Business Operations Manual for Initial Public Offerings and Public Offerings

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Yangon Stock Exchange Joint-Venture Co., Ltd.

 Concerning public offerings to raise capital on the Yangon Stock Exchange (YSX) market, this manual describes business operations for such public offerings conducted at the time of newly listing on YSX (Initial Public Offering or IPO) and those conducted after listing on YSX (Public Offering or PO).

Items	Contents	Remarks
I Initial Public Offering (IPO)		
(1) Resolution to issue	\bigcirc When the issuer decides to issue new shares through public offering,	\bigcirc When the issuer decides to
new shares through	the issuer should notify YSX of the following matters.	issue new shares through
public offering	① Number of new shares	public offering, the issuer
	② The issue price (If using the book building method, the date for	should submit a prospectus
	determining the issue price)	to SECM. At the time of
	③ The subscription method	filing the application for
	④ If using the book building method, the window for book building	initial listing of stock to YSX,
	5 The subscription period	the issuer must submit a
	6 The due date for payment	draft prospectus to SECM.
	O Other matters deemed necessary by YSX	
(2) Determination of	\bigcirc The issuer comprehensively considers the following matters and	
issue price	discusses with underwriting securities companies to determine the	
	issue price.	
	1 The issuer's business description, financial condition, and	
	operating results	
	② Comparison with other companies listed on YSX	

Items	Contents	Remarks
	 ③ Other reference materials or opinions concerning the determination of the exercise price ○ When the issuer determines the issue price, the issuer submits to YSX the document describing the issue price and the basis for calculation of the issue price. The issuer also attaches the opinion of a third party on the appropriateness of the calculation. 	
(3) Subscription for new shares	 During the subscription period, an investor that wants to subscribe for the new shares makes such request to the underwriting securities company and pays the subscription money. During the subscription period, if the number of shares that applicants have applied for exceeds the number of shares available for subscription at the underwriting securities company, the underwriting securities company will determine which applicants can receive the new shares based on an appropriate method (e.g., drawing lots). 	 In principle, the standard subscription period would be around 5 business days. Upon receiving a subscription application, the underwriting securities company must make the applicant agree to not withdraw his/her subscription money until the date of determination of applicants that can receive the new shares.
(4) Determination of	• Besides determining the issue price of new shares when deciding to	
issue price by book building	issue new shares, an issuer can also determine the issue price by using the book building method in accordance with the following	

Items	Contents	Remarks
	procedure.	
a . Determination of	\bigcirc The issuer comprehensively considers the following matters and	\bigcirc When the issuer determines
the range for the issue	discusses with underwriting securities companies to determine the	the condition for book
price	condition for book building (range for the issue price).	building, the issuer should
	The issuer's business description, financial condition, and	immediately submit a
	operating results	revised prospectus to SECM.
	2 Comparison with other companies listed on YSX	
	③ Other reference materials or opinions concerning the	
	determination of the conditions	
b. Demand survey	\bigcirc During the book building period, an investor that wants to subscribe	\bigcirc In principle, the standard
(book building) and	for the new shares sends a request to an underwriting securities	book building period would
subscription for new	company, indicating the number of shares he/she hopes to receive	be around 5 business days.
shares	and the price (within the price range set as the condition), and pays	\bigcirc When the issuer determines
	the subscription money.	the issue price, the issuer
	\bigcirc Based on the result of the book building process, the issuer discusses	should immediately submit a
	with underwriting securities companies and determines the issue	revised prospectus to SECM.
	price.	○ Upon receiving a
	\bigcirc If, after the book building process, the number of shares that	subscription application, the
	applicants have applied for exceeds the number of shares available	underwriting securities
	at the underwriting securities company, the underwriting securities	company must make the
	company will determine which applicants can receive the new shares	applicant agree to not
	based on an appropriate method (e.g., drawing lots.).	withdraw his/her
		subscription money until the

Items	Contents	Remarks
		date of determination of applicants that can receive the new shares.
 (5) Payment of money for new shares a. Lump sum payment (in the case of syndicate underwriting) 	 Underwriting securities companies pay money for the new shares to the issuer by any of following ways. By the day before the due date for payment, the underwriting securities companies pay the amount of money corresponding to their underwriting amounts to the bank account designated by the lead underwriting securities company. On the due date for payment, the lead underwriting securities company pays, on behalf of all underwriters, money to the bank account designated by the issuer. 	 The due date for payment is usually the business day after the end of the subscription period.
 b. Separate payment (in the case of just one underwriting securities company or syndicate underwriting) (6) New Record for new 	 On the due date for payment, each underwriting securities company pays the amount of money corresponding to its underwriting amount to the bank account designated by the issuer. New Record for new shares is conducted by any of following ways. 	
shares a. Lump sum record	 The lead underwriting securities company sends a Mediation of 	\bigcirc New Record for new shares

I	tems		Contents	Remarks
(In t	the case	of	Account Notice to YSX 5 business days before the due date for	is recorded only to the lead
syndica	ate		payment.	underwriting securities
underw	vriting)		\bigcirc YSX sends the Mediation of Account Notice to the issuer 4 business	company's Self Account.
			days before the due date for payment.	\bigcirc The listing date for the new
			\bigcirc The issuer sends a Result of confirmation account notice information	shares is the business day
			to YSX 3 business days before the due date for payment.	after the due date for
			\bigcirc YSX sends the Result of confirmation account notice information to	payment. (Considering
			the lead underwriting securities company 2 business days before the	remittance and other
			due date for payment.	operations, it is also possible
			$\bigcirc~$ The issuer sends a Notice of New Record to YSX on the business day	to have one business day
			before the due date for payment.	between the due date for
			\bigcirc YSX sends the Notice of New Record to the lead underwriting	payment and the listing
			securities company on the due date for payment.	date. In such cases, the
			\bigcirc The issuer confirms the amount of money paid for the new shares	issuer can send the Notice of
			and sends a Notice of Deposit of Payment to YSX on the due date for	Deposit of Payment to YSX
			payment.	on the day after the due date
			\bigcirc Based on the Notice of Deposit of Payment from the issuer, YSX	for payment.)
			executes New Record to the lead underwriting securities company's	\bigcirc The lead underwriting
			Self Account after trading hours on the due date for payment.	securities company transfers
				the new shares from its Self
				Account to Customer
				Accounts (applicants'
				accounts) and underwriting
				securities companies' Self

Items	Contents	Remarks
		Accounts on the listing day
		for the new shares.
b. Separate record (In	\bigcirc Underwriting securities companies send Mediation of Account	\bigcirc The new shares are recorded
the case of just one	Notices to YSX 5 business days before the due date for payment.	(New Record) to
underwriting	$\bigcirc~$ YSX sends the Mediation of Account Notices to the issuer 4 business	underwriting securities
securities company or	days before the due date for payment.	companies' Self Accounts.
syndicate	\bigcirc $$ The issuer sends a Result of confirmation account notice information	\bigcirc The listing date for the new
underwriting)	to YSX 3 business days before the due date for payment.	shares is the business day
	$\bigcirc\ \ YSX$ sends the Result of confirmation account notice information to	after the due date for
	underwriting securities companies 2 business days before the due	payment. (Considering
	date for payment.	remittance and other
	$\bigcirc~$ The issuer sends a Notice of New Record to YSX on the business day	operations, it is also possible
	before the due date for payment.	to have one business day
	\bigcirc YSX sends the Notice of New Record to underwriting securities	between the due date for
	companies on the due date for payment.	payment and the listing
	\bigcirc The issuer confirms the amount of money paid for the new shares	date. In such cases, the
	and sends a Notice of Deposit of Payment to YSX on the due date for	issuer can send the Notice of
	payment.	Deposit of Payment to YSX
	\bigcirc Based on the Notice of Deposit of Payment from the issuer, YSX	on the day after the due date
	executes New Record to underwriting securities companies' Self	for payment.)
	Accounts after trading hours on the due date for payment.	\bigcirc Underwriting securities
		companies transfer the new
		shares from their Self

Items	Contents	Remarks
		Account to Customer Accounts (applicants' accounts) on the listing day for the new shares.
II Public Offering (PO) conducted by listed company		
(1) Resolution to issue new shares through PO	 When the issuer decides to issue new shares through public offering, the issuer should immediately notify YSX of the following matters. ① Number of new shares ② The issue price(The discount rate from the last price on the date for determining the issue price)(If using the book building method, the date for determining the issue price) ③ The subscription method ④ If using the book building method, the window for book building 5 The subscription period 	 When the issuer decides to issue new shares through public offering, the issuer should immediately submit a prospectus to SECM. In principle, as the issue price, the issuer would set a discount rate of within 10% from the last price on the
(2) Determination of	 (5) The subscription period (6) The due date for payment (7) Other matters deemed necessary by YSX () The issuer comprehensively considers the following matters and 	 on the last price on the date for determination of the issue price. O In the case of a PO, there is a

Items	Contents	Remarks
issue price	discusses with underwriting securities companies to determine the	risk of price fluctuation on
	issue price(The discount rate from the last price on the date for	the YSX market. To conduct
	determining the issue price).	subscription smoothly
	① Market value and liquidity of the issuer's shares on the YSX	without using Trading Halt
	market	and Stabilization
	② The issuer's business description, financial condition, and	Transactions, when the
	operating results	issuer decides on the
	③ Comparison with other companies listed on YSX	issuance, it should
	④ Other reference materials or opinions concerning the	determine the discount rate
	determination of the exercise price	from the last price on the
	\bigcirc When the issuer determines the issue price, the issuer submits to	date for determining the
	YSX the document describing the issue price and the basis for	issue price, and then the
	calculation of the issue price.	underwriting securities
		companies start receiving
		applications from investor
(3) Subscription for new	\bigcirc During the subscription period, an investor that wants to subscribe	\bigcirc In principle, the standard
shares	for the new shares makes such request to the underwriting	subscription period would be
	securities company and pays the subscription money.	around 5 business days.
	\bigcirc During the subscription period, if the number of shares that	○ Upon receiving a
	applicants have applied for exceeds the number of shares available	subscription application, the
	for subscription at the underwriting securities company, the	underwriting securities
	underwriting securities company will determine which applicants	company must make the
	can receive the new shares based on an appropriate method (e.g.,	applicant agree to not

Items	Contents	Remarks
	drawing lots).	withdraw his/her
		subscription money until the
		date of determination of
		applicants that can receive
		the new shares.
		\bigcirc The amounts of money paid
		by investors subscribing to
		the PO are considered to
		factor in the volatility in the
		share price until the date for
		determining the issue price.
(4) Determination of	$\bigcirc\ $ Besides determining the issue price of new shares when deciding to	
issue price by book	issue new shares, an issuer can also determine the issue price by	
building	using the book building method.	
a . Determination of the	\bigcirc The issuer comprehensively considers the following matters and	\bigcirc When the issuer determines
range for the issue	discusses with underwriting securities companies to determine the	the condition for book
price	condition for book building (the range for the discount rate from the	building, the issuer should
	last price on the date for determination of the issue price).	immediately submit a
	1 Market value and liquidity of the issuer's shares on the YSX	revised prospectus to SECM.
	market	\bigcirc In principle, as the condition
	2 The issuer's business description, financial condition, and	for book building, the issuer
	operating results	would set a discount rate of
	③ Comparison with other companies listed on YSX	within 10% from the last

Items	Contents	Remarks
	④ Other reference materials or opinions concerning the determination of the conditions	price on the date for determination of the issue price.
b. Demand survey (book building) and subscription for new shares	 During the book building period, an investor that wants to subscribe for the new shares sends a request to an underwriting securities company, indicating the number of shares he/she hopes to receive and the price (within the price range set as the condition), and pays the subscription money. Based on the result of the book building process, the issuer discusses with underwriting securities companies and determines the issue price. If, after the book building process, the number of shares that applicants have applied for exceeds the number of shares available at the underwriting securities company, the underwriting securities company will determine which applicants can receive the new shares based on an appropriate method (e.g., drawing lots.). 	 In principle, the standard book building period would be around 5 business days. When the issuer determines the issue price, the issuer should immediately submit a revised prospectus to SECM Upon receiving a subscription application, the underwriting securities company must make the applicant agree to not withdraw his/her subscription money until the date of determination of applicants that can receive the new shares.
(5) Payment of money for new shares	\bigcirc Conduct procedures according to IPO procedures (I - 2 - (5))	

Items	Contents	Remarks
(6) New Record for new shares	\bigcirc Conduct procedures according to IPO procedures (I - 2 - (6))	

-End-

Annex 1

• Standard Schedule (IPO/ without book building)		
X-60	Listing Application Date Submit draft prospectus to SECM	
Х	Listing Approval Date	
X+1	Resolution on issuance and issue price Submit revised prospectus to SECM Approval of prospectus by SECM	
X+2~X+6	Subscription period (5 business days)	
X+7~X+10	Process for Account Notices (4 business days)	

X+11	Notice	of Nev	v Record	(Issuer-	→YSX)

X+12 Due date for payment / Notice of New Record(YSX→Issuer)

X+13 Listing Date

* Except the processes for initial listing, this schedule is same with the case of PO.

• Standard Schedule (IPO/ book building)

X-60	Listing Application Date Submit draft prospectus to SECM
Х	Listing Approval Date Preliminary approval of prospectus by SECM
X+1	Resolution on issuance and range for issue price
X+2~X+6	Book building (5 business days)
X+7	Determine issue price Submit revised prospectus to SECM Approval of prospectus by SECM Subscription of new shares

- X+8 \sim X+11 Process for Account Notices (4 business days)
- X+12 Notice of New Record (Issuer \rightarrow YSX)
- X+13 Due date for payment / Notice of New Record(YSX→Issuer)
- X+14 Listing Date
- * Except the processes for initial listing, this schedule is same with the case of PO.