

No: 516 /QĐ-HĐTV

*Ho Chi Minh City, 11 December 2015*

## DECISION

**On approval of documents to be submitted by Investors when registering for strategic shareholder of the Parent company – Airports Corporation of Vietnam and table of self-declared documents, Investor's qualification according to selection criteria for strategic shareholder**

### HEAD OF EQUITIZATION STEERING COMMITTEE PARENT COMPANY – AIRPORTS CORPORATION OF VIETNAM

Based on Decision 837/QĐ-BGTVT dated 24/3/2014 by Ministry of Transport on the establishment of equitization steering committee for the Parent company – Airports Corporation of Vietnam;

Based on Decision 1710/QĐ-TTg dated 06/10/2015 by the Prime Minister on the approval of equitization plan for the Parent company – Airports Corporation of Vietnam;

Based on Decision 4225/QĐ-BGTVT dated 27/11/2015 by Ministry of Transport on the approval of criteria, procedure on selection of strategic investors, stock offer plan to strategic investors when implementing the equitization of the Parent company – Airports Corporation of Vietnam;

Considering request by Airports Corporation of Vietnam in the letter 4640/TTr-TCTCHKVN dated 11/12/2015 on the approval of documents to be submitted by Investors when registering for strategic shareholder of the Parent company – Airports Corporation of Vietnam and table of self-declared documents, Investor's qualification according to selection criteria for strategic shareholder,

## DECISION

**Article 1:** Approve documents to be submitted by Investors when registering for strategic shareholder of the Parent company – Airports Corporation of Vietnam (details at Annex 01 attached to this Decision) and table of self-declared documents, Investor's qualification according to selection criteria for strategic shareholder approved by Ministry of Transport (details at Annex 02 attached to this Decision).

**Article 2:** Airports Corporation of Vietnam base on this decision to declare documents to be submitted by Investors when registering for strategic shareholder of the Parent company – Airports Corporation of Vietnam and table of self-declared documents, Investor's qualification according to selection criteria for strategic shareholder on the official website of Airports Corporation of Vietnam and request to declare on Ministry of Transport's official website.

**Article 3:** This Decision is effective from the date of signing.

Members of equitization steering committee for the Parent company – Airports Corporation of Vietnam; Chairman, General Director of Airports Corporation of Vietnam are responsible for implement this Decision./.

**Addressee:**

- As in Article 3;
- Ministry of Transport;
- For filing.

**ON BEHALF OF EQUITIZATION STEERING COMMITTEE  
HEAD OF COMMITTEE**

**GUIDELINE ON INVESTOR'S DOCUMENTS REQUIRED WHEN REGISTERING  
FOR STRATEGIC SHAREHOLDER OF AIRPORTS CORPORATION OF VIETNAM**

**I. DOCUMENT CHECKLIST**

No.	Document Checklist	Document type	Note
1	Registration letter for participation as strategic shareholder and commitment to long-term benefits, and for assistance commitment to Airports Corporation of Vietnam – Joint Stock Corporation	- Original copy of commitment letter in Vietnamese (for all investors). - As for foreign investors, additional copy in English is required.	
2	Audited Financial Statements for the financial year 2012, 2013 and 2014	- For local investors: Original copy in Vietnamese. - For foreign investors: Original copy in English; translated copy in Vietnamese.	
3	Investor's qualification documents include: (3.1) Legal documents of Investor (3.2) Qualification documents of Investor (3.3) Related documents to Qualification documents of Investor.	- For local investors: Original copy in Vietnamese. - For foreign investors: Original copy in English; translated copy in Vietnamese.	Item 3.1: The legal document of Investor comply with the law and regulations of enterprises where the Investor's Head Office is located.

**II. NUMBER OF DOCUMENTS:**

Investors submit 05 sets of document according to document checklist and document type above, as follows:

- For local investors: 01 original set of document and 04 sets of copies
- For foreign investors: 01 original set of document in English + translated version in Vietnamese and 04 sets of copies.

**III. TIME AND VENUE OF SUBMISSION:**

Deadline of submission: Before 4:00PM on 31/12/2015

Venue of submission: Head Office of Airports Corporation of Vietnam, 58 Truong Son, Ward 2, Tan Binh District, Ho Chi Minh City

Documents received by: Finance and Accounting Department, Airports Corporation of Vietnam.

**IV. OTHER REQUIREMENTS:**

For foreign investors: After Airports Corporation of Vietnam received the documents, if the translated copies are required to be notarized according to Vietnam's regulations, the Investor must provide when informed by Airports Corporation of Vietnam.

**TABLE OF SELF DECLARED DOCUMENT CHECKLIST, INVESTOR'S  
QUALIFICATION ACCORDING TO SELECTION CRITERIA FOR  
STRATEGIC INVESTORS**

NO.	CRITERIA DESCRIPTION	CRITERIA	INVESTOR'S DECLARATION	
			Numbers/declared information	Note for proof of documents
<b>A</b>	<b>Evaluation of document checklist</b>			
1	Registration letter for participation as strategic shareholder and commitment to long-term benefits, and for assistance commitment to Airports Corporation of Vietnam – Joint Stock Corporation	- Original copy of commitment letter in Vietnamese. - As for foreign investors, additional copy in English is required.		
2	Audited Financial Statements for the financial year 2012, 2013 and 2014	- For local investors: Original copy in Vietnamese. - For foreign investors: Original copy in English; translated copy in Vietnamese.		
3	Investor's qualification documents include: - Legal documents of Investor - Qualification documents of Investor - Related documents to Qualification documents of Investor.	- For local investors: Original copy in Vietnamese. - For foreign investors: Original copy in English; translated copy in Vietnamese.		
<b>B</b>	<b>Evaluation of selection criteria for Investor</b>			
<b>I</b>	<b>General criteria</b>			
1	Strategic investor is a local investor and a foreign investor	Ensure legality of Investor		

NO.	CRITERIA DESCRIPTION	CRITERIA	INVESTOR'S DECLARATION	
			Numbers/declared information	Note for proof of documents
1	Commitment to: -Long-term benefits to Airports Corporation of Vietnam - Assist the Airports Corporation of Vietnam after equitization for: + Handing-over of new technology + Human resource training + Enhancement of financial performance + Business management, supply of materials + Consumer market development.	Commitment letter (original copy)		
2	Transfer of bought shares is not allowed for a minimum of 10 years, from the date of issue of Business Registration Certificate to the joint stock corporation operating first time in accordance with Law on enterprises.	Commitment letter (original copy)		
3	When the (minimum) 10 years commitment period is finished, investors are allowed to transfer shares in the order of priority: (1) First priority: Transfer to Airports Corporation of Vietnam; (2) Second priority: Transfer to other investors after the Ministry of Transport approved by letter	Commitment letter (original copy)		
4	Authorized person signs the commitment letter, related documents	Competent authorization		
<b>II</b>	<b>Specific criteria</b>			
<b>1</b>	<b>For investors as organizations, enterprises in the field of management and operating airports:</b>			
1.1	Number of airports managed and operated by enterprise (investor) in 2014	Minimum 10 airports		

NO.	CRITERIA DESCRIPTION	CRITERIA	INVESTOR'S DECLARATION	
			Numbers/declared information	Note for proof of documents
1.2	Revenue in 2014	Minimum 1,5 billion USD or equivalent		
1.3	Revenue for operation, management of airports in 2014	Minimum 70% of total revenue		
1.4	Profit criteria in Audited Financial Statement for the year 2014	No accumulated loss		
1.5	Profit in 2014	Minimum 10% of revenue		
1.6	Owner's equity as at 31/12/2014	Minimum 2 billion USD or equivalent		
<b>2</b>	<b>For investors as financial organizations:</b>			
2.1	Owner's equity as at 31/12/2014	Minimum 5 billion USD or equivalent		
2.2	Profit criteria in Audited Financial Statement for the year 2014	No accumulated loss		
2.3	Profit in 2014	Minimum 5% of revenue		
<b>3</b>	<b>For investors as a consortium of organizations (financial corporation/company, corporation/company operating and managing airports or non-aviation service company):</b>			
3.1	Number of organizations in the consortium	Maximum 03 organizations		
3.2	Number of organizations operating in the airports management field in the consortium	Minimum 01 organization		
	<i>For organizations operating in the airports management field in the consortium:</i>			
3.3	Number of airports managed and operated in 2014	Minimum 5 airports		

NO.	CRITERIA DESCRIPTION	CRITERIA	INVESTOR'S DECLARATION	
			Numbers/declared information	Note for proof of documents
3.4	Revenue in 2014	Minimum 1 billion USD or equivalent		
3.5	Revenue in managing, operating airports in 2014	Minimum 70% of total revenue		
3.6	Profit criteria in Audited Financial Statement for the year 2014	No accumulated loss		
3.7	Profit in 2014	Minimum 10% of revenue		
3.8	Owner's equity as at 31/12/2014	Minimum 1 billion USD or equivalent		
	<i>For the remaining organization(s) in the group:</i>			
3.9	Total owner's equity as at 31/12/2014	Minimum 2 billion USD or equivalent		
3.10	Profit criteria in Audited Financial Statement for the year 2014	No accumulated loss		