Business Operations Manual for Initial Public Offerings and Public Offerings

- With Gratis Allotment of Subscription Rights -

27th November 2018

Yangon Stock Exchange Joint-Venture Co., Ltd.

- O Concerning gratis allotments of subscription rights to existing shareholders followed by 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).
- O A company with a constitution in accordance with Section 63 Paragraph (c) in Myanmar Companies Law 2017 is assumed to conduct a public offering based on this manual.

Items	Contents	Remarks
I Initial Public Offering		
(IPO)		
1. Gratis allotment of		
subscription rights		
(1) Resolution on gratis	O When an issuer decides to conduct a gratis allotment of subscription	O In principle, the ratio would
allotment of	rights, which grant rights to purchase shares to be newly issued, the	be one share per warrant.
subscription rights	issuer should notify YSX of the following matters.	O The issuer does not need to
	① Record date	prepare a prospectus for the
	② Allotment ratio (the number of subscription rights allotted per	gratis allotment of
	share)	subscription rights.
	③ The total number of subscription rights and dilutive shares from	However, it must submit a
	exercise of all such warrants	prospectus for the
	④ The exercise price of the warrants (exercise price)	subsequent public offering to
	⑤ The period for warrant exercise (exercise period)	SECM (it must also submit a
	⑥ The date of delivery of shares to be issued due to warrant	revised prospectus when it
	exercise	decides to issue new shares
	⑦ Other matters deemed necessary by YSX	or decides on the issue

Items	Contents	Remarks
		conditions). At the time of
		filing the application for
		initial listing of stock to YSX,
		the issuer must submit a
		draft prospectus to SECM.
(2) Determination of the	The issuer comprehensively considers the following matters and	
exercise price	discusses with underwriter securities companies to determine the	
•	exercise price.	
	① The issuer's business description, financial condition, and	
	operating results	
	② Comparison with other companies listed on YSX	
	3 The issue price of the public offering to be conducted after the	
	gratis allotment of subscription rights	
	4 Other reference materials or opinions concerning the	
	determination of the exercise price	
	O The issuer submits to YSX the document describing the basis for	O An underwriting securities
	calculation of the exercise price. The issuer also attaches the opinion	company can also be the
	of a third party on the appropriateness of the calculation.	third party.
(3) Notice of allotment of	The issuer gives notice of the allotment of subscription rights to the	The issuer sends the written
subscription rights	shareholders that are included in the shareholder register as of the	notice by mail.
2.000011501011131100	record date.	After the issuer obtains
	The notice of the allotment of subscription rights contains the	listing approval from YSX,

Items	Contents	Remarks
	following matters.	the issuer sends the notice to
	① Record date	shareholders (including to
	② Allotment ratio (the number of subscription rights allotted per	the effect that shareholders
	share)	should notify the issuer, in
	③ The total number of subscription rights and dilutive shares from	advance, of the shareholder's
	exercise of all such warrants	securities account
	① The exercise price of the warrants (exercise price)	information) with the notice
	(5) The period for warrant exercise (exercise period)	of allotment of subscription
	6 The date of delivery of the shares to be issued due to warrant	rights.
	exercise (description that states to the effect that the new shares	
	will be recorded in Account for Customers on the listing date)	
	7 Description that states to the effect that the shareholder will	
	lose the rights associated with the subscription rights if he/she	
	does not give exercise instruction during the exercise period.	
(4) Exercise of rights	○ To exercise the warrant during the exercise period, a shareholder	○ Consider the number of
	gives the exercise instruction and pays the required amount to the	shareholders, etc. for the
	trading participant at which he/she has an account. (Payment to the	allotment when determining
	trading participant is conducted by bank transfer to the bank	the period for exercise (in the
	account designated by the trading participant; the same shall apply	standard schedules
	hereinafter.) If the shareholder does not have a securities account,	(annexes), the period is 10
	then the shareholder should open a securities account at the same	business days).
	time.	O It is also possible to use a
	O Trading participants compile data on rights exercised and send	scheme where the

Items	Contents	Remarks
	their Notices of Exercise Instructions to YSX on the business day	shareholder can directly give
	after the end of the exercise period. Trading participants pay money	exercise instruction to the
	to the bank account designated by the issuer.	issuer, instead of the trading
	○ A Notice of Exercise Instruction contains the following matters.	participant. In this case,
	① The total number of shares corresponding to the exercise	after doing so, the
	instructions and the total amount of money paid	shareholder should ask its
	② For each shareholder that exercised warrants, the number of	trading participant to make
	shares corresponding to the exercise instruction and the	a Mediation of Account
	amount of money paid	Notice for New Record
	3 The shareholders' names, addresses, account codes, and other	regarding the new shares to
	information (data in Request for Mediation of Account Notice)	be issued due to rights
	④ Other matters deemed necessary by YSX	exercise.
	O YSX sends the compiled exercise instructions, containing	O Except for revising the
	information from all trading participants, to the issuer 2 business	shareholder register in
	days after the end of the exercise period.	relation to warrant exercise,
	O Based on the exercise instructions from YSX, the issuer confirms the	the issuer stops revising the
	contents of the exercise instructions with the amounts paid. After	shareholder register for a
	confirming, the issuer fixes the number of new shares to be issued	certain period before the
	due to warrant exercise and makes the corresponding records on the	listing day to fix the
	shareholder register.	shareholders requiring New
		Record.
(5) New Record for	○ The issuer sends a Notice of New Record for new shares to be issued	The window for Mediation of
warrant exercise	due to warrant exercise to YSX 2 business days before the listing	Account Notices for shares

Items	Contents	Remarks
	date. (In the Notice of New Record, the total number of shares	held by existing
	includes other shares held by existing shareholders.)	shareholders is from the day
	○ YSX sends a Notice of New Record concerning warrant exercise to all	of listing approval to 7
	trading participants on the business day before the listing date. (In	business days before the
	the Notice of New Record, the total number of shares includes other	listing date. Based on the
	shares held by existing shareholders.)	Mediation of Account Notice,
		the issuer sends a Notice of
		New Record to YSX 2
		business days before the
		listing date, and YSX sends
		the Notice of New Record to
		all trading participants on
		the business day before the
		listing date.
2. Issuance of new shares		
through public offering		
(1) Resolution to issue	O The issuer considers the response to the allotment of subscription	O When the issuer decides to
new shares through	rights (result of warrant exercise) when determining the number of	issue new shares through
public offering	new shares to be issued through public offering.	public offering, the issuer
	O When the issuer decides to issue new shares through public offering,	should submit a revised
	the issuer should notify YSX of the following matters.	prospectus to SECM.
	① Number of new shares	
	② The issue price (If using the book building method, the date for	

Items	Contents	Remarks
	determining the issue price)	
	③ The subscription method	
	④ If using the book building method, the window for book building	
	⑤ The subscription period	
	The due date for payment	
	7 Other matters deemed necessary by YSX	
(2) Determination of	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	
	③ The exercise price of the recently concluded gratis allotment of	
	subscription rights	
	4 Other reference materials or opinions concerning the	
	determination of the exercise price	
	O 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	O During the subscription period, an investor that wants to subscribe	O In principle, the standard
shares	for the new shares makes such request to the underwriting	subscription period would be

Items	Contents	Remarks
	securities company and pays the subscription money.	around 5 business days.
	O During the subscription period, if the number of shares that	O 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
	drawing lots).	withdraw his/her
		subscription money until the
		date of determination of
		applicants that can receive
		the new shares.
(4) Determination of	O 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 in accordance with the following	
	procedure.	
a . Determination of	O The issuer comprehensively considers the following matters and	○ 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
	① 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 The exercise price of the recently concluded gratis allotment of	
	warrants	

Items	Contents	Remarks
	4 Other reference materials or opinions concerning the	
	determination of the conditions	
b. Demand survey (book building) and subscription for new shares	O 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	 In principle, the standard book building period would be around 5 business days. When the issuer determines
snares	the subscription money.	When the issuer determines the issue price, the issuer
	O Based on the result of the book building process, the issuer discusses with underwriting securities companies and determines the issue	should immediately submit a revised prospectus to SECM.
	price. O If, after the book building process, the number of shares that	O Upon receiving a subscription application, the
	applicants have applied for exceeds the number of shares available at the underwriting securities company, the underwriting securities	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
		date of determination of applicants that can receive the new shares.
(5) Payment of money for new shares	 Underwriting securities companies pay money for the new shares to the issuer by any of following ways. 	
a . Lump sum payment	O By the day before the due date for payment, the underwriting	O The due date for payment is

Items	Contents	Remarks
(in the case of	securities companies pay the amount of money corresponding to	usually the business day
syndicate underwriting)	their underwriting amounts to the bank account designated by the	after the end of the
	lead underwriting securities company.	subscription period.
	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.	
b. Separate payment	On the due date for payment, each underwriting securities company	
(in the case of just one	pays the amount of money corresponding to its underwriting amount	
underwriting	to the bank account designated by the issuer.	
securities company or		
syndicate		
underwriting)		
(6) New Record for new shares	O New Record for new shares is conducted by any of following ways.	
a. Lump sum record	○ The lead underwriting securities company sends a Mediation of	O New Record for new shares
(In the case of	Account Notice to YSX 5 business days before the due date for	is recorded only to the lead
syndicate	payment.	underwriting securities
underwriting)	○ YSX sends the Mediation of Account Notice to the issuer 4 business	company's Self Account.
	days before the due date for payment.	O The listing date for the new
	○ 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
	O YSX sends the Result of confirmation account notice information to	payment. (Considering

Items	Contents	Remarks
	the lead underwriting securities company 2 business days before the	remittance and other
	due date for payment.	operations, it is also possible
	O 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
	O 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
	○ 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	○ 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
		Accounts on the listing day
		for the new shares.
b. Separate record (In	O Underwriting securities companies send Mediation of Account	○ 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.

Items	Contents	Remarks
syndicate	O The issuer sends a Result of confirmation account notice information	O The listing date for the new
underwriting)	to YSX 3 business days before the due date for payment.	shares is the business day
	○ 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
	○ 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
	○ 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
	O 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
	O 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.	○ Underwriting securities
		companies transfer the new
		shares from their Self
		Account to Customer
		Accounts (applicants'
		accounts) on the listing day
		for the new shares.
3. Handling of Lock-up	O With regard to shares that are acquired due to rights exercise in	
Period	response to an allotment of subscription rights that is conducted in	

Items	Contents	Remarks
	the course of a public offering at the time of an initial listing, if the	
	exercise price for such subscription rights is deemed to be the same	
	as the issue price for the public offering, the shares will not be	
	subject to the lock-up period (i.e., the provisions of Section 10 of the	
	Securities Listing Business Regulations will not apply).	
II Public Offering (PO)		
conducted by listed		
company		
1 . Allotment of		
subscription rights		
(1) Resolution on gratis	O When an issuer decides to conduct a gratis allotment of subscription	O In principle, the ratio would
allotment of	rights, which grant rights to purchase shares to be newly issued, the	be one share per warrant.
subscription rights	issuer should immediately notify YSX of the following matters.	O The issuer does not need to
	① Record date	prepare a prospectus for the
	② Allotment ratio (the number of subscription rights allotted per	gratis allotment of
	share)	subscription rights.
	③ The total number of subscription rights and dilutive shares from	However, it must submit a
	exercise of all such warrants	prospectus for the
	4 The exercise price of the warrants (exercise price)	subsequent public offering to
	(5) The period for warrant exercise (exercise period)	SECM (it must also submit a
	6 Other matters deemed necessary by YSX	revised prospectus when it

Items	Contents	Remarks
		decides to issue new shares
		or decides on the issue
		conditions).
(2) Determination of the	O The issuer comprehensively considers the following matters and	
exercise price	discusses with underwriter securities companies to determine the exercise price.	
	① Market value and liquidity of the issuer's shares on the YSX market	
	② The issuer's description of business, financial condition and operating results	
	3 Comparison with other companies listed on YSX	
	4 The issue price of the PO to be conducted after the gratis	
	allotment of subscription rights	
	⑤ Other reference materials or opinions concerning the	
	determination of the exercise price	
	○ The issuer submits the document which contains basis of exercise	
	price calculation to YSX. The issuer attaches the opinion about an	
	appropriateness of the calculation made by a third party	
(3) Fixing of	O The issuer makes a request for a General Shareholders	○ See "Operational Flow for
shareholders for	Confirmation to YSX at least 7 business days before the record date.	General Shareholders
allotment of	O Based on the request for a General Shareholders Confirmation from	Confirmation"
subscription rights	the issuer, YSX receives account information of all shareholders as of	

Items	Contents	Remarks
	the record date from all trading participants.	
	O 3 business days after the record date, YSX sends the General	
	Shareholders Confirmation to the issuer.	
	O Based on the General Shareholders Confirmation received from	
	YSX, the issuer fixes the shareholders as of the record date.	
(4) Notice of allotment of	○ The issuer sends a Notice of allotment of subscription rights to	The issuer sends the written
subscription rights	shareholders that will receive allotment of subscription rights.	notice by mail.
	The notice of the allotment of subscription rights contains the	
	following matters.	
	① Record date	
	② Allotment ratio (the number of subscription rights allotted per	
	share)	
	③ The total number of subscription rights and dilutive shares from	
	exercise of all such warrants	
	4 The exercise price of the warrants (exercise price)	
	⑤ The period for warrant exercise (exercise period)	
	6 The date of delivery of the shares to be issued due to warrant	
	exercise	
	⑦ Description that states to the effect that the shareholder will	
	lose the rights associated with the subscription rights if he/she	
	does not give exercise instruction during the exercise period.	
(E) E		
(5) Exercise of rights	O To exercise the warrant during the exercise period, a shareholder	O Consider the number of

Items	Contents	Remarks
	gives the exercise instruction and pays the required amount to the	shareholders, etc. for the
	trading participant at which he/she has an account.	allotment when determining
	O Trading participants compile data on rights exercised and send their	the period for exercise (in the
	Notices of Exercise Instructions to YSX on the business day after the	standard schedules
	end of the exercise period. Trading participants pay money to the	(annexes), the period is 10
	bank account designated by the issuer.	business days).
	A Notice of Exercise Instruction contains the following matters.	
	① The total number of shares corresponding to the exercise	
	instructions and the total amount of money paid	
	② For each shareholder that exercised warrants, the number of	
	shares corresponding to the exercise instruction and the	
	amount of money paid	
	③ The shareholders' names, addresses, account codes, and other	
	information (data in Request for Mediation of Account Notice)	
	④ Other matters deemed necessary by YSX	
	O YSX sends the compiled exercise instructions, containing	
	information from all trading participants, to the issuer 2 business	
	days after the end of the exercise period.	
(6) New Record for	When the issuer receives the instruction of exercised warrants from	O Provide 2 business days for
warrant exercise	YSX, the issuer should confirm and compare the contents of the	confirmation by the issuer
	instruction and the amounts paid and the issuer sends a Notice of	(of data in the Notices of
	New Record for new shares 5 business days after the due date of	Exercise Instructions from
	exercise period	trading participants).

Items	Contents	Remarks
	O YSX sends the Notice of New Record concerning exercised warrants	
	to all trading participants 6 business days after of the end of the	
	exercise period.	
2. Issuance of new shares through PO(1) Resolution to issue	○ The issuer considers the response to the allotment of subscription	○ When the issuer decides to
new shares through	rights (result of warrant exercise) when determining the number of	issue new shares through
PO	new shares to be issued through public offering.	public offering, the issuer
	 When the issuer decides to issue new shares through public offering, the issuer should immediately notify YSX of the following matters. Number of new shares 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) The subscription method If using the book building method, the window for book building The subscription period The due date for payment Other matters deemed necessary by YSX 	should immediately submit a revised prospectus to SECM. O In principle, as the issue price, the issuer would set a discount rate of within 10% from the last price on the date for determination of the issue price.
(2) Determination of issue price	○ The issuer comprehensively considers the following matters and discusses with underwriting securities companies to determine the issue price(The discount rate from the last price on the date for	 In the case of a PO, there is a risk of price fluctuation on the YSX market. To conduct

Items	Contents	Remarks
	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 The exercise price of the recently concluded gratis allotment of	determine the discount rate
	subscription rights	from the last price on the
	⑤ Other reference materials or opinions concerning the	date for determining the
	determination of the exercise price	issue price, and then the
	O When the issuer determines the issue price, the issuer submits to	underwriting securities
	YSX the document describing the issue price and the basis for	companies start receiving
	calculation of the issue price.	applications from investor
(3) Subscription for new	O During the subscription period, an investor that wants to subscribe	O 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.
	O During the subscription period, if the number of shares that	O 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
	drawing lots).	withdraw his/her
		subscription money until the

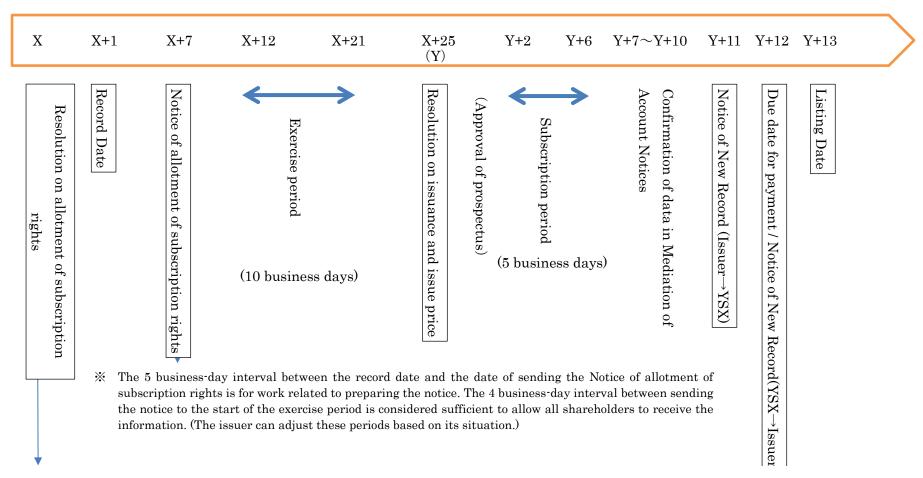
Items	Contents	Remarks
		date of determination of applicants that can receive the new shares. The amounts of money paid by investors subscribing to the PO are considered to factor in the volatility in the share price until the date for
(4) Determination of issue price by book building	O Besides determining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

Items	Contents	Remarks
	⑤ Other reference materials or opinions concerning the determination of the conditions	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	○ Conduct procedures according to IPO procedures (I-2-(5))	

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

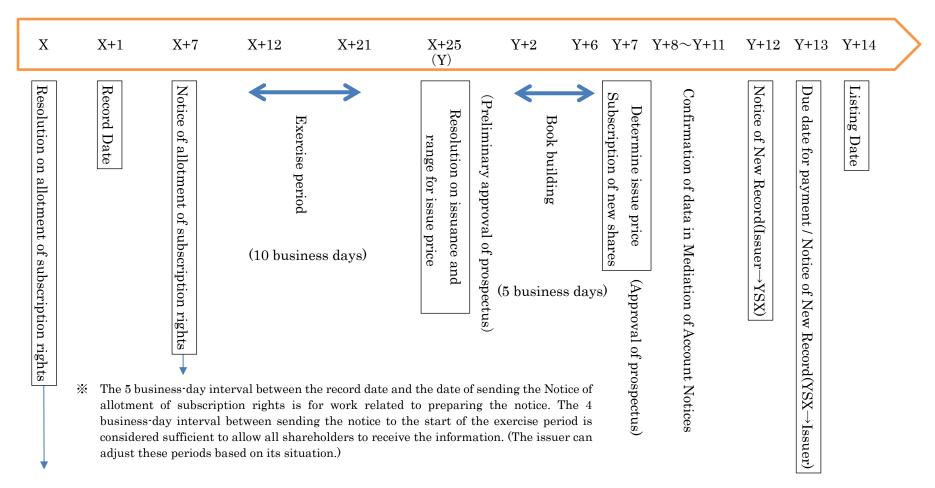
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Standard Schedule [IPO (without book building)]

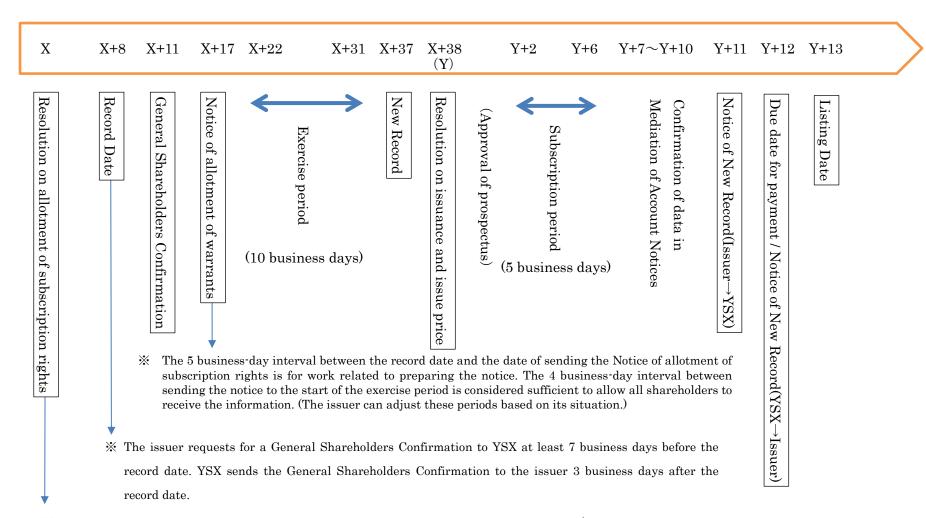


When the issuer decides on the allotment, the issuer must submit the prospectus to SECM (the issuer should submit a revised prospectus when it decides to issue new shares and the issue conditions). It must submit a draft prospectus to SECM on the date of filing a listing application(X-60).

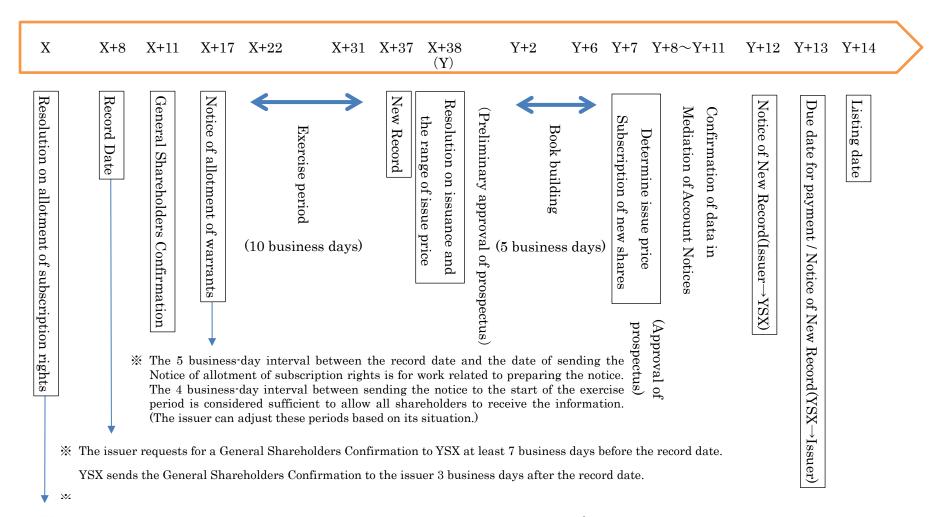
Model schedule [IPO (book building)]



When the issuer decides on the allotment, the issuer must submit the prospectus to SECM (the issuer should submit a revised prospectus when it decides to issue new shares and the issue conditions). It must submit a draft prospectus to SECM on the date of filing a listing application(X-60).



When the issuer decides on the allotment, the issuer must submit the prospectus to SECM (the issuer should submit a revised prospectus when it decides to issue new shares and the issue conditions)



When the issuer decides on the allotment, the issuer must submit the prospectus to SECM (the issuer should submit a revised prospectus when it decides to issue new shares and the issue conditions).