goods matching essential needs of the Province.
- Under leadership of the Provincial Party Committee, support from the Provincial People's Committee, local authorities, and endless effort from all employees, the Enterprise has grown progressively. By 1984, the Enterprise had more than 500 employees. The Enterprise was honorably awarded with the Third-class Labor Medal on 30 September 1984 and the First-class Labor Medal on 06 January 1985 by the State Council of the Socialist Republic of Vietnam. In appreciation of the great and timely motivation, all employees have been striving in the spirit of solidarity and the "dare to think, dare to do" motto to overcome all challenges.
- From initial capital of VND4,000,000 (four million Vietnam dong), after more than 20 years in operation, total capital of the Enterprise has reached VND271,000,000,000 (two hundred seventy one billion dong), 67,750 times compared to initial capital. Total number of employees was over 3,300. In 2012, revenue achieved VND450.5 billion and contributed VND12.5 billion to the State Budget.

1.2.2. From 2013 to 2015

- Under the new direction of open-door policies for economic development, Vietnam has rapidly grown and earned worldwide recognition. Vietnam successfully hosted the 14th Asia – Pacific Economic Cooperation (APEC), joined as the 150th member of World Trade Organization (WTO) and fulfilled its role as a non-permanent member of United Nations Security Council for 2008 – 2009 term. In view of new opportunities and challenges, all enterprises must adapt and integrate for survival and development.
- Following the Resolution No.05-NQ/TW dated 24 September 2001, Resolution No.31-NQ/TW dated 3 February 2004 issued by the 9th and 10th National Congress of the Communist Party of Vietnam in relation to restructure, growth and operational efficiency of state-owned enterprises, the Provincial Party Committee and People's Committee of Binh Duong Province established the Steering Committee. Under the direction of the Steering Committee, the Corporation has gradually equitized its subsidiaries and progressed in assurance of the autonomous status in all of its businesses.
- People's Committee of Binh Duong Province issued Decision No.134 /QD/UBND dated 22 May 2006 to transform Binh Duong Producing and Trading Goods Company into a holding company. After which, People's Committee of Binh Duong Province issued the Decision No.2964/QD-UBND dated 4 October 2010 to approve the proposition of business transformation from Binh Duong Producing and Trading Goods Company to Binh Duong Producing and Trading Goods Corporation.

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1.3. Achievements in operation of the Corporation

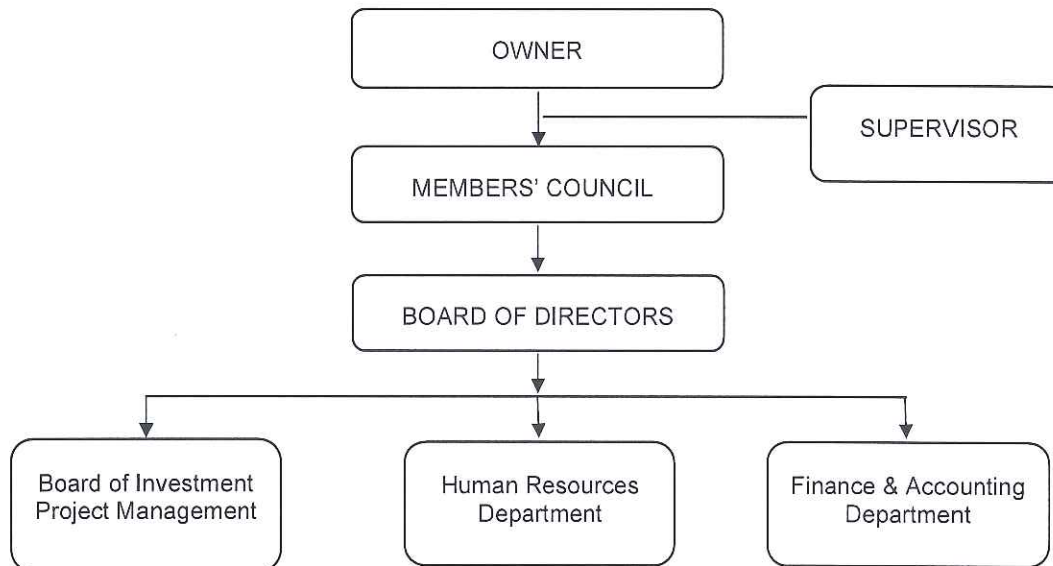
- The Corporation was honorably awarded by the President of Vietnam with the Third-class Labor Medal on 30 September 1984, the First-class Labor Medal on 16 November 1985 and Labor Hero Medal on 31 May 2013 for outstanding achievements;
- Certificates of merit from the Prime Minister, Chairman of People's Committee of Binh Duong Province, Ministry of Public Security, Vietnam General Confederation of Labor, Federation of Labor of Binh Duong Province, Binh Duong Province Business Union, etc
- And other certificates of merit and emulation flags.

1.4. Organizational structure of the Corporation:

Organization structure of the Corporation as of 31 December 2015 is as follows:

- Members' Council: 05 members
- Board of Directors: 05 members
- Supervisor: 01 members
- The Corporation has 09 subsidiaries and 11 affiliates.

ORGANIZATIONAL STRUCTURE OF THE CORPORATION



Source: Protrade

1.5. Employees

Total number of employees for retainment after equitization is 126 employees. The Corporation has submitted the post-equitization manpower plan to the People's Committee of Binh Duong Province, which was approved under Document No. 5770/UBND-VX dated 19 December 2017. Details are as follows:

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Criteria	Quantity (people)	Proportion (%)
By qualification	126	100%
Undergraduate and postgraduate	26	21%
College	6	5%
Technical and labor workers	94	74%
By type of employment contract	126	100%
Indefinite term + appointed labors	79	63%
6-month contract	0	0%
1-3 year contracts	47	37%
By gender	126	100%
Male	98	78%
Female	28	22%

Source: Equitization plan of Protrade

1.6. Enterprise value at the date of equitization

Pursuant to Decision No.3468/QĐ-UBND of the People's Committee of Binh Duong Province dated 08 December 2017 on the announcement of the enterprise value to equitize Protrade, the actual value of the Enterprise and the actual value of state – owned capital as of 31/12/2015 (date of equitization) as follows:

Unit: VND

Items	Book value	Approval revaluation value	Difference
1	2	3	4=3-2
A. ASSET IN USE (I+II+III+IV)	3,147,510,754,381	4,346,392,525,464	1,198,881,771,083
I. Fixed assets and Long-term investments (1+2+3+4)	1,858,205,289,599	2,814,789,837,834	956,584,548,235
1. Fixed assets	5,844,809,705	16,006,980,137	10,162,170,432
1.1. Tangible fixed assets	5,759,163,852	16,006,980,137	10,247,816,285
- Buildings and architecture	346,036,898	3,779,410,430	3,433,373,532
- Machinery, transportation, transmission, management equipment,...	5,413,126,954	12,227,569,706	6,814,442,752
1.2. Intangible assets	85,645,853	-	(85,645,853)
- Land use rights	85,645,853	-	(85,645,853)
1.3. Construction in progress	352,132,931	6,116,723,182	5,764,590,251

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Items	Book value	Approval revaluation value	Difference
1	2	3	4=3-2
2. Long-term receivables	477,905,544,464	477,905,544,464	-
- Long-term loan receivables	169,591,299,652	169,591,299,652	-
- Other long-term receivables	308,314,244,812	308,314,244,812	-
3. Long-term financial investments	1,369,823,433,089	2,310,124,904,122	940,301,471,033
- Investment in subsidiaries	620,471,414,328	1,232,724,475,253	612,253,060,925
- Investment in associates and joints ventures	1,056,019,359,889	1,076,895,428,870	20,876,068,981
- Other long-term investments	505,000,000	505,000,000	-
- Provision for devaluation of long-term investments	(307,172,341,128)	-	307,172,341,128
4. Other long-term assets	4,279,369,410	4,635,685,929	356,316,519
- Long-term prepaid expenses	4,279,369,410	4,635,685,929	356,316,519
II. Current assets and short-term investments	1,289,305,464,782	1,338,582,682,340	49,277,217,558
1. Cash and cash equivalents	152,490,332,014	152,490,332,014	-
- Cash	37,490,332,014	37,490,332,014	-
- Cash equivalents	115,000,000,000	115,000,000,000	-
2. Short-term investments	-	-	-
3. Receivables	1,112,531,101,414	1,158,073,831,733	45,542,730,319
- Trade receivables	106,766,410,128	106,766,410,128	-
- Advance to suppliers	27,511,093,520	27,511,093,520	-
- Other receivables	380,796,927,065	380,796,927,065	-
- Short-term loan receivables	642,999,401,020	641,999,401,020	-
- Provision for doubtful debts	(45,542,730,319)	-	45,542,730,319
4. Inventories	23,790,796,829	27,483,607,215	3,692,810,386
- Inventories	23,916,655,675	27,483,607,215	3,566,951,540
- Provision for obsolete of inventories	(125,858,846)	-	125,858,846
5. Other current assets	493,234,525	534,911,379	41,676,854
- Short-term prepaid expenses	170,137,732	211,814,586	41,676,854
+ <i>Tools & Equipment</i>	170,137,732	211,814,586	41,676,854
- Taxes and State receivables	323,096,793	323,096,793	-
III. Goodwill	-	193,020,005,291	193,020,005,291

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Items	Book value	Approval revaluation value	Difference
1	2	3	4=3-2
1. From trademarks	-	191,519,795,021	191,519,795,021
2. From potential development of enterprise	-	1,500,210,270	1,500,210,270
IV. Value of land use rights	-	-	-
B. ASSETS NOT IN USE	827,385,169,308	827,385,169,308	-
I. Fixed assets and long-term investment	827,385,169,308	827,385,169,308	-
1. Tangible fixed assets	85,053,488,148	85,053,488,148	-
- Buildings & structure	11,994,593,500	11,994,593,500	-
- Machinery & equipment	785,114,933	785,114,933	-
2. Tools & equipment	-	-	-
3. Intangible assets	72,273,779,715	72,273,779,715	-
4. Long-term investments	111,523,814,526	111,523,814,526	-
5. Construction in progress	528,536,293,740	528,536,293,740	-
6. Investment properties	102,271,572,894	102,271,572,894	-
C. Assets not accounted for Enterprise value	-	-	-
D. Assets to be liquidated	307,289,116,196	307,289,116,196	-
I. Fixed assets and long-term investment	307,289,116,196	307,289,116,196	-
1. Tangible fixed assets	784,886,089	784,886,089	-
2. Long-term investments	56,823,500,000	56,823,500,000	-
3. Construction in progress	241,377,487,534	241,377,487,534	-
4. Investment property	8,303,242,573	8,303,242,573	-
TOTAL ASSETS (A+B+C+D)	4,282,185,039,885	5,481,066,810,968	1,198,881,771,083
TOTAL ACTUAL VALUE OF ENTERPRISE (item A)	3,147,510,754,381	4,346,392,525,464	1,198,881,771,083
E1. Actual liabilities	2,572,458,733,665	2,572,458,733,665	-
1. Liabilities	2,572,458,733,665	2,572,458,733,665	-
2. Liabilities not accounted for Enterprise value	-	-	-
E2. Actual non-business expenditure source	-	-	-
1. Non-business expenditure source	-	-	-
2. Non-business expenditure source not accounted for Enterprise value	-	-	-
TOTAL ACTUAL VALUE OF STATE - OWNED CAPITAL [A-(E1+E2)]	575,052,020,716	1,773,933,791,799	1,198,881,771,084

Source: Equitization plan of Protrade

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Summary of enterprise valuation results

- Total actual assets value of Protrade as of 31/12/2015:
 - Book value: VND 4,282,185,039,885
 - Revaluation value: VND 5,481,066,810,968
 - Difference: VND 1,198,881,771,083
- Total actual value of state-owned capital as of 31/12/2015:
 - Book value: VND 575,052,020,716
 - Revaluation value: VND 1,773,933,791,799
 - Difference: VND 1,198,881,771,084
- Asset value excluded when valuing the company as of 31/12/2015: 0 VND

1.7. Land use rights status

Pursuant to Decision 3027/QĐ-UBND issued by the People's Committee of Binh Duong Province dated 31 October 2017 on approving the land use plan of Protrade for equitization in which the company would be continuing to use the lands that was allocated and leased as prescribed with a total area of **2,554,492.5 m²** as follows:

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No	Name of land	Location	Area (m ²)	Start date	End date	Origin of land	Status	Land use post-equitization	Form of land use post-equitization	Note
1	Song Be Golf Resort	Binh Nham Ward, Thuan Giao, Thuan An Town, Binh Duong	1,040,000	1/9/1992	31/8/2042	Land lease, credit to joint venture capital contribution	Song Be Golf Resort	Song Be Golf Resort	Land lease with payment for the whole leased period.	Song Be Golf Resort manage, use
2	Song Be Golf Resort belt	Lai Thieu Ward, Thuan An Town, Binh Duong	16,583	n/a	n/a	Land lease with annual payment	Song Be Golf Resort belt	Song Be Golf Resort belt	Land lease with annual payment	
3 (*)	Binh Duong Service and Investment Complex (Thai Hoa Golf course)	Hoa Phu Ward, Thu Dau Mot, Binh Duong	1,450,101.8	1/6/2006	1/6/2056	Land allocation for fee collection	Thai Hoa Golf course	Thai Hoa Golf course	Land lease with payment for the whole leased period.	Protrade is transferring to Tan Thanh Investment & Development JSC for management and use.
4	Di An Ice factory	Dong Hoa Ward, Di An Town, Binh Duong	2,154.7	n/a	n/a	Land lease with annual payment	Di An ice factory	Di An ice factory	Land lease with annual payment	Protrade Co., Ltd manage, use
5	Vinh Phu Paper factory	Lai Uyen Commune, Bau Bang District, Binh Duong	45,653	n/a	n/a	Land lease with annual payment	Vinh Phu paper factory	Vinh Phu paper factory	Land lease with annual payment	Vinh Phu Paper Co., Ltd manage, use

Source: *Equitization plan of Protrade*

(*) Note: During the process of determining the enterprise value for equitization, the land plot at the Binh Duong Service and Investment Complex (Thai Hoa golf course) with an area of 1,450,101.8 m² is under procedures to transfer the land use right to Tan Thanh Development and Investment Joint Stock Company for its management and use in accordance with the contents of the joint venture contract. As a result, the land does not reevaluate its land use right and is excluded in the value of the Corporation for equitization. Therefore, the value of land use right is presented in Part B, Section I, Clause 5 – Construction in progress, when determining the value of the enterprise.

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As of 31/12/2017, Protrade has completed the transfer of land use right at Binh Duong Service - Investment Complex (Thai Hoa golf course) with an area of 1,450,101.8 m² to Tan Thanh Investment and Development Joint Stock Company. As a result, as of 31/12/2017, Protrade has only managed and used 4 land plots which have been leased by the State with the area of 1,104,309.7 m². Details are as follows:

No	Name of land	Location	Area (m ²)	Start date	End date	Origin of land	Status	Land use post-equitisation	Form of land use post-equitisation	Note
1	Song Be Golf Resort	Binh Nham Ward, Thuan Giao, Thuan An Town, Binh Duong	1,040,000	1/9/1992	31/8/2042	Land lease, credit to joint venture capital contribution	Song Be Golf Resort	Song Be Golf Resort	Land lease with payment for the whole leased period.	Song Be Golf Resort manage, use
2	Song Be Golf Resort belt	Lai Thieu Ward, Thuan An Town, Binh Duong	16,583	n/a	n/a	Land lease with annual payment	Song Be Golf Resort belt	Song Be Golf Resort belt	Land lease with annual payment	
3	Di An Ice factory	Dong Hoa Ward, Di An Town, Binh Duong	2,154.7	n/a	n/a	Land lease with annual payment	Di An ice factory	Di An ice factory	Land lease with annual payment	Protrade Co., Ltd manage, use
4	Vinh Phu Paper factory	Lai Uyen Commune, Bau Bang District, Binh Duong	45,653	n/a	n/a	Land lease with annual payment	Vinh Phu paper factory	Vinh Phu paper factory	Land lease with annual payment	Vinh Phu Paper Co., Ltd manage, use

Source: Equitization plan of Protrade

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1.8. Parent company, subsidiaries and affiliates of Issuer

1.8.1. Parent company:

- Owner of Binh Duong Producing and Trading Goods Corporation: the Party Committee of Binh Duong.
- Address: 17th Floor, Binh Duong Administrative Center, Le Loi Street, Hoa Phu Ward, Thu Dau Mot City, Binh Duong.
- Phone: 0274 3822705
- Fax: 0274 3822957
- Email: vpinhuy@binhduong.gov.vn

1.8.2. List of subsidiaries as of 31/12/2015:

No	Company name	Address	Charter capital (VND)	% Ownership	Contributed capital (VND)	% contribution	Main business activities
1	Vinh Phu Paper Co., Ltd	Cay San Hamlet, Lai Uyen Commune, Ben Cat, Binh Duong	20,000,000,000	100%	20,000,000,000	100%	Producing, trading paper and other paper products...
2	Palm Song Be Golf Company Limited	77 Binh Duong Boulevard, Thuan An, Binh Duong	259,331,601,540 (equivalent USD 12,408,210.6)	100%	259,331,601,540 (equivalent USD 12,408,210.6)	100%	Golf, restaurant service...
3	Thuan An General Trading JSC	Chau Van Tiep, Lai Thieu, Thuan An, Binh Duong	9,950,000,000	62,68%	9,950,000,000	62,68%	Trading petroleum of all kinds
4	KP Apparel Manufacturing Co.LTD	Cambodia	62,138,549,749	100%	62,138,549,749	100%	Producing and trading garments
5	Ben Cat Rubber Company Limited	Rach Bap Hamlet, An Tay Commune, Ben Cat Town, Binh Duong	19,800,000,000	100%	19,800,000,000	100%	Growing and processing rubber latex

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No	Company name	Address	Charter capital (VND)	% Ownership	Contributed capital (VND)	% contribution	Main business activities
6	Vifaco Limited Company	Hoa Long, Lai Thieu Ward, Thuan An Town, Binh Duong	11,845,000,000	100%	11,845,000,000	100%	Breeding
7	Binh Duong Tobacco Industries Services One Member Co., Ltd.	Le Hong Phong Street, Thu Dau Mot City, Binh Duong	64,123,477,889	100%	64,123,477,889	100%	Producing tobacco products
8	D&M Co., Ltd	Binh Thuan, Phan Thiet	6,000,000,000	100%	5,500,000,000	91.67%	Travel services.
9	Construction Investment Corporation 3/2	Nguyen Van Tiet, Lai Thieu Ward, Thuan An, Binh Duong	112,000,000,000	51%	112,000,000,000	51%	Exploiting sand, stone, gravel...

Source: *Equitization plan of Protrade*

As of 31/12/2017, Protrade has sold all shares at Construction Investment Corporation 3/2 through the stock market and completely transferred the entire subsidiaries' contributed capital of Protrade such as: Ben Cat Rubber Co. Ltd, Vifaco Co. Ltd and Binh Duong Tobacco and Industries Services One Member Co. Ltd to Binh Duong Project Management and Investment Co. Ltd pursuant to Decision 235-QĐ/TU of the Party Committee of Binh Duong dated 25 August 2016.

List of subsidiaries as of 31/12/2017 as follows:

No	Company name	Address	Charter capital (VND)	% Ownership	Contributed capital (VND)	% contribution	Main business activities
1	Vinh Phu Paper Co., Ltd	Cay San Hamlet, Lai Uyen Commune, Ben Cat, Binh Duong	20,000,000,000	100%	20,000,000,000	100%	Producing, trading paper and other paper products...
2	Palm Song Be Golf Company Limited	77 Binh Duong Boulevard, Thuan An, Binh Duong	259,331,601,540 (USD12,408,210.6)	100%	259,331,601,540 (USD12,408,210.6)	100%	Golf, restaurant service...
3	Thuan An General Trading JSC	Chau Van Tiep, Lai Thieu, Thuan An, Binh Duong	9,950,000,000	62.68%	9,950,000,000	62.68%	Trading petroleum of all kinds

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4	KP Apparel Manufacturing Co., Ltd (*)	Cambodia	62,138,549,749	100%	62,138,549,749	100%	Producing and trading garments
5	D&M Co., Ltd (**)	Binh Thuan, Phan Thiet	6,000,000,000	100%	5,500,000,000	91.67%	Travel services.
6	Protrade International One Member Co., Ltd	An Tay, Ben Cat, Binh Duong	621,240,000,000	100%	621,240,000,000	100%	Investing in infrastructure of industrial zone

Source: Equitization plan of Protrade

Notes:

(*) Protrade is processing for liquidation of KP Apparel Manufacturing Company Limited located in Kingdom of Cambodia.

(**) Protrade is transferring D&M Company Limited located in Phan Thiet City, Binh Thuan Province.

1.8.3. List of affiliates of issuer as of 31/12/2015:

No	Company name	Address	Charter capital (VND)	% Ownership	Contributed capital (VND)	% contribution	Main business activities
1	Dau Tieng - Viet Lao Rubber JSC	Laos	400,000,000,000	40%	400,000,000,000	40%	Planting and processing rubber latex
2	Phu My Development JSC	Hoa Phu Ward, Thu Dau Mot City, Binh Duong province	USD 55,000,000	35%	USD 50,677,593	29.46%	Golf, restaurant
3	Ascendas – Protrade Co., Ltd.	An Tay, Ben Cat Town, Binh Duong Province	621,240,000,000 (equivalent USD 30,000,000)	30%	621,240,000,000 (equivalent USD 30,000,000)	30%	Investment in infrastructure of industrial zone
4	FrieslandCampina Vietnam Co., Ltd.	Binh Duc, Binh Hoa Ward, Lai Thieu, Thuan An, Binh Duong	294,906,142,000	30%	294,906,142,000	30%	Producing and Trading milk and dairy products

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		Vinh Phu, Thuan An, Binh Duong	209,700,000,000	24%	209,700,000,000	24%	Health sector
5	Hanh Phuoc International Multi – Specialty Hospital JSC						
6	Prosper JSC	Nguyen Van Tiet, Lai Thieu Ward, Thuan An, Binh Duong	150,000,000,000	30.9%	150,000,000,000	30.9%	Production of plywood, lumber, construction timber, sawn, sawn timber
7	Tan Phu Investment Construction Co., Ltd.	Hoa Phu, Thu Dau Mot, Binh Duong	200,000,000,000	30%	63,500,000,000	2.36%	Real estate, high-end apartment
8	YCH Protrade Co., Ltd.	Dong An, Lai Thieu, Thuan An, Binh Duong	162,071,250,000 (equivalent USD 8,000,000)	30%	162,071,250,000 (equivalent USD 8,000,000)	30%	Transportation and logistics
9	Tan Thanh Investment & Development JSC	Hoa Phu, Thu Dau Mot, Binh Duong	480,000,000,000	30%	277,069,437,660	51.97%	Golf, restaurant
10	Binh Duong Industry & Services JSC	Hiep Thanh, Thu Dau Mot, Binh Duong	6,000,000,000	49%	4,380,000,000	44%	Investment advisory
11	Protrade Garment JSC	Binh Hoa, Lai Thieu, Thuan An, Binh Duong	120,000,000,000	48.89%	120,000,000,000	48.89%	Garments production and trading

Source: Equitization plan of Protrade

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As at 31/12/2017, Protrade has completed the following tasks:

- + Purchased 70% stake in Ascendas – Protrade Co., Ltd. from Ascendas Vietnam Properties Pte Ltd to increase ownership percentage to 100%. Ascendas – Protrade Co. Ltd. changed its name into Protrade International One Member Co., Ltd. after the transfer. The main business activity of this company is industrial infrastructure leasing.
- + Sold entire stake in Binh Duong Industry & Services JSC and in Tan Phu Investment - Construction Co., Ltd.
- + Invested in Hanh Phuc International Hospital JSC to raise its charter capital from VND1,224,794 billion to VND1,224,794 billion and accounted for 69.49% of new one. After that, Protrade transferred 45.49% of its stake to Hoan My Health Services JSC to reduce Protrade's ownership percentage to 24%.

Below is list of affiliates of Protrade as of 31/12/2017:

No	Company name	Address	Charter capital (VND billion)	% Ownership	Contributed capital (VND)	% contribution	Main business activities
1	Dau Tieng Viet Lao Rubber JSC	Laos	500,000,000,000	40%	500,000,000,000	40%	Planting and processing rubber latex
2	Phu My Development JSC	Hoa Phu Ward, Thu Dau Mot City, Binh Duong province	US\$55,000,000	35%	US\$55,000,000	35%	Golf, restaurant
3	FrieslandCampina Vietnam Co., Ltd.	Binh Duc, Binh Hoa Ward, Lai Thieu, Thuan An, Binh Duong	294,906,142,000	30%	294,906,142,000	30%	Trading and processing milk and dairy products
4	Hanh Phuc International Multi – Specialty Hospital JSC	Vinh Phu, Thuan An, Binh Duong	1,224,794,000,000	24%	1,224,794,000,000	24%	Health sector
5	Prosper JSC	Nguyen Van Tiet, Lai Thieu Ward, Thuan An, Binh Duong	150,000,000,000	30.9%	150,000,000,000	30.9%	Production of plywood, lumber, construction timber, sawn, sawn timber

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No	Company name	Address	Charter capital (VND billion)	% Ownership	Contributed capital (VND)	% contribution	Main business activities
6	YCH Protrade Co., Ltd.	Dong An, Lai Thieu, Thuan An, Binh Duong	162,071,250,000 (equivalent USD 8,000,000)	30%	162,071,250,000 (equivalent USD 8,000,000)	30%	Transportation and logistics
7	Tan Investment & Development JSC	Hoa Phu, Thu Dau Mot, Binh Duong	480,000,000,000	30%	277,069,437,660	51.97%	Golf, restaurant
8	Protrade Garment JSC	Binh Hoa, Lai Thieu, Thuan An, Binh Duong	120,000,000,000	48.89%	120,000,000,000	48.89%	Garments production and trading

Source: Equitization plan of Protrade

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2. The Corporation's business operation prior to the equitization

2.1. Revenue analysis

The Protrade's revenue breakdown is as follows:

Unit: VND million

Products/ Services	2013		2014		2015		2016		9M2017	
	Value	Percentage (%)	Value	Percentage (%)	Value	Percentage (%)	Value	Percentage (%)	Value	Percentage (%)
Revenue from product sales and services delivery	28,708	7.7%	29,933	6.2%	672,024	58.6%	568,062	52.2%	18,819	4.0%
Financial income	321,874	86.8%	342,244	70.1%	461,852	40.3%	520,233	47.8%	395,738	84.1%
Other income	20,357	5.5%	115,743	23.7%	12,260	1.1%	150	0.0%	56,158	11.9%
Total	370,939	100%	487,920	100%	1,146,136	100%	1,088,445	100%	470,715	100%

Source: Audited standalone FS for year ended 2013 – 2016, Management's FS for 9M2017

- Net revenue of 2014 slightly increased in comparison with 2013. Protrade ended its financial year 2015 with revenue of VND1,146 billion, recording a y-o-y growth rate of 2,245% due to extraordinary income from land compensation according to Joint Venture Agreement with Ascendas – Protrade Co., Ltd. In order to evaluate Protrade fairly via financial indicators, it is necessary to exclude this irregular item and take into account the net revenue from business activities which has been growing steadily over years.
- Financial income: This is basically income from investment activities in subsidiaries and associate companies. This income has been stable over years. However, in 2015, there was an increase in financial income due to Protrade's recognition of profit receivables from the joint venture with Friesland Campina Vietnam in accordance with the BOD's Resolution in December 2015. In 2016, financial income kept increasing due to actual interest received at the beginning of the year and Protrade's divestiture from 3/2 Construction Company, Trung Thanh JSC and Vinamilk.
- Other income is mainly income from property revaluation of contributed land use right and other income from land compensation in accordance with the Joint Venture agreement. These are extraordinary income and fluctuate every year.

2.2. Cost analysis

Cost breakdown by type of costs over the past years is as follows:

Unit: VND million

Costs	2013	2014	2015	2016	9M2017
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	Value	Percentage (%)	Value	Percentage (%)	Value	Percentage (%)	Value	Percentage (%)	Value	Percentage (%)
Cost of goods sold	21,626	12.9%	23,216	13.1%	670,901	71.9%	376,300	45.6%	15,446	10.9%
Financial expense	113,453	67.5%	81,857	46.1%	195,299	20.9%	414,944	50.2%	76,786	54.0%
Selling expense	887	0.5%	879	0.5%	957	0.1%	922	0.1%	645	0.5%
G&A expense	32,093	19.1%	68,948	38.8%	66,126	7.1%	29,540	3.6%	49,251	34.6%
Other expense			2,568	1.5%	1	0.0%	4,323	0.5%	160	0.1%
Total expense	168,059	100%	177,470	100%	933,284	100%	826,029	100%	142,288	100%

Source: Audited standalone FS for financial year ended 2013 – 2016, Management's FS for 9M2017

- Cost of good sold in 2016 accounts for the second largest portion in total production and operational costs of Protrade. Before 2015, it was quite stable with COGS/Net revenue ratio of 75% in 2013 and 78% in 2014. In 2015, cost of good sold increased sharply from VND23.2 billion in 2014 to VND670.9 billion due to additional cost of land transfer to Ascendas – Protrade Company. Therefore, COGS/Net revenue ratio increased to 98%.
- SG&A expense was the third largest amount in total 2016 production and operational costs. Protrade focuses on reducing this type of expense to optimise profit.
- Financial expense accounted for the highest amount in total costs in 2016. The reason behind it was that in recent years, Protrade has invested in several key projects such as acquisition of Golf Palm Song Be Company to make it a 100% subsidiary and other investments in joint venture and associate companies. In initial stage, these investments have not yet brought about profit for the Company, and Protrade hence had to book provision for impairment of these long-term investments, which pushed up financial expense in this period.

3. Financial situation and business performance prior to equitization

3.1. Financial indicators and business results over years

Unit: VND million

No	Indicator	2013	2014	2015	2016	9M2017
1	Revenue*	370,939	487,920	1,146,136	1,088,445	470,715
	%growth	-24%	32%	135%	-5%	
2	Total costs**	168,059	177,154	933,284	826,029	142,288
3	Profit before tax	202,880	310,767	212,852	262,416	328,427

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No	Indicator	2013	2014	2015	2016	9M2017
4	Profit after tax	202,575	310,767	212,852	226,017	317,195
	<i>Gross profit/Total revenue</i>	55%	64%	19%	24%	67%
5	Total Asset	3,297,474	4,213,902	4,282,185	4,640,355	4,555,752
	<i>Profit after tax/ Total asset</i>	6.15%	7.37%	4.97%	5.66%	6.96%
6	Owner's equity	1,007,552	1,722,369	1,785,434	1,770,610	2,087,805
	<i>ROE</i>	19.32%	22.77%	11.92%	14.82%	15.19%
7	Number of headcounts	166	176	185	182	183
8	Salary	20,892	20,398	30,607	32,381	25,382
9	Average income/ person/ month	9.69	8.68	12.97	13.96	10.47
10	Average income/ management officer/ month	36	43	43	40	32
11	Taxes and Payable to state budget	60,362	34,770	125,523	71,962	500,438
	-VAT	528	3,419	62,521	17,858	-
	- Corporate Income Tax	122	380		35,049	3,401
	- Personal Income Tax	1,637	1,540	2,155	344	244
	- Resource Tax	9	34	17	2	2
	- Land Tax + Excise	309	142	59,070	67	28
	- Others	57,757	29,255	1,760	18,641	496,763
12	Liabilities	2,919,922	2,491,533	2,433,369	2,869,745	2,467,947
	Short-term Liabilities	1,377,936	1,164,783	1,843,696	2,250,262	2,038,464
	<i>In which: overdue</i>	-	-	-	-	-
	Long-term Liabilities	1,541,986	1,326,750	589,673	619,483	429,483
	<i>In which: overdue</i>	-	-	-	-	-
13	Receivables	606,650	613,911	1,590,437	1,825,263	1,073,747
	<i>In which: bad debts</i>	6,600	33,713	45,543	13,815	13,815

Source: Audited standalone FS for financial year ended 2013 – 2016, Management's FS for 9M2017

(*) including net revenue, financial revenue and other revenue

(**) including Cost of goods sold, selling expenses, administration expenses, financial expenses and other expenses

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3.2. Assessment of the Corporation's business performance prior to equitization

3.2.1. General assessment

Over years, the Corporation has gradually developed its brands and expanded domestically and abroad. The Corporation, actively promotes technology development and innovations, selects high-end, high value, and less competitive product segments and frequently applies solutions to enhance production efficiency, expertise, and working capability..

Net revenue in 2013 increased by 115% y-o-y; profit before tax rose 80% y-o-y. In 2014, net revenue increased by 104% y-o-y, with profit before tax increasing 113% y-o-y. In 2015, net sales increased by 2,245% y-o-y; profit before tax increased 70% y-o-y. Net revenue growth was attributed to revenue from land clearance compensation of Ascendas - Protrade Limited Company; profit decline resulted from the Corporation adjusting its provisions for financial investment and receivables; however annual net revenue from production activities enjoys a growth of 109%.

3.2.2. Factors influencing the business operation results of the Corporation

The Corporation is one of the three "pillars" in the state owned economic sector in Binh Duong. Additionally, it is one of the highest reputational Groups in Binh Duong, in other Southeast provinces as well as in the country.

The Corporation has created stable exporting markets for a group of branded products accepted by the US, Western European countries, Japan, etc. Viz. garments, wood, and latex. Furthermore, the Corporation focuses on developing a range of products for domestic production and consumption, such as breeding stock and meat for commercial production, packaging, and ice production.

The Corporation service activities have strengthened its position in Binh Duong, in other Southeastern provinces, and in Ho Chi Minh City. These activities attract an increasing number of domestic and foreign customers and meet rising demands of customers and foreign investors in Binh Duong and the adjacent provinces.

Moreover, the Corporation experienced internal transformation during the course of its operations to achieve desirable results, as follows:

- In term of business strategy, the Corporation has constantly improved its business from the production of slippers, exported children's clothing, ice products, bamboo chopsticks, paper products, and processed wood exports to tourism services, real estate, and golf. Each business line is implemented different business strategies including cost leadership, product differentiation, or target customer segments specialization, or target geographic areas specialization. Quickly respond to the market needs for business strategy selection is one of the strengths of the Corporation.
- In term of production methodology, the Corporation seek to invest in modern production equipment to create high quality and raise productivity by prioritizing the import of modern machinery and equipment accompanied by worker training. The Corporation plans to continue attracting investment from clean energy industries and biotechnology to step by step modernize production lines.

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- In term of production structure, apart from product diversification strategy, the Corporation promotes trades and services. The Corporation invested 51% in Thuan An General Trading Company providing petroleum products, Song Be Golf Co., Happiness International Hospital, and D & M Tourism Co., Ltd.
- In term of corporate culture, the Corporation is the leader in the province of movements such as "Building a clean, beautiful and cultural office", "Studying from Uncle Ho", and "Improving foreign languages, business skills and professionalism". These movements reinforce a close-kit working environment and the commitment to work for the company in the long run.
- In term of asset restructuring, the Corporation has constantly innovated and established many affiliates and new factories, closed and dissolved inefficient companies no longer suitable for the market. The Corporation also separates and transforms business structure of its subsidiaries according to regulations and guidances of of the State.
- Regarding of selection and management of the portfolio, the Corporation focuses on significant industries together with value chain benefits while continuously reforming its investment structure if necessary.
- Regarding of the creation and allocation of capital resources, the Corporation increased the use of borrowings and capital from customers. Not only calling for domestic capital, the Corporation also strive to form joint venture with foreign organizations to increase financial strength and access to technology and modern management level.

Summary of the Corporation's key financial ratios

Indicators	2013	2014	2015	2016	9M2017
1. Liquidity ratio					
Current ratio (times)	1.31	0.69	0.70	0.60	0.43
Quick ratio (times)	0.48	0.69	0.69	0.54	0.36
2.Capital structure (%)					
Debt/ Total Asset	74%	59%	57%	62%	54%
Owner's equity/ Total Asset	26%	41%	43%	38%	46%
Debt/ Owner's equity (times)	2.90	1.45	1.32	1.62	1.18

Source: Audited standalone FS for financial year ended 2013 – 2016, Management's FS for 9M2017

3.3. The Corporation's position in the industry

The core business of the Corporation is to invest in subsidiaries and associates; therefore, the position of these companies will contribute to financial results of the Corporation compared to other companies.

The Corporation's investment portfolio is divided into two main groups as follows:

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3.3.1. Service industry:

3.3.1.1. Golf services:

Currently, the Group is investing in three golf service providers, including:

- **Palm Song Be Golf Company Limited (Owner of Song Be Golf Resort):** Operating since 1994, the Song Be Golf Resort was Vietnam's first international championship golf course and is widely regarded as one of the most challenging layouts in the country. In particular, the Desert course has an attractive, challenging and beautiful landscape compared to other golf courses in Vietnam. The 27-hole golf course was officially rated in accordance with the USGA/SGA requirements.
- **Phu My Development JSC (owner of Twin Doves Golf Club):** Twin Doves Golf Club is to be the first private and exclusive golf club in South of Vietnam with a truly "Member only" policy, which is dedicated to ensure the requirements of the privileged member. The 27-hole golf club was designed by P&Z Development which was chosen for their excellent work previously done in Vietnam.)
- **Tan Thanh Investment and Development JSC (owner of Harmonie Golf Park):** Located in Binh Duong New City, 30 km from Ho Chi Minh City, the 18-hole championship course was designed by Jim Engh – a world class golf designer. The Harmonie Golf Park is rated as one of the best golf course in Vietnam by IMG Prestige.

No.	Golf course's name	Location	Distance from HCMC (km)	Area (ha)	Number of golf holes	Estimated revenue 2017 (million VND)	Estimated Net losses 2017 (million VND)	Projected revenue 2018 (million VND)	Number of members
1	Song Be Golf Resort	Lai Thieu Ward, Thuận An, Bình Dương	25	104	27	128,000	(5,234)	145,825	1,058
2	Twin Doves Golf Club	Phu Hoa Ward, Thu Dau Mot City, Bình Dương	32	165	27	146,945	(65,000)	162,000	288
3	Harmonie Golf Park	Phu Hoa Ward, Thu Dau Mot City, Bình Dương	32	145	18	Under testing stage	Under testing stage	n/a	750 (expected)
4	Viet Nam Golf & Country Club	Long Thanh My Ward, District 9, HCM City	20	300	36	n/a	n/a	n/a	n/a

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No.	Golf course's name	Location	Distance from HCMC (km)	Area (ha)	Number of golf holes	Estimated revenue 2017 (million VND)	Estimated Net losses 2017 (million VND)	Projected revenue 2018 (million VND)	Number of members
5	Long Thanh Golf Resort	Phuoc Tan Commune, Bien Hoa City, Dong Nai	30	350	36	n/a	n/a	n/a	Around 1,000

Source: Protrade

3.3.1.2. Hanh Phuc International Hospital

Hanh Phuc International Hospital started receiving the first patients on 3rd January 2011 and aims to be the leading private health care provider for women and children in Vietnam and in the region. Hanh Phuc International Hospital is the first Singaporean Standard Hospital in Vietnam

No	Company	Location	Area (ha)	Number of beds	Estimated revenue 2017 (million VND)	Estimated net income 2017 (million VND)	Projected revenue 2018 (million VND)	Intensive Services
1	Hanh Phuc International Hospital	Thuan An, Binh Duong	1.4	260	424,000	5,800	480,000	comprehensive health and medical services for women and children
2	Becamex International Hospital	Thuan An, Binh Duong	12.76	300	n/a	n/a	n/a	General medical examination and treatment services

Source: Protrade

3.3.1.3. Logistic Services

YCH Protrade Company Limited is a joint venture between the YCH Group and the Protrade Corporation, the YCH Protrade DistriPark is located in the Binh Duong Province and is one of the most modern warehouses in Vietnam strategically-located behind the Song Than IP and Vietnam Singapore Industrial Park and just 17km from the Tan Son Nhat International Airport. Hi-tech and eco-friendly, this DistriPark is the first to be LEED-certified (issued by the US Green Building Council) in Vietnam.

PROSPECTUS – INITIAL PUBLIC OFFERING



No.	Company	Location	Owned Warehouse Area (m ²)	Available Warehouse management (m ²)	Estimated revenue 2017 (million VND)	Estimated net income 2017 (million VND)	Projected revenue 2018 (million VND)
1	YCH Protrade	Nearby Song Than and VSIP industrial zone, 17 km away from Tan Son Nhat International Airport.	69,000	100,000	604,000	27,500	845,600

Source: Protrade

3.3.1.4. Industrial infrastructure leasing

Protrade International Tech Park (PITP) is located in the general urban area of An Tay Industrial and Service Complex. Besides offering a flexible choice of industrial spaces from prepared land parcels, PITP also offers ready-built or built-to-order facilities to its customers.

No	Industrial zone	Distance from industrial zone to HCMC (km)	Area (ha)	Utilisation Ratio	Customer	Estimated revenue 2017 (million VND)	Estimated net income (million VND)	Projected revenue 2018 (million VND)	Conveniences
1	Protrade International Tech Park	40	500	75%	Japan, Taiwan, Vietnam.	240,000	50,000	not yet disclosure	Residential area, Industrial zone
2	VSIP II Open Industrial Zone	35	1,000	80%	Taiwan, China, Vietnam	n/a	n/a	n/a	Residential area, Logistics area, Industrial zone
3	Nam Tan Uyen Open Industrial Zone	60	289	100% (expand 20 ha in 2018)	Taiwan, China, Vietnam	146,113	142,481	not yet disclosure	Industrial zone
4	Song Than 3 Industrial Zone	35	530	70%	Taiwan, China, Vietnam	n/a	n/a	n/a	Industrial zone
5	Dat Cuoc Industrial Zone	50	553	A Area: 80%; B Area: in progress	Japan, Korea, Taiwan, Malaysia, Vietnam	n/a	n/a	n/a	Commercial-service area, Residential area, Industrial zone

Source: Protrade

PROSPECTUS – INITIAL PUBLIC OFFERING



3.3.2. Manufacturing industry

3.3.2.1. Interior furniture manufacturing

Prosper JSC's main business is producing interior furniture for exporting 100% to Japanese market. Besides, the Company is also investing in some areas such as health care, golf service, rubber tree planting and financial investments.

No	Company	Factory Area	Scale	Products	Customer s/ Market	Charter Capital 30/9/2017 (million VND)	Revenue 9M.2017 (million VND)	Net Income 9M.2017 (million VND)	Projected revenue 2018 (million VND)
1	Prosper JSC	58,000 m2	3,000 container 40ft per year	TV cabinets, kitchen cabinets, tables and chairs	Japan, Taiwan, China	150,000	352,000	20,000	558,000
2	Truong Thanh Furniture Corporation	8 factories with a total area of about 400,000 m2.	5,500 container 40ft per year	Interior and Exterior Furniture, Flooring and Particle Board	Europe, America, Australia	1,446,078	756,176	4,144	Not yet disclosure
3	Duc Thanh Wood Processing JSC	2 factories with a total area of about 38,000 m2.	10,000 m3 of finished wood products annually	Kitchen, home appliances, tables and chairs, children's toys	England, France, German, America, Japan, and Korea	149,094	267,337	79,272	Not yet disclosure

Source: Protrade

3.3.2.2. Garment

Protrade Garment JSC specializes in producing dress shirts and jeans with a total capacity of over 10 million units per year. Protrade Garment JSC holds a leading position in Vietnam garment exports and a competitive position in the international market.

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No	Company	Production Capacity	Annual yield (Million)	Product type	Number of employees (person)	Charter Capital 31/12/2017 (million VND)	Estimated revenue 2017 (million VND)	Estimated net income 2017 (million VND)	Projected revenue 2018 (million VND)
1	Binh Duong Garment Joint Stock Company	4 factories with 17 sewing lines.	10	Jeans, shirts	2,500	120,000	1,153,000	44,000	1,400,000
2	Sai Gon 3 Garment Joint Stock Company	6 factories with 38 sewing lines	10	Jeans, khaki and sports pants	2,800	230,000	1,963,000	67,000	n/a

Source: Protrade

3.3.2.3. Milk production

FrieslandCampina Vietnam is a joint venture established in 1995 in Vietnam between Protrade and Royal FrieslandCampina - the leading dairy company in the Netherlands with 140 years of global operations.

No.	Company	Scale of dairy cows 2017	Purchased volume (ton / day)	Products	Charter Capital 30.09.2017 (million VND)	Revenue 9M.2017 (million VND)	Net Income 9M.2017 (million VND)	Projected revenue 2018 (million VND)
1	FrieslandCampina Vietnam	n/a	170	Milk, yogurt, milk powder, condensed milk	295,000	7,070,968	653,219	10,122,000
2	Vinamilk	140,000	750	Milk, yogurt, milk powder, condensed milk, soft drinks, ice cream, cheese, soy milk	14,514,000	38,691,000	8,549,000	Not yet disclosure
3	TH Corporation	45,000	n/a	Herbal drinks, cheese, butter, milk, yoghurt.	n/a	n/a	n/a	n/a

Source: Protrade

3.3.2.4. Paper manufacturing

Vinh Phu Paper Company Limited was established in 1979 with the strength of producing pulp from local materials such as bamboo and bambusa balcooa. By 1985, the company shifted to manufacturing paper packaging industry to date.

PROSPECTUS – INITIAL PUBLIC OFFERING



TT	Company	Annual capacity (ton)	Product	Charter capital 31.12.2017 (million VND)	Estimated revenue 2017 (million VND)	Profit before tax 2017 (million VND)	Projected revenue 2018 (million VND)
1	Vinh Phu Paper Company Limited	23,000	Carton board	20,000	215,596	20,108	212,750

Source: Protrade

U/2/2017/CT
U/2/2017/CT
U/2/2017/CT

PROSPECTUS – INITIAL PUBLIC OFFERING



PART V: THE CORPORATION'S INFORMATION POST EQUITIZATION

1. Introduction

1.1. General information

- Vietnamese name:
TỔNG CÔNG TY SẢN XUẤT - XUẤT NHẬP KHẨU BÌNH DƯƠNG - CÔNG TY CỔ PHẦN
- English name: BINH DUONG PRODUCING AND TRADING GOODS CORPORATION
- Abbr name: PROTRADE
- Headquarter: A128, 3-2 Street, Đông Tu Quarter, Lai Thieu Ward, Thuan An Town, Binh Duong Province
- Phone: 0274 3755243 Fax: 0274 3755040
- Website: www.protrade.com.vn
- Logo:



1.2. Legal form

After equitisation, Binh Duong Producing and Trading Goods Corporation will operate under the form of joint stock company, in compliance with Enterprise Law No. 68/2014/QH13 approved by the Parliament of the Socialist Republic of Vietnam dated 26 November 2014.

1.3. Anticipated business activities post equitization

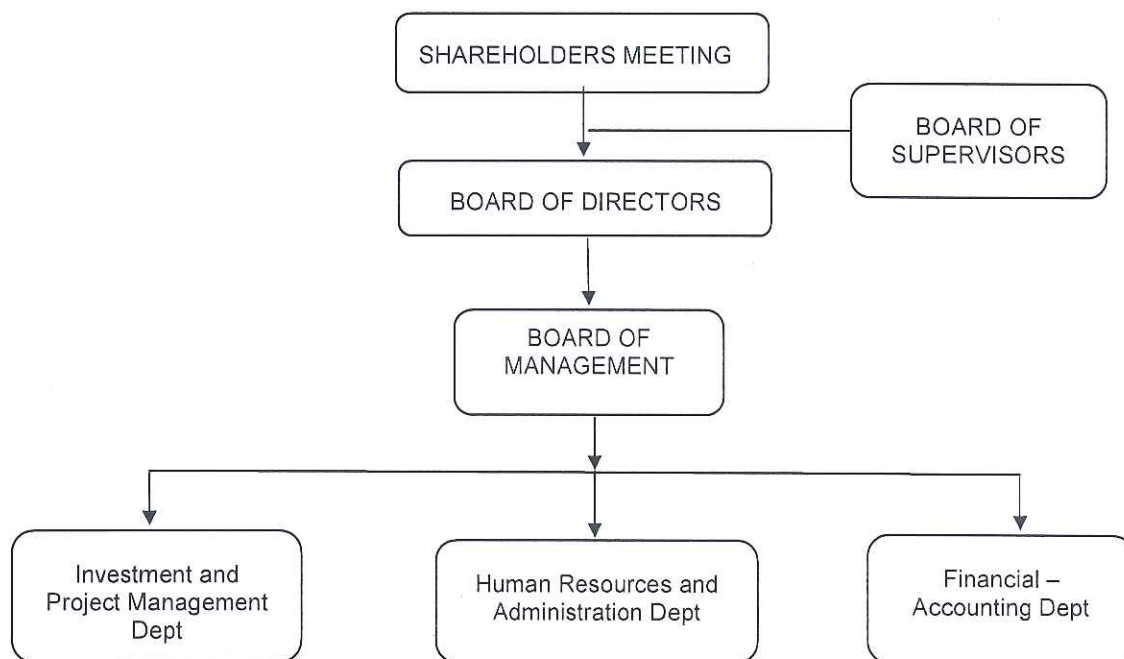
The Corporation's business activities will remain unchanged and will add other business lines according to the law in force.

1.4. Organizational structure

The principles of organizing the executive apparatus are simple, qualified and efficient, ensuring strong operational management performance throughout the enterprise.

- Board of Directors: 07 persons
- Financial – Accounting Dept: 06 persons
- HR and Administration Dept: 07 persons
- Investment and Project Management Dept: 07 persons
- Supporting Dept: 61 persons
- M&E factory: 42 persons

Organizational structure of the corporation post equitization:



Source: Equitisation plan of Protrade

2. Investment projects

After equitising and acquiring new resources from strategic investors and others investors, the Corporation continues to pool its internal human resources as well as mobilize resources from outside in order to invest in focused projects for the next 5-year period. The specific investment projects of the Corporation and its subsidiaries/ associates after equitization are as follows:

1. PROTRADE INTERNATIONAL ONE MEMBER CO., LTD

The Corporation continues to implement the project of expanding industrial zone by 600 hectares, increasing the total area of the whole industrial zone to 1,100 hectares and commercial - service area project in An Tay Industrial and Service Complex.

2. VINH PHU PAPER COMPANY LIMITED

The Corporation will invest in new machinery and equipments imported mainly from Europe and Taiwan.

3. BINH DUONG GARMENT JOINT STOCK COMPANY

The Corporation continues to invest in modern machinery and equipment and improve the labor skills with the aim to expand the market to Japan & European.

4. YCH - PROTRADE CO., LTD

The Corporation continues to invest in the second phase with an area of 2.9 hectares of mixed storages, including cold storages and conventional storehouses (existing warehouse was leased and operated at

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over 70% capacity in the first phase with an area of about 4 hectares). The Corporation will invest more in logistics to promote the transportation of products and materials.

3. The Corporation's financial performance plan post-equitization:

Unit: VND million

No.	Indicator	2018	2019	2020
1	Revenue	1,262,000	1,323,000	1,139,000 *
	<i>Growth</i>		5%	-14%
2	Net profit after tax	164,800	173,800	183,300
	<i>NPAT / Revenue</i>	13%	13%	16%
	Funding	41,200	43,450	45,825
	- Development Fund (15%)	24,720	26,070	27,495
	- Welfare Fund (10%)	16,480	17,380	18,330
	Profit Distribution	123,600	130,350	137,475
	<i>Dividend ratio (%)</i>	4.12%	4.35%	4.58%
3	Charter Capital	3,000,000	3,000,000	3,000,000
	<i>Net Profit / Charter Capital</i>	5.49%	5.79%	6.11%
4	Employees (persons)	126	126	126

Source: Equitisation plan of Protrade

(*) **Note:** Consolidated revenue in 2020 falls down 14% y-o-y, mainly due to a decrease in land rental revenue of Protrade International Industrial Park as its full capacity under the business plan.

Execution plan:

In order to achieve the post-equitization business plan, the Group continues to strengthen its organizational structure and enhance the operational efficiency of its subsidiaries, joint ventures / associates, as follows:

➤ For subsidiaries:

▪ PROTRADE INTERNATIONAL ONE MEMBER CO., LTD

- ✓ Continuing to organize investment promotion programs in Taiwan, Japan, Korea, Europe, etc. to attract investment from leading enterprises employing clean-green criteria which are in line with the philosophy of Protrade International Limited Company.
- ✓ Increasing investment in commercial and service land areas and facilities such as pre-fabricated buildings, on-demand workshops, offices for lease, commercial and worker housing.

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- ✓ Investing in logistic services to fully facilitate investors, enhancing the value of services and trademarks for them in industrial zone.
- **VINH PHU PAPER COMPANY LIMITED**
 - ✓ Market expansion, quality improvement and product diversification.
 - ✓ Investment in new machinery and equipment imported mainly from Europe and Taiwan.
- **GOLF PALM SONG BE CO., LTD**
 - ✓ Renovate and upgrade Palm Song Be golf course in order to attract golfers to experience high class and unique golf services.
 - ✓ Put Harmonies Golf Park into operation in the near future to diversify options for golfers. Golfers in Binh Duong will have opportunities to experience 3 different golf course designs with various sales incentives which few golf courses in the country have.
 - ✓ Investigate the potential of real estate projects in every golf course such as 4-5 star standard hotel, high-end residential area, building apartment, mixed residential and commercial complex, international conference and exhibition center.
- **For affiliates and associates:**
 - **BINH DUONG GARMENT JOINT STOCK COMPANY**
 - ✓ Continue to invest in modern machinery and equipment, improve labor skills to expand the market to Japan, Europe, etc. and to anticipate the Comprehensive Partnership and Transpacific Progression Agreement (CPTPP).
 - **HANH PHUC INTERNATIONAL HOSPITAL JSC**
 - ✓ Improve the quality of medical care services, and invest in high quality machinery and equipment to meet increasing demands of customers.
 - ✓ Become a leading hospital in Vietnam and Asia providing comprehensive healthcare and medical services for women and children through the cooperation with Hoan My Healthcare Service Joint Stock Company.
 - **YCH - PROTRADE CO., LTD**
 - ✓ Continue to invest in the second phase with an area of 2.9 hectares of mixed storages, including cold storages and conventional warehouses (existing warehouses were leased and operated over 70% capacity in the first phase with an area of about 4 hectares) to deliver warehouse management and operation for TH milk, Pernod Ricard, Pepsi, General Motor, etc. The Company will invest more in logistics to promote the transportation of products and materials.
 - **FRIESLANDCAMPINA VIETNAM CO., LTD**
 - ✓ Research to introduce new products with high nutrition meeting the tastes of Vietnam market; focus on expanding production and market share.

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▪ PROSPER JOINT STOCK COMPANY

- ✓ Apart from the main field of interior furniture exporting to Japan, Prosper JSC is looking forward to take the domestic market share in America and Europe. As a result, the company continues to invest in machinery, equipment and modern production lines meeting the increasing standards and requirements of Japanese, American and European markets, focus on high quality human resources investment, create designs to meet the consumer tastes, and improve product quality. Additionally, Prosper JSC seeks to develop as a multi-sector company, of complementary industries that create a closed value chain to increase shareholder value.

4. Charter capital and charter capital structure

4.1. Charter capital

The actual value of the State capital for equitization at Binh Duong Producing and Trading Goods Corporation as of 31/12/2015 was VND1,773,933,791,799. However, from then to year 2017, undistributed profit after tax was retained. As a result, the Provincial Standing Committee has agreed to raise the owner's capital to VND3,000 billion from profit after tax when determining the charter capital for equitization in accordance with Announcement No.376-TB/TU dated 4 December 2017 of the Binh Duong Provincial Party Committee.

Charter capital: VND3,000,000,000,000 (Three trillion Vietnam dong), equivalent to 300,000,000 common shares with par value of VND10,000 per share.

Based on Decision No.3332/QĐ-UBND dated 18 December 2015 of the People's Committee of Binh Duong Province on the equitization of Binh Duong Producing and Trading Goods Corporation and Decision No.3706/QĐ-UBND of the Provincial Party Committee of Binh Duong approving the equitization plan of Binh Duong Producing and Trading Goods Corporation, the initial charter capital structure is as follows:

- The state capital for equitisation accounts for 50% of VND1,500 billion.
- Shareholder capital for equitisation accounts for 50% of VND1,500 billion.

4.2. Charter capital structure

Expected charter capital is as follows:

No	Shareholders	Number of common shares (shares)	Par Value (VND)	Percentage (%)
1	The State	150,000,000	1,500,000,000,000	50.00
2	Seniority in the public sector	272,600	2,726,000,000	0.09
2.1	Working commitment to the State post equitization	110,700	1,107,000,000	0.04
2.2	Working commitment to the	161,900	1,619,000,000	0.05

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	<i>Company post equitization</i>			
3	Strategic investors	119,727,400	1,197,274,000,000	39.91
4	Other investors	30,000,000	300,000,000,000	10.00
Total		300,000,000	3,000,000,000,000	100.00

Source: Equitisation plan of Protrade

4.3. Types of shares

All shares of the Company at the time of establishment will be common shares according to Decree 59/2011/ND-CP.

All transfers and inheritances of shares need to adhere to the Company's charter and all other relevant regulations.

PART VI: THE PUBLIC OFFERINGS

1. The offerings

According to approved equitization plan, the investors and offering mechanism will be as follows:

No	Investors	Offering price	Number of offering shares	% of charter capital
1	Employees who are entitled to buy shares at the preferential price		272,600	0.09%
1.1	<i>Seniority in the public sector</i>	<i>60% of the minimum successful bidding price of the public auction</i>	110,700	0.04%
1.2	<i>Working commitment to the Company post equitization</i>	<i>At selling price to strategic investors</i>	161,900	0.05%
2	Strategic investors	<i>At the lowest successful bid</i>	119,727,400	39.91%
3	Investors participating in the auction process	<i>Starting price for bidding at VND12,000 per share</i>	30,000,000	10.00%
Total			150,000,000	50.00%

Source: Equitisation plan of Protrade

1.1. Offering to employees

1.1.1. Employees who are entitled to buy shares at the preferential price thanks to their seniority in the public sector:

Pursuant to Item 1 Article 48 Decree 59/2011/ND-CP dated 18/07/2011 of the Government on transformation of enterprises with 100% state capital into joint-stock companies, the offer price to the

PROSPECTUS – INITIAL PUBLIC OFFERING



employees in such case is regulated so that *“Employees whose name are in the list of regular employees as of the date of equity valuation announcement are entitled to buy a maximum amount of 100 shares for each year of working in the State sector at 60% of the minimum succesful bidding price of the public auction (in the event that the IPO takes place before the offering to strategic investor(s)); or at 60% of the minimum successful selling price to strategic investor(s) (in the event that the offering to strategic investor(s) takes place before the IPO). Details are as follows:*

- Total number of employees in the regular employees list of the Company as of 30/11/2017 (the date of Protrade equity valuation announcement for equitization by the Binh Duong People’s Committee: 136 employees, of which 27 employees are not entitled to buy at preferential price in accordance with the seniority in the public sector due to lack of required working time.
- Total working time of the employees who are entitled to buy shares in accordance with the seniority in the public sector: 1,107 years
- Expected timing for the offering to the employees: after the auction date
- Price: **60% of the minimum successful bidding price.**

1.1.2. Employees who buy additional shares with working commitment to the Company post equitization

Pursuant to Item 2(c) Article 48 Decree 59/2011/NĐ-CP dated 18/07/2011 of the Government on transformation of enterprises with 100% state capital into joint-stock companies, the right of purchasing additional shares is regulated as follows: *“An additional two hundred (200) shares for each year the employee commits to work for the Company post equitization, with maximum two thousand (2,000) shares for each employee, For employees who are experts with high professional skills shall be entitled to purchase additional five hundred (500) shares for each year they commit to work for the Company post equitization, with maximum five thousand (5,000) shares for each employee. The Company under the equitization plan shall, based on its sector and business lines, formulate and decide criteria for identifying who are the experts with high professional skills which must be approved by the general meeting of the employees before equitization”*

- Total employees who registered to buy additional shares with working commitment: 69 employees with 161,900 shares, equivalent to total par value of VND 1,619,000,000 (One billion six hundred and nineteen million vietnam dong), accounting for 0.05% of the charter capital.
- Expected timing for offering to the employees: after the auction date.

Pursuant to Item 2(c) Article 48 Decree 59/2011/NĐ-CP, the offer price to the employees in such case is regulated as that *“The preferential rate for additional shares offered to employees, pursuant to Point b Item 2 Article 48 Decree 59/2011/NĐ-CP dated 18/07/2011 by the Government, is determined using the minimum successful bidding price (in case of that the IPO takes place before the offering to strategic investor(s) or equal to the minimum successful selling price to strategic investor(s) (in case of that the offering to strategic investor(s) takes place before the IPO)”*.

Therefore, the offer price to employees in this case shall be equal to the **minimum successful bidding price** as the IPO takes place before the offering to strategic investors.

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1.2. Offering to strategic investors:

In accordance with the approved equitization plan, total number of shares offered to strategic investor is 119,727,400 shares, equivalent to VND1,197,274,000,000 (One thousand one hundred and ninety seven billion, two hundred and seventy for million Vietnam Dong), accounting for 39.91% of the charter capital.

List of strategic investors:

Unit: VND million

No	Investor	Address	Total Equity as of 31/12/2016	Total Assets as of 31/12/2016	% of the charter capital
1	SAM Holding JSC	152 / 11B Dien Bien Phu, Ward 25, Binh Thanh Dist., HCMC	2,425,192	3,664,556	13.00%
2	U & I Investment JSC	No. 9 Ngo Gia Tu Str. Thu Dau Mot, Binh Duong	477,410	529,150	6.00%
3	Development Co. Ltd	123 Bui Van Binh, Phu Loi Ward, Thu Dau Mot Town, Binh Duong	87,695	475,772	20.91%

Source: Equitisation plan of Protrade

The offer price to strategic investors shall be equal to the **minimum successful bidding price**.

1.3. Investors participating in the auction process:

- Public offering shares: 30,000,000 shares, equivalent to VND300,000,000,000 (Three hundred billion Vietnam Dong), accounting to 10% of the charter capital.
- Timing: **March 2018**
- The offering of shares to the public will be conducted in the form of public auction through Ho Chi Minh Stock Exchange (HOSE)
- Auction participants: local and foreign individuals and institutions in accordance with the law
- The starting price for bidding: **VND12,000** per share.

2. Use of proceeds

2.1. Management and use of the proceeds

The management and use of proceeds from equitization shall comply with article 42 of Decree 59/2011/ND-CP and section III of the Circular 196/2011/TT-BTC.

The remaining proceeds from the sale of the State capital will be deposited into the Rearrangement and Development Enterprise Fund. Details as follows:

PROSPECTUS – INITIAL PUBLIC OFFERING



No	Content	Cost (VND)
A.	Direct expenses at the enterprise	820,000,000
1	Expenses for professional training on enterprise equitization	-
2	Expenses for inventory and assessment of asset valuation	-
3	Expenditures of Labor Congresses to conduct equitization	-
4	Expense for information dissemination and information disclosure	-
5	Expenses of the first shareholder meeting	500,000,000
6	Cost of holding auction *	300,000,000
7	Newspaper cost	20,000,000
B.	Expenses for hiring consultants to determine the value of enterprise and hiring consultants to sell shares	2,050,000,000
1	Expenses for hiring consultants to determine the value of enterprises	950,000,000
2	Expenses for hiring consultants to set up equitization and auction plans	1,100,000,000
C.	Operating expenses and remuneration Steering Committee for Equitization and Assisting Team	986,000,000
1	Remuneration of the Steering Committee	637,500,000
2	Remuneration of the assistant team	351,000,000
	TOTAL	3,856,000,000

Source: Equitization plan of Protrade

(*) Costs of organizing the auction to pay for Ho Chi Minh Stock exchange is determined at 0.3% on the total value of shares offered successfully but at least 20,000,000/auction and shall not exceed VND300,000,000/auction as stipulated in Circular 09/2014/TT-BTC dated 16/01/2014.

3. Risk analysis

3.1. Economic risks

The domestic Vietnamese and global economy are affected by many factors and these have led to instability in recent years. These have a significant impact on business activities of enterprises in general and of the Corporation in particular.

However, there are the signs of recovery in Vietnam's economy as GDP growth has been steady recording 5.98% in 2014, 6.68% in 2015, 6.21% in 2016 and 6.81% in 2017. The inflation rate is under control at 4.74% in 2016 and under 4% in 2017, contributing to the a positive operating environment.

3.2. Legal risk

Legal risk arises from any failure to apply and adhere to legal regulations in time during operations.

PROSPECTUS – INITIAL PUBLIC OFFERING



Vietnamese Legal system and sub-law documents are still subject to change and historical amendments have led to many changes and there may be legal grey areas which will affect the business operations of the Corporation.

Therefore, to minimize the risks arising in relation to the legal elements of the operation, the Corporation always monitors, research and updates the legal documents related to its activities and hires consultants for legal matters.

3.3. Specialization risks

The core business of the Corporation is to invest in subsidiaries and associates. As such, the risks that affect the operations of these companies also affects the results of the Group's operations and financial status.

The benefit of the investment in subsidiaries and associates is dividends or profits distributed and even losses from the above companies. Dividend and profit or loss depend on the results of business operations as well as development prospects of the corporations that the Corporation is investing. As a parent company and major shareholder, the Corporation will optimize its resources and capabilities to support and direct the business operations of its subsidiaries and associates. This helps to improve the business results of these companies and thus benefits the parent Corporation.

3.4. Risk relating to the Offerings

An Initial Public Offering (IPO) involves a significant risk of offered shares remaining unsold. The successful offering depends on many factors such as the Vietnam's volatile stock market at the auction time, investor sentiment as well as the attractiveness of the Corporation's shares. Therefore, there is the risk of some or all of the shares remaining unsold. Other risks

In addition to the risks mentioned above, the Corporation's operations may be affected by natural disasters including earthquakes, epidemics, floods, etc. which may occur and damage the Corporation's assets as well as affect business operations. These risks are rare but upon occurrence can cause huge losses in terms of material and human resources as well as the business operations of the Corporation.

PART VII: CONCLUSION

This Prospectus is prepared to provide information to investors in order for them to evaluate assets, capital, financial performance and the business outlook of the Corporation before deciding whether to register to purchase shares.

This Prospectus is prepared based on approved equitization plan by the People's Committee of Binh Duong Province and the information and data are provided by the Corporation for transparency and for protecting investors' legitimate interest. The valuation, selection of information and the wording in this Prospectus has been carefully selected based on information and data provided by the Corporation.

We do not analyse nor make any comments to imply the value of shares. The investors should make an investment decision based on their own opinions and the responsibility resides with them. Therefore, we respectfully request investors to learn more information about the business and ensure that the transaction will be paid in legally sourced money and with legitimate authority, in accordance with the provisions of current law.

PROSPECTUS – INITIAL PUBLIC OFFERING



PART VIII: CONSENTS AND RESPONSIBILITY STATEMENT

1. Equitization Steering Board

- Mr. Tran Thanh Liem Chairman of the People's Committee of Binh Duong - Head of Steering Board
- Mr. Tran Nguyen Vu Chairman and General Director of Binh Duong Producing and Trading Goods Corporation – Acting Deputy Head
- Mr. Ngo Dung Phuong Head of Finance Department Party Office City Party Committee – Member
- Mrs. Nguyen Kim Lien Director of Enterprise Finance Department - Member
- Mr. Pham Van Tuyen Deputy Director of the Department of Labor, Invalids and Social Affairs – Member
- Mr. Huynh Cong Phat Deputy General Director of Binh Duong Producing and Trading Goods Corporation – Member
- Mr. Huynh Thanh Hai Deputy General Director of Binh Duong Producing and Trading Goods Corporation – Member
- Mr. Pham Xuan Ngoc Deputy Director of Department of Natural Resources and Environment – Member

2. Issuer

- Mr. Tran Nguyen Vu Chairman and General Director of Binh Duong Producing and Trading Goods Corporation

3. Financial Advisor

- Mr. To Hai CEO of VietCapital Securities JSC

Binh Duong, dated February 2018

**BINH DUONG PRODUCING AND
TRADING GOODS CORPORATION**

**REPRESENTATIVE OF EQUITIZATION
STEERING BOARD**

CHAIRMAN cum GENERAL DIRECTOR



TRAN NGUYEN VU



TRAN NGUYEN VU