THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

OCK GROUP BERHAD

(Company No.: 955915-M)

(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED ACQUISITION BY OCK VIETNAM TOWERS PTE LTD, AN INDIRECT 60.0%-OWNED SUBSIDIARY COMPANY OF OCK GROUP BERHAD, OF 42,042,702 ORDINARY SHARES IN SOUTHEAST ASIA TELECOMMUNICATIONS HOLDINGS PTE LTD ("SEATH"), REPRESENTING THE ENTIRE EQUITY INTEREST IN SEATH FROM VIETNAM INFRASTRUCTURE LIMITED FOR THE INDICATIVE PURCHASE CONSIDERATION OF USD50,000,000 (EQUIVALENT TO APPROXIMATELY RM206,250,000) TO BE SATISFIED ENTIRELY VIA CASH

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser

RHB Investment Bank Berhad

(Company No. 19663-P)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of the Extraordinary General Meeting ("EGM") of OCK Group Berhad, which is scheduled to be held at Topas Room, The Saujana Hotel Kuala Lumpur, Jalan Lapangan Terbang, 40150 Shah Alam, Selangor Darul Ehsan, on Tuesday, 8 November 2016 at 10.00 a.m., together with the Form of Proxy are enclosed herein.

A member entitled to attend, speak and vote at the EGM is entitled to appoint a proxy or proxies to attend, speak and to vote on his/ her behalf. In such event, the Form of Proxy should be lodged at the Company's Registered Office at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than 48 hours before the time stipulated for holding the EGM as indicated below. The lodging of the Form of Proxy does not preclude you from attending, speaking and voting in person at the EGM, should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy	:	Sunday, 6 November 2016 at 10.00 a.m.
Date and time of the EGM	:	Tuesday, 8 November 2016 at 10.00 a.m.

This Circular is dated 21 October 2016

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

"Act"	:	The Companies Act, 1965
"BNM"	:	Bank Negara Malaysia
"BTMH"	:	Baker Tilly Monteiro Heng Governance Sdn Bhd, which was appointed to perform certain agreed-upon procedures for the consolidation workings on the proforma consolidated statement of financial position and statement of profit or loss of SEATH Group for the FYE 31 December 2015 in relation to the Proposed Acquisition
"BTS"	:	Base transceiver station, which is a wireless communication station installed at a fixed location and used to communicate as part of either a two-way radio communication system or a wireless telephone system
"BTS Business"	:	The development/ construction, installation, ownership, operation and leasing out of BTS towers, infrastructure and other assets
"Board"	:	The Board of Directors of OCK
"Bursa Securities"	:	Bursa Malaysia Securities Berhad
"BVI"	:	The British Virgin Islands
"CapAsia"	:	The CapAsia ASEAN Infrastructure Fund III L.P., a fund managed by Capital Advisors Partners Asia Pte Ltd
"Cleveland"	:	Cleveland Capital Pte Ltd, a wholly-owned subsidiary company of SEATH
"CTL"	:	CapAsia Telecommunications Ltd, a wholly-owned company of CapAsia. CTL is a shareholder of OCK Vietnam, holding 40% equity interest in OCK Vietnam
"Conyers"	:	Messrs Conyers Dill & Pearman Pte Ltd, being the expert providing the report on the prevailing regulations on the repatriation of profits and relevant laws and regulations of BVI and the legal opinion on the ownership of title to securities of VIHL as well as the enforceability of agreements, representations and undertakings given by foreign counterparties
"Crowe Horwath"	:	Crowe Horwath Advisory Sdn Bhd, being the expert providing the opinion on the fairness of the indicative Purchase Consideration
"Delong"	:	DeLong Opportunity Investments Pte Ltd, a wholly-owned subsidiary company of SEATH

"Director(s)"	:	The director(s) of OCK and shall have the meaning given in section 2(1) of the Capital Markets And Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon – i. a director of the listed issuer, its subsidiary or holding company; or ii. a chief executive of the listed issuer, its subsidiary or holding company
"EBITDA"	:	Earnings before interest, taxation, depreciation and amortisation
"EGM"	:	Extraordinary General Meeting
"EPS"	:	Earnings per share
"ETC"	:	Eastern Tower Joint Stock Company, a wholly-owned subsidiary company of SEATH Group
"EV"	:	Enterprise value
"EV/ EBITDA"	:	EV-to-EBITDA
"FPE"	:	Financial period ended
"FYE"	:	Financial year ended/ ending
"GII"	:	Global Infrastructure Investment Joint Stock Company, a wholly-owned subsidiary company of SEATH Group
"JLC"	:	Messrs JLC Advisors LLP, being the expert providing the report on the prevailing regulations on the repatriation of profits and relevant laws and regulations of Singapore and the legal opinion on the ownership of title to securities of the Singapore companies under the laws of Singapore as well as the enforceability of the SPA, representations and undertakings given by VNI
"IBS"	:	In-building solutions, commonly implemented in conjunction with a distributed antenna system (a network of spatially separated antenna nodes connected to a common source), is a radio frequency system design that distributes radio frequency signal from a base station to every localised area through multiple antenna locations, such as throughout a building
"IBS Business"	:	The development, installation, ownership, operation and leasing out of IBS infrastructure and other assets
"IDR"	:	Indonesian Rupiah
"INR"	:	Indian Rupee
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities
"LPD"	:	4 October 2016, being the latest practicable date prior to the printing and despatch of this Circular

"Market Day(s)"	:	Any day from Mondays to Fridays (inclusive of both days) excluding a public holiday and on which Bursa Securities is open for trading of securities
"MIS"	:	Mobile Information Service Joint Stock Company, a wholly-owned subsidiary company of SEATH Group
"MIS II"	:	Zone II Mobile Information Services Joint Stock Company, a 99.9%-owned subsidiary company of MIS, which in turn is a wholly-owned subsidiary company of SEATH Group
"MNO(s)"	:	Mobile network operator(s)
"NA"	:	Net assets or total equity including non-controlling interests
"OCK" or the "Company"	:	OCK Group Berhad
"OCK Group" or the "Group"	:	OCK and its subsidiary companies, collectively
"OCK SEA"	:	OCK SEA Towers Pte Ltd, a wholly-owned subsidiary company of OCK
"OCK Share(s)" or "Share(s)"	:	Ordinary share(s) of RM0.10 each in OCK
"OCK Vietnam" or "Purchaser"	:	OCK Vietnam Towers Pte Ltd, a 60.0%-owned subsidiary company of OCK SEA, which in turn is a wholly-owned subsidiary company of OCK
"PAT"	:	Profit after taxation
"PATNCI"	:	Profit after taxation and non-controlling interests
"PB"	:	Price-to-book
"PBT"	:	Profit before taxation
"Proposed Acquisition"	:	The proposed acquisition by OCK Vietnam of 100% equity interest in SEATH for the indicative purchase consideration of USD50,000,000 (equivalent to approximately RM206,250,000) to be fully satisfied via cash
"Purchase Consideration"	:	The indicative purchase consideration of USD50,000,000 (equivalent to approximately RM206,250,000) for the Proposed Acquisition to be fully satisfied via cash
"RHBIB" or the "Adviser"	:	RHB Investment Bank Berhad
"RHTLaw"	:	Messrs RHTLaw TaylorWessing, being the expert providing the report on the prevailing regulations on the repatriation of profits and relevant laws and regulations of Vietnam and the legal opinion on the ownership of title to securities of the Vietnam subsidiary companies of SEATH under the laws of Vietnam as well as the enforceability of the SPA, representations and undertakings given by VNI
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively

"Sale Share(s)"	:	The 42,042,702 ordinary shares in SEATH, representing 100% equity interest in SEATH
"SEATH"	:	Southeast Asia Telecommunications Holdings Pte Ltd
"SEATH Group"	:	SEATH and its subsidiary companies (excluding the subsidiary companies involved in the IBS Business, namely SSTE, VT and Vinadas)
"SGD"	:	Singapore Dollar
"SPA"	:	The conditional share sale and purchase agreement dated 4 August 2016 entered into between OCK Vietnam and the Vendor in respect of the Proposed Acquisition
"SSTE"	:	Southern Star Telecommunication Equipment Joint Stock Company, a 70.0%-owned subsidiary company of Vinadas, which in turn is a wholly-owned subsidiary company of VNC-55, which in turn is a wholly-owned subsidiary company of SEATH Group. SSTE will be divested as part of the condition precedent pursuant to Clause 4.1.1(b) of the SPA prior to completion of the SPA
"T&A"	:	T&A Company Limited, a wholly-owned subsidiary company of VNC-55, which in turn is a wholly-owned subsidiary company of SEATH Group
"Tan Phat"	:	Tan Phat Telecommunications Company Limited, a wholly-owned subsidiary company of MIS II, which in turn is a 99.9%-owned subsidiary company of SEATH Group
"TLTS"	:	Truong Loc Trading Service Telco Joint Stock Company, a 98.0%-owned subsidiary company of GII, which in turn is a wholly-owned subsidiary company of SEATH Group
"USA"	:	United States of America
"USD"	:	United States of America Dollar
"Vinadas"	:	Vietnam Data and Aerial System Co Ltd, a wholly-owned subsidiary company of VNC-55, which in turn is a wholly-owned subsidiary company of SEATH Group. Vinadas will be divested as part of the condition precedent pursuant to Clause 4.1.1(b) of the SPA prior to completion of the SPA
"VT"	:	Vien Tin Joint Stock Company, a 75.0%-owned subsidiary company of Vinadas, which in turn is a wholly-owned subsidiary company of VNC-55, which in turn is a wholly-owned subsidiary company of SEATH Group. VT will be divested as part of the condition precedent pursuant to Clause 4.1.1(b) of the SPA prior to completion of the SPA
"VIHL"	:	Vietnam Infrastructure Heritage Ltd, a wholly-owned subsidiary company of SEATH
"VNC-55"	:	VNC-55 Infrastructure Investment Joint Stock Company, a wholly-owned subsidiary company of SEATH Group
"VNC-55 Maybank Loan"	:	The loan from Maybank International (Labuan branch) given to VNC-55 for the acquisition of the IBS Business by VNC-55

"VNI" or "Vendor"	:	Vietnam Infrastructure Limited
"VND"	:	Vietnamese Dong
"Warrant(s)"	:	The 264,080,454 outstanding warrant(s) 2015/ 2020 in OCK as at the LPD constituted by the deed poll dated 27 October 2015. Pursuant to the terms and conditions of the deed poll dated 27 October 2015, each Warrant is convertible into one (1) OCK Share at an exercise price of RM0.71 per Warrant (as may be adjusted in accordance with the deed poll dated 27 October 2015) and at any time during the exercise period, being from 16 December 2015 to 15 December 2020 (both dates inclusive)

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that the Group's plans and objectives will be achieved.

Unless otherwise stated, the following exchange rates as at the LPD have been used for the purpose of this Circular:-

IDR100 : RM0.0318

INR100 : RM6.2004

SGD1.00 : RM3.0151

USD1.00 : RM4.1250

VND100 : RM0.0185

(Source: Bank Negara Malaysia's website as at the LPD)

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OCK GROUP BERHAD
(Company No.: 955915-M)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office

Level 2, Tower 1
Avenue 5
Bangsar South City
59200 Kuala Lumpur

21 October 2016

Board of Directors

Dato' Syed Norulzaman Bin Syed Kamarulzaman *(Senior Independent Non-Executive Chairman)*
Abdul Halim Bin Abdul Hamid *(Deputy Chairman)*
Ooi Chin Khoon *(Group Managing Director)*
Low Hock Keong *(Executive Director)*
Chang Tan Chin *(Executive Director)*
Chong Wai Yew *(Executive Director)*
Rear Admiral Dato' Mohd Som Bin Ibrahim (Retired) *(Non-Independent Non-Executive Director)*
Mahathir Bin Mahzan *(Independent Non-Executive Director)*
Yang Mulia Syed Hazrain Bin Syed Razlan Jamalullail *(Independent Non-Executive Director)*

To: The Shareholders of OCK Group Berhad

Dear Sir/ Madam,

PROPOSED ACQUISITION BY OCK VIETNAM, AN INDIRECT 60.0%-OWNED SUBSIDIARY COMPANY OF OCK, OF 42,042,702 ORDINARY SHARES IN SEATH, REPRESENTING THE ENTIRE EQUITY INTEREST IN SEATH FROM VNI FOR THE INDICATIVE PURCHASE CONSIDERATION OF USD50,000,000 (EQUIVALENT TO APPROXIMATELY RM206,250,000) TO BE SATISFIED ENTIRELY VIA CASH

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1. INTRODUCTION

On 4 August 2016, RHBIB had, on behalf of the Board, announced that OCK Vietnam, on even date, entered into a conditional SPA with the Vendor for the proposed acquisition by OCK Vietnam of 42,042,702 ordinary shares in SEATH, representing the entire equity interest in SEATH at the indicative purchase consideration of USD50,000,000 (equivalent to approximately RM206,250,000) which will be fully satisfied via cash. OCK Vietnam is an indirect 60.0%-owned subsidiary company of OCK, while the remaining 40.0% equity interest in OCK Vietnam is held by CTL, which is a wholly-owned company of CapAsia, a fund managed by Capital Advisors Partners Asia Pte Ltd.

The purpose of this Circular is to provide the shareholders of OCK with the relevant information on the Proposed Acquisition, as well as to seek the approval from the shareholders of OCK for the resolution pertaining to the Proposed Acquisition to be tabled at the forthcoming EGM of the Company. The notice of the forthcoming EGM and the Form of Proxy are enclosed together with this Circular.

SHAREHOLDERS OF OCK ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED ACQUISITION TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED ACQUISITION

Subject to the terms and conditions of the SPA, the Vendor as legal and beneficial owner shall sell and OCK Vietnam relying on the warranties and representations by the Vendor shall purchase the Sale Shares free from any and all encumbrances and with all rights, benefits and advantages attached or deeming to be attached thereto, including all bonuses, rights, dividends and distributions declared, made and paid as from the completion date of the SPA.

2.1 Information on SEATH Group

SEATH was incorporated in Singapore on 7 September 2009 under the Companies Act (Cap. 50) as a private limited company under the name of SE Asia Master Holding 3 Pte Ltd. On 27 April 2010, it assumed its present name.

As at the LPD, the issued and fully paid-up share capital of SEATH is SGD42,042,702 comprising 42,042,702 fully paid ordinary shares.

SEATH is an investment holding company while its subsidiary companies are principally involved in the following activities:-

i. The development/ construction, installation, ownership, operation and leasing out of BTS towers, infrastructure and other assets ("BTS Business"); and

ii. The development, installation, ownership, operation and leasing out of IBS infrastructure and other assets ("IBS Business"). (Pursuant to Clause 4.1.1(b) of the SPA, the entire IBS Business shall be divested by SEATH Group prior to completion of the SPA).

SEATH Group operates as an independent tower operator. As such, SEATH Group's business model is focused on the construction and subsequent leasing out of the BTS towers and infrastructure to mobile network operators or MNOs operating in Vietnam which provides wireless telecommunication services to end-users in Vietnam. The ownership of the BTS towers and infrastructure remains with SEATH Group. In addition, SEATH Group also provides infrastructure and operations management and ancillary services such as provision of back-up power and security with respect to the BTS towers. SEATH Group assumes responsibility for BTS tower deployment and maintenance and enters into lease agreements with MNOs that allow the MNOs to install their equipment on SEATH Group's BTS towers, at a monthly lease rate for the duration of the lease agreement, typically ranging from five (5) to ten (10) years.

As at 20 June 2016, being the latest practicable date prior to the date of announcement for the Proposed Acquisition, SEATH Group owned 1,938 BTS towers which are leased to five (5) MNOs operating in Vietnam. Further, pursuant to the build and lease contracts dated 15 April 2016 and 6 May 2016, SEATH Group had been contracted to build and lease in aggregate 40 new BTS towers in Vietnam for one (1) major MNO in Vietnam of which, as at the LPD, 30 new BTS towers have been constructed and leased to the said MNO since 1 August 2016 for a lease tenure of ten (10) years, while the remaining ten (10) new BTS towers are in the midst of construction. As such, in aggregate as at the LPD, SEATH Group owns 1,968 BTS towers.

The BTS towers of SEATH Group are geographically dispersed throughout Vietnam, which is the principal market of SEATH Group. The tenancy ratio which is expressed as a fraction of total number of MNOs sharing towers over total number of sites present, of SEATH Group's BTS towers is 1.25 times as at the LPD based on 1,938 BTS towers. As at the LPD, SEATH Group is one of the largest independent BTS towers owner in Vietnam.

For the avoidance of doubt, OCK Group will only be acquiring the subsidiary companies of SEATH which are involved in the BTS Business. The subsidiary companies which are involved in the IBS Business, namely SSTE, VT and Vinadas, will be fully divested prior to completion of the SPA pursuant to Clause 4.1.1(b) of the SPA. As at the LPD, Vinadas has not commenced operations. For the avoidance of doubt, reference to SEATH Group throughout this Circular excludes the above three (3) subsidiary companies which are involved in the IBS Business.

As at the LPD, the Directors and shareholder of SEATH as well as their respective direct and indirect shareholdings are as follows:-

		<-----------Direct----------->		<----------Indirect--------->	
Directors	**Nationality**	**No. of shares**	**%**	**No. of shares**	**%**
Jason Ng Bak Huat	Singaporean	-	-	-	-
Brook Colin Taylor	New Zealander	-	-	-	-
Tony Hsun Cau Fong	American	-	-	-	-

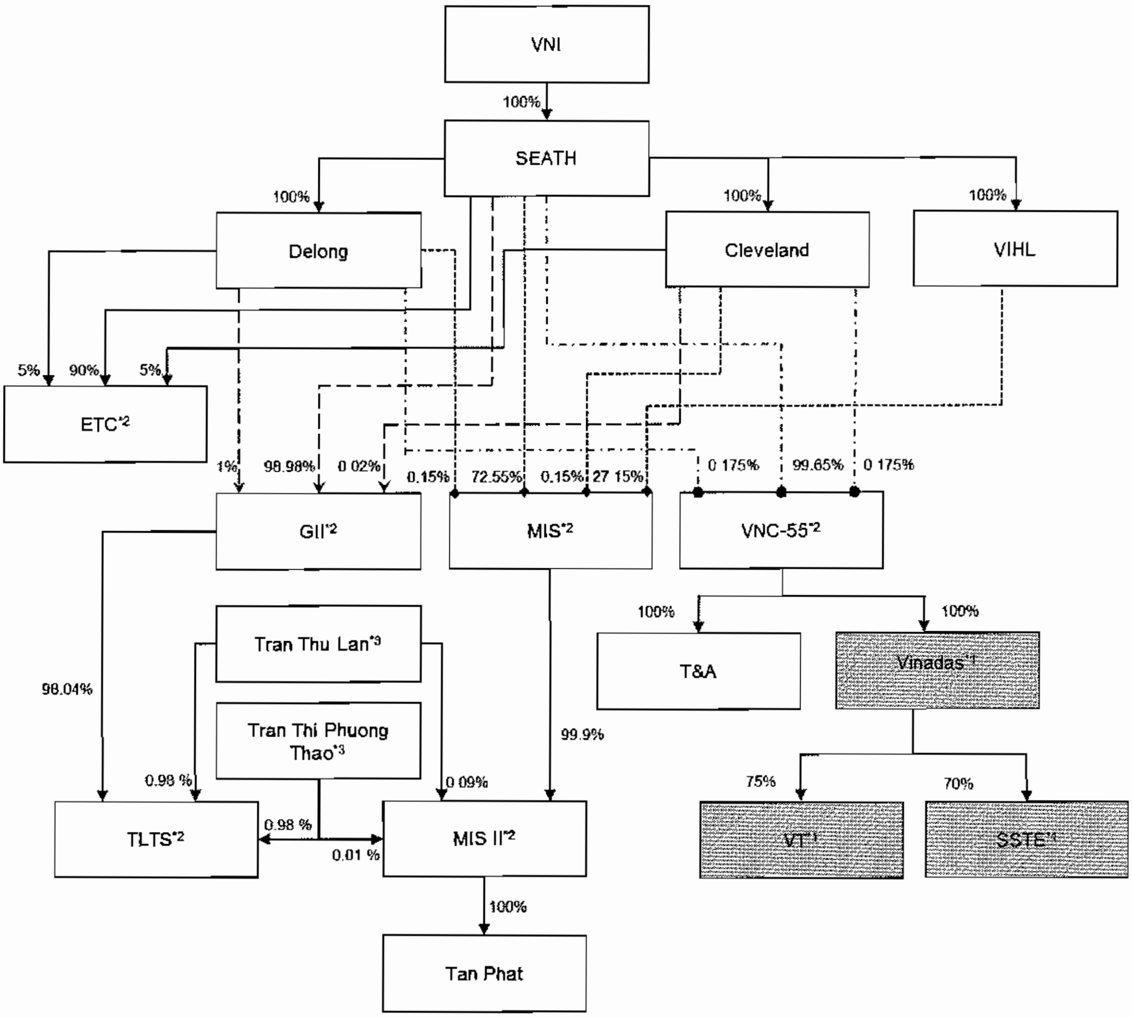
		<------------Direct---------->		<-----------Indirect-------->	
Shareholder	**Place of incorporation**	**No. of shares**	**%**	**No. of shares**	**%**
VNI[*1]	Cayman Islands	42,042,702	100.0	-	-

Note:-

*1 *VNI is listed on the London Stock Exchange's AIM (formerly known as the Alternative Investment Market) under the stock code AIM:VNI. Further details on the Vendor are set out in Section 2.8 of this Circular*

The group structure of SEATH and its subsidiary companies before and after the Proposed Acquisition are set out below:-

Before the Proposed Acquisition



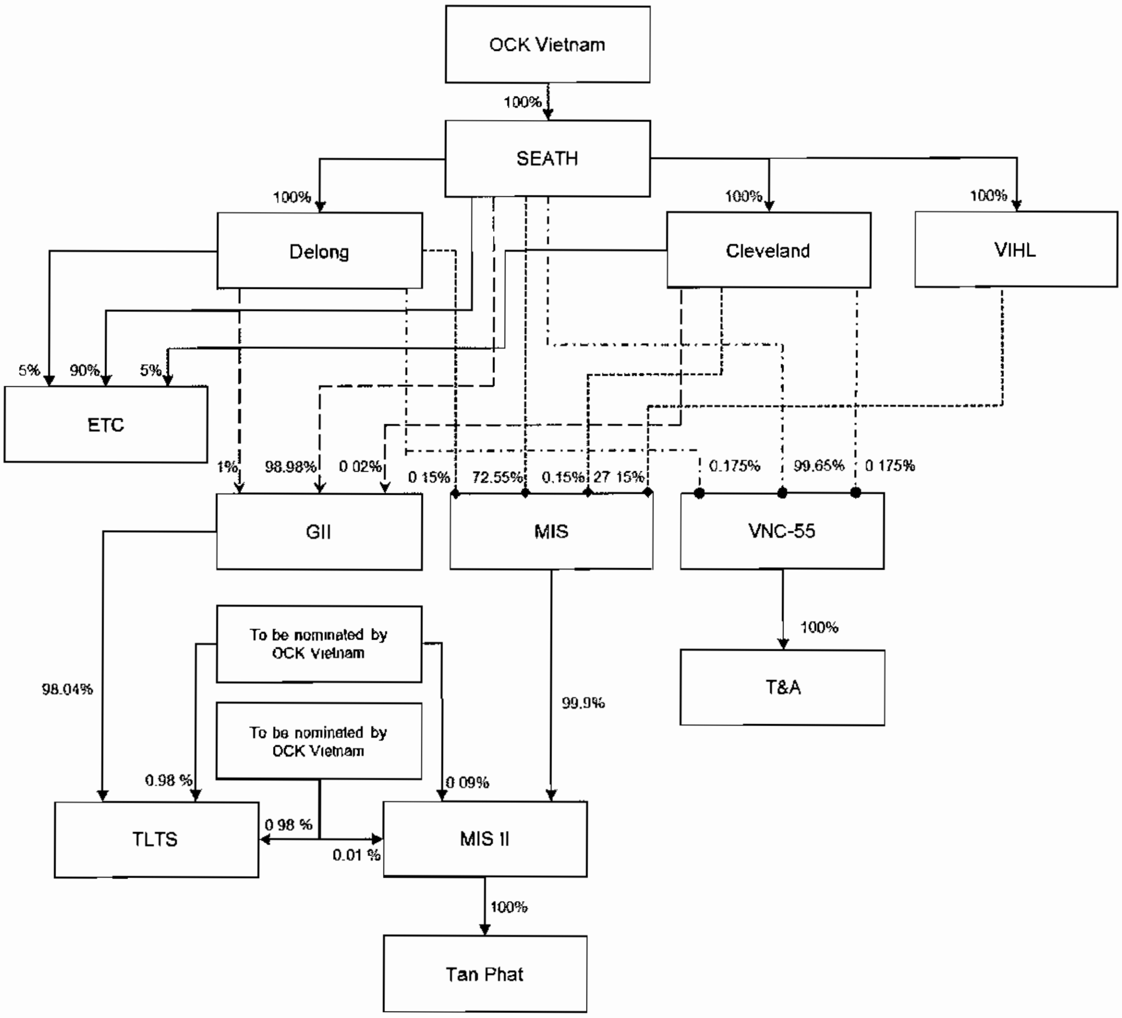
Notes:-

*1 *These companies shall be divested as part of the condition precedent pursuant to Clause 4.1.1(b) of the SPA, prior to completion of the SPA*

*2 *For shareholders' information purposes, joint stock companies in Vietnam are required to have at least three (3) shareholders, resulting in the group structure as above*

*3 *These two (2) minority shareholders shall transfer their shares in TLTS and MIS II respectively to entities to be nominated by the Purchaser, as part of the condition precedent pursuant to Clause 4.1.1(f) of the SPA, prior to completion of the SPA*

After the Proposed Acquisition



As set out in Section 2.1 of this Circular, OCK Group will only be acquiring the subsidiary companies of SEATH which are involved in the BTS Business. The subsidiary companies which are involved in the IBS Business will be fully divested prior to completion of the SPA. Accordingly, the proforma consolidated financial information of SEATH Group has excluded the financial information on the IBS Business (including the VNC-55 Maybank Loan and its related finance cost as the loan was incurred by SEATH Group to acquire the subsidiary companies of SEATH, namely SSTE and VT which is involved in the IBS Business).

As the SEATH Group is wholly-owned by VNI (which is listed on the London Stock Exchange's AIM (formerly known as Alternative Investment Market)), the results of SEATH and its subsidiary companies are consolidated at VNI company level and no consolidated accounts of SEATH Group were prepared at the SEATH level. Purely for the purposes of the Proposed Acquisition, the management of the Vendor had prepared the proforma consolidated financial information for the FYE 31 December 2013 to FYE 31 December 2015 and the latest unaudited proforma consolidated management accounts for the four (4)-month FPE 30 April 2016 together with the corresponding four (4)-month FPE 30 April 2015, at the SEATH Group level (excluding the IBS Business). The management of OCK had appointed BTMH to perform certain agreed-upon procedures for the consolidation workings on the proforma consolidated statement of financial position and statement of profit or loss of SEATH Group for the FYE 31 December 2015, a copy of the said letter by BTMH of which is set out in Appendix II of this Circular.

A summary of the proforma financial information of SEATH Group for the FYE 31 December 2013 to FYE 31 December 2015 and the latest unaudited proforma consolidated management accounts for the four (4)-month FPE 30 April 2016 together with the corresponding four (4)-month FPE 30 April 2015 as well as the financial commentaries are set out in Appendix I of this Circular.

Further details on SEATH Group are set out in Appendix I of this Circular.

2.2 Basis and justifications of determining the indicative Purchase Consideration

The indicative Purchase Consideration, which is subject to adjustments as set out in Section 2.9(ii) of this Circular, was arrived at on a willing-buyer willing-seller basis, based on mutual agreement after negotiation between OCK Vietnam and the Vendor and based on the proforma unaudited EBITDA of SEATH Group for the FYE 31 December 2015 of approximately USD5.89 million (equivalent to approximately RM24.30 million) as well as the adjusted proforma unaudited NA of SEATH Group as at 31 December 2015 after adjusting for the minimum cash balance to be maintained in SEATH Group by the Vendor upon completion of the SPA (as set out in Section 2.9(ii)(b) of this Circular), of approximately USD26.75 million (equivalent to approximately RM110.34 million).

In addition to the above, the Board, in arriving at the indicative Purchase Consideration, has taken into consideration the following factors:-

i. The future earnings potential of SEATH Group given the steady stream of income to be derived based on the long term contracts secured by SEATH Group for the lease of its BTS towers which range from five (5) to ten (10) years as set out in Section 4.3 of this Circular. For the FYE 31 December 2015, SEATH Group recorded a proforma unaudited PAT of approximately USD1.83 million (equivalent to approximately RM7.55 million); and

ii. The positive outlook of the Vietnamese telecommunication industry in relation to SEATH Group's BTS Business as set out in Section 4.2 of this Circular.

Further, the indicative Purchase Consideration represents the following multiples:-

i. An EV/ EBITDA multiple of approximately 7.98 times based on the EV of USD47.00 million (equivalent to approximately RM193.88 million) derived from the indicative Purchase Consideration net of minimum cash balance of USD3.00 million (equivalent to approximately RM12.38 million) to be maintained in SEATH Group by the Vendor upon completion of the SPA (as set out in Section 2.9(ii)(b) of this Circular), as well as the proforma unaudited EBITDA of USD5.89 million (equivalent to approximately RM24.30 million) of SEATH Group for the FYE 31 December 2015. For the avoidance of doubt, the borrowings and non-controlling interests have been excluded in deriving at the EV as the borrowings shall be fully discharged or assigned to an entity not forming part of SEATH Group and the non-controlling equity interests shall be fully transferred to entities to be nominated by the Purchaser prior to completion of the SPA; and

ii. A price to book multiple of approximately 1.87 times based on the adjusted proforma unaudited NA of SEATH Group for the FYE 31 December 2015 of approximately USD26.75 million (equivalent to approximately RM110.34 million).

For the purpose of assessing the reasonableness of the indicative Purchase Consideration, reference was made to the valuation statistics of public companies listed on stock exchanges in Asia with principal activities which are broadly comparable to the businesses of SEATH Group. SEATH Group is principally involved in the development/ construction, installation, ownership, operation and leasing out of BTS towers, infrastructure and other assets as set out in Section 2.1 of this Circular. As such, companies which provide leasing of its BTS towers to MNOs in Asia have been chosen as comparable companies.

It should be noted that there is no company listed in Asia which may be considered to be identical to SEATH Group in terms of, inter-alia, composition of business activities, scale of business operations, risk profile, asset base, accounting and tax policies, track record, future prospects, competitive environment, financial positions and that such business may have fundamentally different profitability objectives. It should also be noted that any comparison made with respect to the comparable companies is merely to provide an indicative valuation of SEATH Group.

The EV/ EBITDA valuation multiple and the PB valuation multiple has been used to arrive at the relative valuation statistics, as described below:-

Valuation multiple	**Description**
EV/ EBITDA	EV is the sum of a company's market capitalisation, preferred equity, non-controlling interests, short and long term debt less its cash and cash equivalents. The EV/ EBITDA multiple illustrates the market value of a company's business relative to its historical pre-tax operation cash flow performance, without regard to the company's capital structure
PB	PB multiple illustrates the multiple of the market value of a company's shares relative to its book value of equity

In addition to the above, the discounted cashflow valuation method was used by Crowe Horwath to value SEATH Group, details of which are set out in Section 2.3 and Appendix VI of this Circular.

The price-to-earnings multiple was not used as the basis of valuation as the earnings per share component may differ widely in terms of the comparable companies' different capital structures, variability of interest expenses arising from the amount of borrowings utilised and differences in depreciation and amortisation methods used.

Other valuation multiple comparisons such as price-to-sales multiple were not used as it may not be deemed applicable or appropriate with respect to SEATH Group. As SEATH Group is a profitable company, the earnings/ profit multiples such as EV/ EBITDA is more applicable and will be a more meaningful valuation multiple and provides a more meaningful benchmark valuation. The price-to-sales valuation multiple is more applicable to companies which have no earnings or recorded losses and as such, the sales figure would be more applicable for such companies.

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Comparable companies	Based on the latest audited FYE	Principal activities	Closing price as at LPD*1	EV*2	EBITDA*3	EV/ EBITDA	NA attributable to owners per share	PB
Indonesia			**IDR**	**IDR million**	**IDR million**	**times**	**IDR**	**times**
PT Bali Towerindo Sentra Tbk	31 December 2015	Provides telecommunication tower leasing and transmission network services	950	3,858,316	221,595	17.41	137.75	6.90
PT Inti Bangun Sejahtera Tbk	31 December 2015	Provides telecommunication tower leasing and infrastructure network such as fibre optic network	2,000	3,296,715	509,311	6.47	2,206.66	0.91
PT Sarana Menara Nusantara Tbk	31 December 2015	Involved in building telecommunications tower and rents the towers to mobile telecommunications services providers	3,860	46,297,416	4,910,146	9.43	752.74	5.13
PT Solusi Tunas Pratama Tbk	31 December 2015	Involved in development and construction of telecommunication towers for the wireless communications industry	7,200	16,075,833	1,480,091	10.86	4,232.26	1.70
PT Tower Bersama Infrastructure Tbk	31 December 2015	Involved in development and operation of telecommunication supporting infrastructure including tower and in-building systems	6,200	47,983,365	2,946,373	16.29	318.99	19.44
India			**INR**	**INR milion**	**INR million**	**times**	**INR**	**times**
Bharti Infratel Ltd	31 March 2016	Provides telecommunication infrastructure services including constructing and managing cell phone towers and other communication structures for telecom operators and wireless service providers	369.20	646,882	61,098	10.59	99.20	3.72
		High				**17.41**		**6.90*4**
		Low				**6.47**		**0.91**

	EV/ EBITDA times	PB times
Simple average	**11.84**	**3.67**[*4]
SEATH Group	**7.98**[*5]	**1.87**

(Source: Bloomberg and the audited financial statements of the respective companies)

Notes:-

[*1] *Based on the closing market price as at the LPD*

[*2] *Market capitalisation in the calculation of EV is computed by multiplying the latest total number of shares in issue (excluding treasury shares) with the closing market price of the shares of the respective companies as at the LPD, while other components in EV, namely the preferred equity, non-controlling interests, short and long term debt, and cash and cash equivalents, where applicable, are based on the latest audited financial statements of the respective companies*

[*3] *EBITDA is computed as profit before taxation plus interest, depreciation and amortisation, which are based on the latest audited financial statements of the respective companies*

[*4] *Excluding the outlier, namely PT Tower Bersama Infrastructure Tbk*

[*5] *Assuming the market capitalisation of approximately USD50.00 million (equivalent to approximately RM206.25 million) accorded to SEATH Group as implied by the indicative Purchase Consideration after deducting cash and cash equivalents of USD3.00 million (equivalent to approximately RM12.38 million) based on the minimum cash balance to be maintained in SEATH Group by the Vendor prior to completion of the SPA. For the avoidance of doubt, the borrowings and non-controlling interests have been excluded in deriving at the EV as the borrowings shall be fully discharged or assigned to an entity not forming part of SEATH Group and the non-controlling equity interests shall be fully transferred to entities to be nominated by the Purchaser prior to completion of the SPA*

The EV/ EBITDA multiple of SEATH Group of 7.98 times as implied by the indicative Purchase Consideration is below the simple average of the EV/ EBITDA multiple of the comparable companies of 11.84 times and is within the range of EV/ EBITDA multiple of the comparable companies of 6.47 times to 17.41 times. This means that the value as implied by the indicative Purchase Consideration accorded to SEATH Group is relatively lower than the average value accorded to the comparable companies from an EBITDA standpoint without regards to the capital structure and is deemed favourable to OCK pursuant to the Proposed Acquisition.

The PB multiple of SEATH Group of 1.87 times as implied by the indicative Purchase Consideration is below the simple average of the PB multiple of the comparable companies of 3.67 times and is within the range of PB multiple of the comparable companies of 0.91 times to 6.90 times. This means that the value as implied by the indicative Purchase Consideration accorded to SEATH Group is relatively lower than the average value accorded to the comparable companies from a NA attributable to owners standpoint and is deemed favourable to OCK pursuant to the Proposed Acquisition.

Overall, taking the aforesaid into consideration, the indicative Purchase Consideration is deemed reasonable.

In addition, an evaluation was carried out by Crowe Horwath to provide an opinion on the fairness of the indicative Purchase Consideration, a summary of the report is set out in Section 2.3 of this Circular and a copy of the said expert's report on the fairness of the indicative Purchase Consideration dated 20 October 2016 is enclosed in Appendix VI of this Circular.

2.3 Evaluation by Crowe Horwath

Crowe Horwath had undertaken a discounted cash flow ("DCF") analysis of SEATH Group's business to derive the range of equity valuation and enterprise valuation of approximately USD53.11 million to USD57.23 million based on a 100% equity basis and the key bases and assumptions, the details of which are set out in Appendix VI of this Circular. Based on the above, the indicative Purchase Consideration of USD50.00 million is below the range of the abovementioned equity valuation and enterprise valuation of SEATH Group of approximately USD53.11 million to USD57.23 million.

Further, the following table summarises the comparison of the implied EV/ EBITDA multiples of SEATH Group based on the EV derived from the DCF analysis with the trading EV/ EBITDA multiples of the comparable companies for the latest audited financial year as well as the comparison of the implied EBITDA multiple of SEATH Group based on the indicative Purchase Consideration with the precedent transaction's implied EBITDA multiples:-

	EV/ EBITDA multiple **times**
Comparable companies[*1]	11.85 – 16.27
SEATH Group:- Implied from the EV derived from DCF	9.02 – 9.72
	Implied EBITDA multiple **times**
Precedent transactions[*2]	7.00 – 12.20
SEATH Group:- Implied from the indicative Purchase Consideration	8.49[*3]

Notes:-

*1 *Details on the comparable companies' trading EV/ EBITDA multiples as at the latest audited financial year and based on Crowe Horwath's assessment date of 4 August 2016 are as follows:-*

Comparable companies	***FYE***	***EV[(a)]*** ***USD million***	***EBITDA[(b)]*** ***USD million***	***EV/ EBITDA multiple times***
Bharti Infratel Limited, India	*31 March 2016*	*9,768.26*	*824.53*	*11.85*
PT Sarana Menara Nusantara Tbk, Indonesia	*31 December 2015*	*3,669.88*	*276.13*	*13.29*
PT Tower Bersama Infrastructure Tbk, Indonesia	*31 December 2015*	*3,539.50*	*217.61*	*16.27*

(a) The EV of the comparable companies are computed as the aggregate of market capitalisation, total borrowings and non-controlling interests less cash and cash equivalents, details as follows:-

Comparable companies	Market capitalisation USD million	Total borrowings USD million	Non-controlling interests USD million	Cash and cash equivalents USD million	EV USD million
Bharti Infratel Limited, India	10,215.13	260.02	-	706.89	9,768.26
PT Sarana Menara Nusantara Tbk, Indonesia	3,170.87	714.68	(0.11)	215.56	3,669.88
PT Tower Bersama Infrastructure Tbk, Indonesia	2,222.80	1,333.74	4.39	21.43	3,539.50

(Source: Bloomberg)

(b) EBITDA is sourced from Bloomberg. The EBITDA for Bharti Infratel Limited is based on the company's audited FYE 31 March 2015

*2 Details on the precedent transactions and based on Crowe Horwath's assessment date of 4 August 2016 are as follows:-

Completion date	Description	Target acquisition's location	Deal size[a] USD million	Implied EBITDA multiples times
30 June 2016	PT Sarana Menara Nusantara Tbk purchased 2,500 telecommunications towers from PT XL Axiata Tbk	Indonesia	268.34	9.00[b]
4 April 2016	American Tower Corporation purchased 51% equity interest in Viom Networks Limited	India	3,385.00	12.20[c]
23 December 2014	PT Solusi Tunas Pratama Tbk purchased 3,500 telecommunications towers from PT XL Axiata Tbk	Indonesia	460.50	8.90[d]
5 August 2012	PT Tower Bersama Infrastructure Tbk purchased 2,500 telecommunications towers from PT Indosat Tbk	Indonesia	406.00	8.70[e]
19 July 2010	GTL Infrastructure Ltd purchased 17,500 telecommunications towers from Aircel Ltd	India	1,762.99	7.00[f]

(a) Source: Bloomberg

(b) Based on the EV against the EBITDA as extracted from the sources: "Still Hungry for M&A", Mandiri Sekuritas, 6 April 2016; "Protelindo buys Axiata towers in USD267m deal", FinanceAsia, 29 March 2016; "Delivering its promises", Samuel Equity Research, 29 March 2016

(c) Based on the EV against the EBITDA as extracted from the source: "India Telecoms: A historic deal in the India Telecom Tower Industry – what is the impact on BHIN?", J.P. Morgan India Private Limited, 23 October 2015

(d) Based on the EV against the EBITDA as extracted from the source: Axiata Group Berhad's announcement dated 2 October 2014

(e) Based on the EV against the EBITDA as extracted from the sources: "Value enhancing deal, faster growth track", Mandiri Sekuritas, 2 March 2012; "Win-win deal with Indosat, strong 4Q11", Mandiri Sekuritas, 9 February 2012

(f) Implied from the transaction value of Rs8,400 crore against expected EBITDA of Rs1,200 crore (Source: "GTL-Aircel tower deal confirmed for Rs8,400 cr", Business Standard, 15 January 2010; Bombay Stock Exchange, 14 January 2010)

*3 SEATH Group's implied EBITDA multiple of 8.49 times is based on the indicative Purchase Consideration of SEATH Group amounting to USD50.00 million divided by the EBITDA of SEATH Group for the FYE 31 December 2015 of approximately USD5.89 million

Based on the table above, which is extracted from the expert's report prepared by Crowe Horwath, the implied EV derived from DCF translates to an implied EV/ EBITDA multiple of between 9.02 times to 9.72 times based on SEATH Group's EBITDA for the FYE 31 December 2015, which is below the range of traded EV/ EBITDA multiples of 11.85 times to 16.27 times for the selected comparable companies as at the latest audited financial year.

In addition, SEATH Group's implied EBITDA multiple based on the indicative Purchase Consideration of 8.49 times falls within the range of the implied EBITDA multiples of 7.00 times to 12.20 times for precedent transactions.

Premised on the above, Crowe Horwath is of the view that as at their assessment date of 4 August 2016, the indicative Purchase Consideration payable pursuant to the Proposed Acquisition is fair from a financial point of view of OCK. Further details on the expert report by Crowe Horwath on the fairness of the indicative Purchase Consideration dated 20 October 2016 are set out in Appendix VI of this Circular.

2.4 Mode and terms of settlement

The indicative Purchase Consideration will be satisfied entirely via cash to the Vendor, to be paid in the following manner:-

Payment terms	Timing	Amount USD'000	RM equivalent RM'000	%
Deposit sum	Within 20 business days from the date of execution of the SPA, which was paid on 25 August 2016	2,500	10,313	5.0
Balance Purchase Consideration	Upon completion of the SPA	47,500	195,937	95.0
		50,000	**206,250**	

(The deposit sum of USD2.50 million is hereby referred to as "Deposit" and the balance purchase consideration of USD47.50 million is hereby referred to as "Balance Purchase Consideration")

The indicative Purchase Consideration is subject to adjustments as set out in Section 2.9(ii) of this Circular.

2.5 Sources of funding

The indicative Purchase Consideration pursuant to the Proposed Acquisition shall be funded through a combination of internally generated funds and bank borrowings, the estimated breakdown of which is set out below:-

	Amount USD'000	RM' equivalent RM'000	%
Internally generated funds	20,000*1	82,500	40.0
Bank borrowings	30,000*2	123,750	60.0
	50,000	**206,250**	**100.0**

Notes:-

*1 *The cash contribution will be based on OCK SEA's 60.0% shareholding and CTL's 40.0% shareholding in OCK Vietnam, respectively*

*2 *The bank borrowings amounting to USD30.00 million shall be procured by OCK Vietnam*

2.6 Liabilities to be assumed by OCK Group

Save for the obligations and liabilities in and arising from, pursuant to or in connection with the SPA, there are no other liabilities including contingent liabilities and/ or guarantees to be assumed by OCK Group arising from the Proposed Acquisition.

Purely for shareholders' information purposes, the VNC-55 Maybank Loan shall be fully discharged or assigned to an entity not forming part of SEATH Group by the Vendor pursuant to the conditions precedent set out in Clause 4.1.1(c) of the SPA, prior to completion of the SPA. As such, OCK Group shall be acquiring SEATH Group free of debt.

2.7 Additional financial commitment required

Save for the indicative Purchase Consideration, there are no additional financial commitments required by OCK Group to put the business of SEATH Group on-stream. As set out in Section 2.1 of this Circular, SEATH Group is an on-going business entity.

2.8 Information on the Vendor

VNI was incorporated in the Cayman Islands on 18 January 2007 as a company limited by shares under the name of VinaInfrastructure Limited. On 3 April 2007, it subsequently assumed its present name. VNI was registered with the Cayman Islands Monetary Authority as a regulated mutual fund under the Cayman Islands' Mutual Funds Law (2015 Revision) on 22 July 2015.

VNI is a closed-end fund launched in July 2007 and listed on the London Stock Exchange's AIM (formerly known as the Alternative Investment Market). The term of the fund is for 10 years (i.e. up to 4 July 2017) and then subject to shareholder vote for continuation. VNI is principally involved in investing in a diversified portfolio of infrastructure and infrastructure related assets in Vietnam.

As at the LPD, there is one (1) class of shares in VNI, namely the Private Equity Shares (listed under the stock code AIM: VNI) of USD0.01 each. As at the LPD, the authorised share capital of VNI is 5,000,000,000 of USD0.01 each and the outstanding number of ordinary shares is 350,221,094. Based on the interim consolidated financial statements of VNI for the six (6)-month FPE 31 December 2015 which was reviewed by VNI's auditor, there is no specific disclosure for issued and paid-up share capital of VNI, however the NA attributable to holders of the Private Equity Shares is USD94.72 million.

As at the LPD, the directors of VNI as well their respective direct shareholdings are as follows:-

		<---------------Direct*1------------->	
Directors	**Nationality**	**No. of shares**	**%**
Rupert Carington	British	-	-
Robert Binyon	British	-	-
Paul Garnett	British	-	-
Luong Van Ly	Vietnamese	-	-

As at 31 May 2016, the substantial shareholders of VNI as well their respective direct shareholdings are as follows:-

	<--------------Direct[*1]------------>	
Substantial shareholders	**No. of shares**	**%**
Crest International Nominee, Belgium	77,090,916	22.01
The Bank of New York Mellon, Bruxelles	39,671,988	11.33
Goldman Sachs, London	24,499,422	7.00
Bank Julius Baer, Zurich	20,064,000	5.73
Goldman Sachs Investments, London	18,675,868	5.33
Credit Suisse, New York	17,916,060	5.12
JP Morgan Chase, London	17,345,000	4.95

Note:-

*1 *There is no disclosure pertaining to indirect shareholders in VNI as the Cayman Islands Companies Laws (2013 Revision) of which VNI is incorporated under, and applicable regulations of the London Stock Exchange's AIM (formerly known as the Alternative Investment Market) where VNI is listed, does not have any specific provisions pertaining to indirect shareholders*

2.9 Salient terms of the SPA

The salient terms of the SPA are, inter alia, as follows:-

i. Agreement for Sale and Purchase

Subject to and upon the express provisions of the SPA, the Purchaser agrees to purchase from the Vendor, and the Vendor agrees to sell to the Purchaser, the Sale Shares on and with effect from completion of the SPA ("Completion") free from any and all encumbrances and together with all accrued rights and benefits attaching thereto, in consideration of the Purchase Consideration. (The Vendor and the Purchaser are collectively referred to as the "Parties" or individually the "Party").

ii. Adjustments to the Purchase Consideration

The Purchase Consideration shall be subject to adjustments in accordance to the provisions in Sub-Clauses 2.5 to 2.7 and Schedule 7 of the SPA, in the event of the following:-

(a) Working capital calculation (i.e. total current assets less total current liabilities in accordance with the SPA) and Balance Purchase Consideration adjustment:-

(i) if the actual working capital of the SEATH Group is less than zero, the Purchase Consideration shall be reduced by the difference, and the Vendor shall repay to the Purchaser an amount in cash equivalent to the difference; and

(ii) if the actual working capital of the SEATH Group is more than zero, the Purchaser shall pay the Vendor an amount in cash equivalent to the difference.

The working capital of SEATH Group as at the completion date of the SPA shall be calculated based on the unaudited completion accounts to be prepared by the Purchaser and agreed between the Parties or failing which, to be determined by the expert, who is a party/ firm (which shall be an independent chartered accountant) to be appointed to resolve any dispute on the working capital calculations, in accordance with Schedule 7 of the SPA.

For information purposes, based on the unaudited proforma consolidated financial statements of SEATH Group for the FYE 31 December 2015, the amount of working capital of SEATH Group stood at approximately USD5.85 million (equivalent to approximately RM24.13 million).

(b) Minimum cash balance and Balance Purchase Consideration adjustment:-

(i) The Parties irrevocably agree and acknowledge that the SEATH Group shall on Completion maintain the minimum cash balance of the VND equivalent of USD3,000,000 at Completion held by the SEATH Group ("Minimum Cash Balance").

As at pre-completion

(ii) The estimated cash balance is determined as the estimated cash held by SEATH Group as at the completion date of the SPA as shown by the pre-completion accounts to be prepared by the Vendor in accordance with Schedule 7 of the SPA and delivered no later than three (3) business days before the scheduled completion date of the SPA ("Estimated Cash Balance").

The Parties agree that the Estimated Cash Balance shall be adjusted to reflect the actual cash as shown in the pre-completion bank statements of SEATH Group as at the business day immediately preceding the scheduled completion date of the SPA ("Actual Cash Before Completion"). The abovementioned adjusted cash balance reflecting the Actual Cash Before Completion will be referred to as the "Adjusted Estimated Cash Balance", details of the adjustments of which are as follows:-

a. if the Adjusted Estimated Cash Balance is less than the Minimum Cash Balance, the Vendor shall pay to the Purchaser in cash of the shortfall amount on the 20th business day from the completion date of the SPA;

b. if the Adjusted Estimated Cash Balance is greater than the Minimum Cash Balance, the Purchaser shall pay to the Vendor in cash of the excess amount (the "Initial Cash Excess") subject to a cap of USD1 million (the "Initial Cash Adjustment Cap"), on the 20th business day from the completion date of the SPA; and

c. if the amount of the Initial Cash Excess is greater than the Initial Cash Adjustment Cap, the difference between the Initial Cash Excess and Initial Cash Adjustment Cap shall be referred to as the "Unpaid Cash Excess", which shall be dealt with in accordance with Section 2.9(ii)(b)(iv) below.

<u>After the completion accounts have been agreed (or determined by the expert)</u>

The draft completion accounts shall be prepared by the Purchaser in accordance with Schedule 7 of the SPA and delivered to the Vendor within 40 business days from Completion. The Vendor shall have a further 40 business days from the delivery of the draft completion accounts by the Purchaser, to agree or dispute the draft completion accounts ("Objection Period").

If the Vendor delivers a notice on acceptance of the completion accounts or does not deliver any notice to dispute the draft completion accounts ("Dispute Notice") during the Objection Period, the draft completion accounts shall be final and binding on the Parties. However, if the Vendor serves a Dispute Notice, the Parties have a further 40 business days from the date of the Dispute Notice, to resolve the matters in dispute ("Resolution Period"). If the dispute has been resolved, the revised completion accounts shall be delivered from the Purchaser to the Vendor within five (5) business days of such agreement.

If no resolution is reached within the Resolution Period, the completion accounts shall be determined by an expert to be appointed as set out in Section 2.9(ii)(a) above, which shall prepare the decision within 20 business days from the date that the matter is referred to the expert. The Purchaser shall deliver the revised completion accounts incorporating the adjustments by the expert within five (5) business days of the expert's decision, which shall be final and binding.

(iii) If the Initial Cash Excess is less than the Initial Cash Adjustment Cap (pursuant to Section 2.9(ii)(b)(ii)(b) above) or if there is no Initial Cash Excess (pursuant to Section 2.9(ii)(b)(ii)(a) above), the following shall apply:-

a. if the actual cash balance as at the completion date of the SPA as shown in the completion accounts ("Actual Cash Balance") is less than the Adjusted Estimated Cash Balance, the difference shall be paid by the Vendor to the Purchaser; and

b. if the Actual Cash Balance is greater than the Adjusted Estimated Cash Balance, the Purchaser shall pay the difference to the Vendor, subject to a cap of USD1 million (the "Final Cash Adjustment Cap"),

and any such payments above shall be made in cash within five (5) business days of the completion accounts finalisation date.

(iv) If the Initial Cash Excess is greater than the Initial Cash Adjustment Cap (i.e. there is an Unpaid Cash Excess pursuant to Section 2.9(ii)(b)(ii)(c) above), the following shall apply:-

a. if the shortfall of the Actual Cash Balance less the Adjusted Estimated Cash Balance is less than the Unpaid Cash Excess, the Purchaser shall pay to the Vendor the difference, subject to the Final Cash Adjustment Cap. If the shortfall of the Actual Cash Balance less the Adjusted Estimated Cash Balance is greater than the Unpaid Cash Excess, the Vendor shall pay to the Purchaser the difference; or

b. if the Actual Cash Balance is greater than the Adjusted Estimated Cash Balance, the Purchaser shall pay to the Vendor the difference plus the Unpaid Cash Excess, subject to the Final Cash Adjustment Cap,

and any such payments shall be made in cash within five (5) business days of the completion accounts finalisation date.

For the avoidance of doubt, the Initial Cash Adjustment Cap and Final Cash Adjustment Cap only apply to payments by the Purchaser to the Vendor, where applicable. Any shortfall in cash balances resulting in payments by the Vendor to the Purchaser is not subject to any cap.

Illustrations of the Minimum Cash Balance and the Balance Purchase Consideration adjustments are set out in the ensuing pages assuming the parameters set out as follows:-

Scenarios	As at pre-completion	After the completion accounts have been agreed
A	• The Adjusted Estimated Cash Balance is less than the Minimum Cash Balance • There is no Initial Cash Excess	• The Actual Cash Balance is greater than the Adjusted Estimated Cash Balance. Such difference is subject to and is less than the Final Cash Adjustment Cap
B	• The Adjusted Estimated Cash Balance is greater than the Minimum Cash Balance • The Initial Cash Excess is subject to and is less than the Initial Cash Adjustment Cap	• The Actual Cash Balance is less than the Adjusted Estimated Cash Balance. Such difference is not subject to the Final Cash Adjustment Cap
C	• The Adjusted Estimated Cash Balance is greater than the Minimum Cash Balance • The Initial Cash Excess is subject to and is less than the Initial Cash Adjustment Cap	• The Actual Cash Balance is greater than the Adjusted Estimated Cash Balance. Such difference is subject to and is less than the Final Cash Adjustment Cap
D	• The Adjusted Estimated Cash Balance is greater than the Minimum Cash Balance • The Initial Cash Excess is subject to and is greater than the Initial Cash Adjustment Cap, resulting in Unpaid Cash Excess	• The Actual Cash Balance is less than the Adjusted Estimated Cash Balance. Such difference is less than the Unpaid Cash Excess and is subject to and is less than the Final Cash Adjustment Cap

Scenarios	As at pre-completion	After the completion accounts have been agreed
E	• The Adjusted Estimated Cash Balance is greater than the Minimum Cash Balance • The Initial Cash Excess is subject to and is greater than the Initial Cash Adjustment Cap, resulting in Unpaid Cash Excess	• The Actual Cash Balance is less than the Adjusted Estimated Cash Balance. Such difference is greater than the Unpaid Cash Excess and is not subject to the Final Cash Adjustment Cap
F	• The Adjusted Estimated Cash Balance is greater than the Minimum Cash Balance • The Initial Cash Excess is subject to and is greater than the Initial Cash Adjustment Cap, resulting in Unpaid Cash Excess	• The Actual Cash Balance is greater than the Adjusted Estimated Cash Balance. Such difference is greater than the Unpaid Cash Excess. The aggregate of such difference of the Actual Cash Balance and Adjusted Estimated Cash Balance plus the Unpaid Cash Excess is subject to and is greater than the Final Cash Adjustment Cap

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	<------------As at pre-completion------------>			<------------After completion accounts agreed------------>					<----Aggregate---->
	I	II = (I – USD3.00 million)	(a)	III = II – USD1.00 million)		IV	V = (IV – I)	(b)	(c) = (a) + (b)
Scenario	Adjusted Estimated Cash Balance USD million	(Shortfall)/ excess of Adjusted Estimated Cash Balance less Minimum Cash Balance USD million	Effective section and adjustment (payable within 20 business days from the completion date of the SPA)	(Shortfall)/ excess of Initial Cash Excess less Initial Cash Adjustment Cap USD million	Effective section	Actual Cash Balance USD million	(Shortfall)/ excess of difference of Actual Cash Balance less Adjusted Estimated Cash Balance USD million	Effective section and adjustment (payable within 5 business days of completion accounts agreed)	Net payment effect (which is equivalent to Actual Cash Balance less Minimum Cash Balance)
A	1.80	(1.20)	Section 2.9(ii)(b)(ii)(a): Vendor shall pay to the Purchaser amounting to **USD1.20 million**	Not applicable	Not applicable as there is no Initial Cash Excess	2.00	0.20	Section 2.9(ii)(b)(iii)(b): Purchaser shall pay to the Vendor amounting to **USD0.20 million (V)** and is below the Final Cash Adjustment Cap	Vendor pays to the Purchaser **USD1.00 million**
B	3.90	0.90 (Initial Cash Excess)	Section 2.9(ii)(b)(ii)(b): Purchaser shall pay to the **Vendor** amounting to **USD0.90 million**	(0.10) (Section 2.9(ii)(b)(ii)(b))	Section 2.9(ii)(b)(iii): Initial Cash Excess is less than Initial Cash Adjustment Cap	3.70	(0.20)	Section 2.9(ii)(b)(iii)(a): Vendor shall pay to the Purchaser amounting to **USD0.20 million (V)**	Purchaser pays to the Vendor **USD0.70 million**
C	3.80	0.80 (Initial Cash Excess)	Section 2.9(ii)(b)(ii)(b): Purchaser shall pay to the Vendor amounting to **USD0.80 million**	(0.20) (Section 2.9(ii)(b)(ii)(b))	Section 2.9(ii)(b)(iii): Initial Cash Excess is less than Initial Cash Adjustment Cap	4.30	0.50	Section 2.9(ii)(b)(iii)(b): Purchaser shall pay to the Vendor amounting to **USD0.50 million (V)** and is below the Final Cash Adjustment Cap	Purchaser pays to the Vendor **USD1.30 million**

	<------------------As at pre-completion--------------->			<--------------------------------After completion accounts agreed--------------------------->					<----Aggregate--->
	I	II = (I – USD3.00 million)	(a)	III = II – USD1.00 million)		IV	V = (IV – I)	(b)	(c) = (a) + (b)
Scenario	**Adjusted Estimated Cash Balance USD million**	**(Shortfall)/ excess of Adjusted Estimated Cash Balance less Minimum Cash Balance USD million**	**Effective section and adjustment** **(payable within 20 business days from the completion date of the SPA)**	**(Shortfall)/ excess of Initial Cash Excess less Initial Cash Adjustment Cap USD million**	**Effective section**	**Actual Cash Balance USD million**	**(Shortfall)/ excess of difference of Actual Cash Balance less Adjusted Estimated Cash Balance USD million**	**Effective section and adjustment** **(payable within 5 business days of completion accounts agreed)**	**Net payment effect (which is equivalent to Actual Cash Balance less Minimum Cash Balance)**
D	4.50	1.50 (Initial Cash Excess)	Section 2.9(ii)(b)(ii)(b): Purchaser shall pay to the Vendor amounting to an Initial Cash Adjustment Cap of **USD1.00 million**	0.50 (**Unpaid Cash Excess** - Section 2.9(ii)(b)(ii)(c))	Section 2.9(ii)(b)(iv): Initial Cash Excess is greater than Initial Cash Adjustment Cap	4.30	(0.20)	Section 2.9(ii)(b)(iv)(a): As the shortfall of **(V)** is less than the Unpaid Cash Excess, the Purchaser shall pay to the Vendor amounting to the difference of **USD0.30 million (III - V)** and is below the Final Cash Adjustment Cap	Purchaser pays to the Vendor **USD1.30 million**
E	4.10	1.10 (Initial Cash Excess)	Section 2.9(ii)(b)(ii)(b): Purchaser shall pay to the Vendor amounting to Initial Cash Adjustment Cap of **USD1.00 million**	0.10 (**Unpaid Cash Excess** - Section 2.9(ii)(b)(ii)(c))	Section 2.9(ii)(b)(iv): Initial Cash Excess is greater than Initial Cash Adjustment Cap	3.80	(0.30)	Section 2.9(ii)(b)(iv)(a): As the shortfall of **(V)** is greater than the Unpaid Cash Excess, the Vendor shall pay to the Purchaser amounting to the difference of **USD0.20 million (III - V)**	Purchaser pays to the Vendor **USD0.80 million**

	<------------------As at pre-completion--------------->			<------------------After completion accounts agreed--------------->					<----Aggregate--->
	I	II = (I –USD3.00 million)	(a)	III = II – USD1.00 million)		IV	V = (IV – I)	(b)	(c) = (a) + (b)
Scenario	**Adjusted Estimated Cash Balance USD million**	**(Shortfall)/ excess of Adjusted Estimated Cash Balance less Minimum Cash Balance USD million**	**Effective section and adjustment** **(payable within 20 business days from the completion date of the SPA)**	**(Shortfall)/ excess of Initial Cash Excess less Initial Cash Adjustment Cap USD million**	**Effective section**	**Actual Cash Balance USD million**	**(Shortfall)/ excess of difference of Actual Cash Balance less Adjusted Estimated Cash Balance USD million**	**Effective section and adjustment** **(payable within 5 business days of completion accounts agreed)**	**Net payment effect (which is equivalent to Actual Cash Balance less Minimum Cash Balance)**
F	4.40	1.40 (Initial Cash Excess)	Section 2.9(ii)(b)(ii)(b): Purchaser shall pay to the Vendor amounting to an Initial Cash Adjustment Cap of **USD1.00 million**	0.40 **(Unpaid Cash Excess** - Section 2.9(ii)(b)(ii)(c))	Section 2.9(ii)(b)(iv): Initial Cash Excess is greater than Initial Cash Adjustment Cap	5.60	1.20	Section 2.9(ii)(b)(iv)(b): As there is an excess of **(V)**, the Purchaser is supposed to pay to the Vendor amounting to the difference of **USD1.20 million (V)** and the **Unpaid Cash Excess of USD0.40 million (III)**. However, due to the Final Cash Adjustment Cap, the Purchaser is only required to pay to the Vendor a maximum amount of **USD1.00 million**	As the Actual Cash Balance less Minimum Cash Balance is USD2.60 million, the Initial Cash Adjustment Cap and Final Cash Adjustment Cap applies whereby the Purchaser pays to the Vendor the maximum of **USD2.00 million**

It should be noted that the illustrations above are for illustrative purposes only and is not an exhaustive list of scenarios that may occur.

(c) Further, the Parties acknowledge that the Purchase Consideration has been agreed between the Parties on the basis that, upon completion, SEATH Group shall be free of debt and there are no adjustments to be made to the Purchase Consideration in relation thereto.

For information purposes, the only borrowings in SEATH Group as at the LPD pertains to the VNC-55 Maybank Loan which shall be fully discharged or assigned to an entity not forming part of SEATH Group prior to Completion as set out in Section 2.9(iii)(c) below.

iii. Conditions Precedent

The obligations of the Parties to proceed to Completion and to consummate the Proposed Acquisition are subject to the fulfilment (or waiver) of the conditions precedent set out below ("Conditions Precedent") by no later than 5.00 pm (Singapore time) on 30 November 2016 or such later date as the Parties agree in writing (the "Long Stop Date"):-

(a) the Vendor shall have obtained board of directors' approval for the sale of the Sale Shares to the Purchaser in consideration of the Purchase Consideration;

(b) the SEATH Group shall have completed the full divestment of their shareholdings and/ or other equity holdings in SSTE, VT and Vinadas;

(c) the VNC-55 Maybank Loan shall have been either fully and finally discharged, such that zero principal and interest remain outstanding under it or assigned to an entity not forming part of the SEATH Group, all security granted by VNC-55 in relation to the VNC-55 Maybank Loan have been fully released, and all intercompany loans and equity contributions provided by any company within SEATH Group to VNC-55 in conjunction with the VNC-55 Maybank Loan have been repaid or discharged in full;

(d) in relation to the portfolio of 1,938 BTS towers owned and operated by the SEATH Group as at the execution date of the SPA, the SEATH Group shall have achieved a tenancy ratio of at least 1.27 times;

(e) MIS shall have been issued with an Investment Registration Certificate registering, as a minimum: (i) MIS' current shareholders as the registered investors of the investment project registered under that Investment Registration Certificate; (ii) the current total invested capital of that registered investment project (specifying the portion of such total investment capital which is comprised of charter capital); (iii) the current registered head office address of MIS; and (iv) the key particulars of such registered investment project - in each case, in accordance with applicable law;

(f) the minority shareholders in TLTS and MIS II respectively have transferred their shares in TLTS and MIS II (as the case may be) to such entities as the Purchaser may specify[*1];

Note:-

*1 *The existing minority shareholders in TLTS and MIS II, namely Tran Thi Phuong Thao and Tran Thu Lan as depicted in Section 2.1 of this Circular, are members of the investment team under VNI, which manages VNI's investments. They are also members of the Inspection Committee (also known as Supervisory Committee) of MIS, GII and VNC-55. Both Tran Thi Phuong Thao and Tran Thu Lan had undertaken to transfer their respective equity interests in TLTS and MIS II to such entities to be nominated by the Purchaser*

(g) the Vendor shall have procured that the relevant SEATH Group companies have submitted to the relevantly-empowered government authorities at least 200 applications for the issuance of construction permits in respect of existing BTS tower assets constructed on or after 1 January 2008 in relation to SEATH Group companies which do not hold any valid land construction permits as at the execution date of the SPA (with each such application dossier to include such information and documents as each respective relevantly-empowered governmental authority requires to be included in the relevant application dossier);

(h) the Purchaser's inventory audit of the SEATH Group's BTS tower assets shall have confirmed that the SEATH Group owns and/ or operates no fewer than 1,900 BTS tower assets throughout Vietnam;

(i) CapAsia shall have obtained board of directors' approval for the Proposed Acquisition;

(j) OCK shall have obtained shareholders' approval for the Proposed Acquisition;

(k) the Purchaser shall have obtained board of directors' approval for the Proposed Acquisition;

(l) OCK shall have obtained prior written approval from BNM for the remittance of the equity and/ or debt funding to be provided to the Purchaser by OCK to fund part of the Purchase Consideration, to a non-resident from Malaysia and for the provision of corporate guarantees to non-resident banks pursuant to Malaysian exchange control regulations (in each case, where applicable and required by Malaysian law); and

(m) OCK shall have obtained clearance from Bursa Securities in respect of the draft circular to the shareholders of OCK for the Proposed Acquisition.

iv. **Completion**

(a) Completion of the Proposed Acquisition shall take place in Selangor, Malaysia, at the offices of OCK, on the completion date of the SPA, or at such other location and/ or at such other time and/ or on such other date as the Parties may agree in writing.

(b) A Party is not obliged to complete the sale and purchase of the Sale Shares unless:-

(i) each Party complies with all of its obligations in this Section 2.9(iv); and

(ii) the sale and purchase of all the Sale Shares is completed simultaneously.

(c) If a Party (the "Defaulting Party") fails to comply with any of its obligations under this Section 2.9(iv), the other Party (the "Non-Defaulting Party") may, by notice in writing to the Defaulting Party:-

(i) elect to proceed to Completion so far as reasonably practicable;

(ii) postpone Completion to a business day not more than five (5) business days after the completion date; or

(iii) terminate the SPA by giving written notice of termination to the Defaulting Party with immediate effect.

(d) If the Non-Defaulting Party postpones Completion to a later date in accordance with Section 2.9(iv)(c)(ii) above, the provisions of the SPA apply as if that later date is the completion date and references to the completion date will be construed as if they were references to that later date.

v. Break Fee

(a) If the SPA is terminated by the Vendor in any manner not expressly permitted in Section 2.9(vii)(a) of this Circular including unilateral termination by the Vendor, or if the SPA is terminated by the Purchaser as a result of failure by the Vendor to procure its board of directors' approval ("Vendor Break Fee Event"), within five (5) business days the Vendor shall pay into the Purchaser's account the amount of USD1,250,000 ("Vendor Break Fee") free and clear of any deductions, bank charges or withholdings, by means of a telegraphic transfer in immediately available funds.

(b) If OCK fails to procure its shareholders' approval and/ or if CapAsia fails to procure its board of directors' approval and/ or OCK Vietnam fails to procure its board of directors' approval for the Proposed Acquisition (collectively the "Purchaser Break Fee Event"), within five (5) business days the Purchaser shall pay into the Vendor's account the amount of USD1,250,000 ("Purchaser Break Fee") free and clear of any deductions, bank charges or withholdings by means of a telegraphic transfer in immediately available funds.

vi. Vendor's Warranties and Claims

(a) The Purchaser shall have the right to claim against the Vendor for any losses suffered or incurred by the Purchaser as a direct result of any breach by the Vendor of any of the Fundamental Warranties[*1].

(b) In relation to any breach of any of the General Warranties[*2] or the Tax Warranties[*3], the sole and exclusive remedy of the Purchaser shall be a claim under the warranties and indemnities insurance policy issued by the insurer in favour of the Purchaser under which the insurer has agreed to insure the Purchaser against certain losses which the Purchaser may suffer or incur as a result of any breach of the Tax Warranties and the General Warranties ("W&I Insurance Policy").

Notes:-

*1 *Fundamental Warranties are representations and warranties made by the Vendor in relation to the Proposed Acquisition, which mainly include the valid organisation of the Vendor, the validity of the Sale Shares transfer transaction, authority of the Vendor to enter into the SPA and any other documents to be executed in connection with the SPA and the performance thereof, and the ownership of the Sale Shares. The list of Fundamental Warranties are as set out in Clauses 7.1 to 7.5 of the SPA*

*2 *General Warranties are representations and warranties made by the Vendor in relation to the SEATH Group, which mainly include the SEATH group of companies' valid organisation, authority, title to assets, accounts, subsequent events, liabilities, compliance with law, properties, material contracts and material litigation. The list of General Warranties are as set out in Clause 8 of the SPA excluding Tax Warranties*

*3 *Tax Warranties are representations and warranties made by the Vendor in relation to the tax matters of SEATH Group, which mainly include the compliance of SEATH Group with taxation laws in the respective jurisdiction, payment of taxes and tax liabilities. The list of Tax Warranties are as set out in Clause 8.11 of the SPA*

(c) No claim may be brought by the Purchaser for any breach by the Vendor of any of the following items unless the insurer and/ or Vendor (as the case may be) has received from the Purchaser notice in writing of that claim no later than the time limitation stated below:-

Item	**Time limitation of claims as from Completion**
Tax Warranties (from the insurer under the W&I Insurance Policy)	No later than seven (7) years
General Warranties (from the insurer under the W&I Insurance Policy)	No later than three (3) years
Fundamental Warranties and other claims in connection with the SPA (as set out in Clause 9.9.1(c) of the SPA) (from the Vendor)	No later than 30 September 2017

specifying in reasonable detail:-

(i) the facts, matters, events, or circumstances giving rise to the claim;

(ii) the nature and legal basis of the claim (including specific references to the specific provisions of the SPA upon which the claim is based); and

(iii) the total amount of losses claimed, including a breakdown of the aggregate losses alleged to have been suffered or incurred, separated into the amount of losses attributed to each respective element of the claim.

vii. Breach/ Termination

(a) Neither the SPA nor the Proposed Acquisition may be terminated except in strict accordance with the provisions in the SPA. The Parties may terminate the SPA in the following events:-

i. The Purchaser and the Vendor may terminate the SPA by mutual written consent at any time prior to Completion ("Termination by Consent").

ii. If, at any time prior to Completion, any relevantly empowered governmental authority issues any lawful and binding order or determination which expressly, specifically, and lawfully prohibits the Proposed Acquisition, any Party may, as a result, at any time prior to Completion, terminate the SPA upon ten (10) business days' notice in writing to the other Parties, provided that at the time of issuing such notice the terminating Party is not in breach of any of its obligations under the SPA ("Termination by Government Authority Order").

iii. The Vendor at any time prior to Completion may terminate the SPA immediately upon notice in writing to the Purchaser if the Purchaser commits any breach of any of the warranties given and made by the Purchaser as set out as follows:-

(i) The Purchaser is duly organised, validly existing, and in good standing under the laws of the jurisdiction of its incorporation or formation;

(ii) Save for CapAsia's and the Purchaser's board of directors' approvals respectively, OCK shareholders' approval, BNM's approval and Bursa Securities' clearance on the draft circular, which will be obtained prior to completion, the Purchaser has full power and authority to execute and deliver the SPA and any other documents to be executed by the Purchaser in connection with the SPA and to perform the Purchaser's obligations therein;

(iii) When executed, the SPA and any other documents to be executed by the Purchaser in connection with the SPA constitute valid and legally binding obligations of the Purchaser, and are enforceable in accordance with their express provisions;

(iv) Save for BNM's approval and Bursa Securities' clearance, the Purchaser need not give any notice to, make any filing with, or obtain any authorisation, consent, or approval of any governmental authority in order to complete the Proposed Acquisition;

(v) Subject to Section 2.9(vii)(a)(iii)(iv) above, the execution, delivery, and performance of the SPA, the escrow agreement, the deed of non-compete and the disclosure letter have been duly and properly authorised by the Purchaser; and

(vi) None of the execution, delivery, or performance of the SPA nor the Proposed Acquisition will:-

a. violate any constitution, statute, regulation, rule, injunction, judgment, order, decree, ruling, charge, or other restriction of any governmental authority, or court to which the Purchaser is subject, or any provision of the Purchaser's constitution; or

b. conflict with, result in any breach of, constitute any default under, result in the acceleration of, or create in any entity the right to accelerate, terminate, modify, or cancel, or require any notice under any agreement, contract, lease, licence, instrument, or other arrangement to which the Purchaser is a party or by which the Purchaser is bound or to which any of the Purchaser's assets is subject.

("Termination due to Purchaser Breach").

iv. The Purchaser at any time prior to Completion may terminate the SPA immediately upon notice in writing to the Vendor if the Vendor:-

(i) commits any breach of a Fundamental Warranty;

(ii) commits any material breach of any Tax Warranty or General Warranty (or the Purchaser become aware of the Vendor being in breach of any Tax Warranty or General Warranty) in relation to any matter which has not been fairly disclosed and such breach is incapable of remedy or has not been remedied within 20 business days of the Vendor receiving notice in writing from the Purchaser specifying the breach, setting out reasonable details of the breach (with specific references to specific provisions of the SPA), and requiring the specified breach to be remedied within 20 business days; or

(iii) provides any supplementary specific disclosure which is unsatisfactory to the Purchaser (acting reasonably and in good faith) by reason of its materiality, and:-

a. the Purchaser has issued to the Vendor notice in writing, specifying in reasonable detail the reasons why the supplementary specific disclosure is unsatisfactory to the Purchaser by reason of its materiality, and providing the Vendor with 20 business days within which to take action to remedy the factors giving rise to the Purchaser's dissatisfaction (in which case, the Parties shall be deemed to have agreed to extend the completion date until the end of such 20 business day period); and

b. the factors having been identified in the notice issued by the Purchaser remain un-remedied at the expiry of 20 business days as from the Vendor's receipt of such notice.

("Termination due to Vendor Breach").

v. The Purchaser at any time prior to Completion may terminate the SPA immediately upon notice in writing to the Vendor if any material adverse change occurs during the pre-completion period and such material adverse change:-

(i) is incapable of remedy; or

(ii) has not been remedied within 20 business days of the Vendor receiving notice in writing from the Purchaser, specifying the material adverse change and requiring its remedy within 20 business days,

provided that the Purchaser is not, at the time of issuing notice to the Vendor pursuant to this clause, in breach of any of its obligations under the SPA ("Termination due to Material Adverse Change").

vi. The Purchaser or the Vendor may terminate the SPA upon 10 business days' notice in writing to the other Party if Completion does not occur on or before the completion date of the SPA and such failure to achieve Completion is the direct result of a force majeure event ("Force Majeure Termination").

vii. The Purchaser may terminate the SPA immediately upon notice in writing to the Vendor if any of the Conditions Precedent to be satisfied by the Vendor, namely Section 2.9(iii)(a) to (g) of this Circular, are not satisfied by the Long Stop Date (save for any of those Conditions Precedent that have been waived by the Purchaser) ("Purchaser Sale Condition Termination").

viii. The Vendor may terminate the SPA immediately upon notice in writing to the Purchaser if any of the Conditions Precedent to be satisfied by the Purchaser, namely Section 2.9(iii)(h) to (m) of this Circular are not satisfied by the Long Stop Date ("Vendor Sale Condition Termination").

ix. If a Party fails to comply with any of its completion obligations as set out in Section 2.9(iv) of this Circular, the non-defaulting Party may terminate the SPA ("Termination for Completion Default").

(b) In the event that the SPA terminates in any of the following circumstances, the Purchaser shall be entitled to receive the Deposit back within ten (10) business days of the date upon which the SPA terminates (subject always to Sections 2.9(v)(b) and 2.9(vii)(g) of this Circular):-

i. Termination by Consent;

ii. Termination by Government Authority Order;

iii. Termination due to Vendor Breach;

iv. Termination due to Purchaser Breach;

v. Termination due to Material Adverse Change;

vi. Force Majeure Termination;

vii. Purchaser Sale Condition Termination;

viii. Vendor Sale Condition Termination;

ix. Termination for Completion Default (except Termination for Completion Default of the kind referred to in Section 2.9(vii)(c) below); or

x. any termination or purported termination by the Vendor of the SPA or the Proposed Acquisition which is not specifically permitted by and implemented in strict accordance with the provisions of Section 2.9(vii)(a) above, including any unilateral termination by the Vendor.

(c) In the event of any termination or purported termination by the Purchaser of the SPA or the Proposed Acquisition which is not specifically permitted by and implemented in strict accordance with Section 2.9(vii)(a) above, including any unilateral termination by the Purchaser or the Purchaser's failure to pay the Balance Purchase Consideration to the Vendor at Completion, the Vendor shall be entitled to receive from the escrow agent and retain the Deposit ("Deposit Liquidated Damages"), within ten (10) business days of the date upon which the SPA terminates.

(d) In the event that the SPA terminates as a result of a Purchaser Break Fee Event, the Vendor shall be entitled to receive the Purchaser Break Fee from the Purchaser in accordance with Section 2.9(v)(b) above.

(e) In the event that the SPA terminates as a result of a Vendor Break Fee Event, the Parties irrevocably agree and acknowledge that the Purchaser shall be entitled to receive the Vendor Break Fee from the Vendor in accordance with Section 2.9(v)(a) above.

(f) If the Vendor Break Fee becomes due and payable to the Purchaser pursuant to Section 2.9(v)(a) above, the Purchaser shall not be required to pay the Vendor the Deposit and all reasonable steps shall be taken for the release of the Deposit by the escrow agent to the Purchaser.

(g) If the Purchaser Break Fee becomes due and payable to the Vendor pursuant to Section 2.9(v)(b) above, all reasonable steps shall be taken for the release of the Deposit by the escrow agent:-

i. to the Vendor, in an amount being equivalent to the Purchaser Break Fee (i.e. USD1.25 million); and

ii. to the Purchaser, in an amount being equivalent to the Deposit less the Purchaser Break Fee (i.e. USD1.25 million).

2.10 Policies on the foreign investments, taxation and repatriation of profits/ dividends in jurisdictions where SEATH Group operates

i. Policies on foreign investments

(a) Singapore

The Board understands that there is no restriction in Singapore on the acquisition of the Sale Shares by OCK Vietnam and that the Proposed Acquisition does not require any approval from the relevant authorities. The Board also understands that there is no restriction against foreign investment in the industry in which the companies are domiciled and operates in Singapore.

(b) BVI

The Board understands that there is no restriction against a foreign party investing in a company domiciled and operating its business in the BVI and there is no restriction against a foreign party holding shares in a company domiciled and operating its business in the BVI. Further, the Board understands that there is no BVI requirement for any resident of the BVI to participate as an equity participant in a company domiciled and operating its business in the BVI.

The Board notes that companies domiciled and operating its business in the BVI are permitted to own shares in other BVI companies, maintain bank accounts in the jurisdiction and employ the services of local professionals.

The Board further understands that subject to the BVI Business Companies Act, any other enactment and the memorandum and articles of association, a company domiciled and operating its business in the BVI has, irrespective of corporate benefit, (a) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction, and (b) for the purposes of the foregoing paragraph (a), full rights, powers and privileges.

Further, the Board understands that there are no limitations, either under BVI law or the memorandum and articles of association of VIHL on the rights of owners of the shares of VIHL to hold or vote their shares solely by reason that they are non-residents of the BVI.

(c) Vietnam

The Board understands that a foreign investor may invest under the Law on Investment and the Law on Enterprises by way of (i) setting up a new company or (ii) contributing capital to or buying shares in an existing company and that the following licensing procedures are applicable: (i) registering capital acquisition; (ii) obtaining/ amending an enterprise registration certificate; and/or (iii) obtaining/ amending an investment registration certificate.

The Board further notes that the businesses that the subsidiary companies of SEATH domiciled in Vietnam are currently operating in does not fall under the prohibited sectors. Save for the construction and leasing services (which forms part of the build-and-lease of BTS towers business of SEATH Group as disclosed in Section 2.1 of this Circular) which are deemed as real estate business, and required to have a minimum capital of VND20 billion, the businesses that the subsidiary companies of SEATH domiciled in Vietnam are currently operating in does not fall under the sectors that have specific conditions required by law. As at the LPD, the subsidiary companies of SEATH domiciled in Vietnam which are registered as real estate business, namely MIS, VNC-55, T&A and Tan Phat, have complied with this requirement. For the avoidance of doubt, OCK Group will only be acquiring the subsidiary companies of SEATH which are involved in the BTS Business, namely SEATH, Delong, Cleveland, VIHL, ETC, GII, MIS, VNC-55, TLTS, MIS II, Tan Phat and T&A, as depicted in the group structure chart (after the Proposed Acquisition) in Section 2.1 of this Circular. The subsidiary companies which are involved in the IBS Business, namely SSTE, VT and Vinadas, will be fully divested prior to completion of the SPA pursuant to Clause 4.1.1(b) of the SPA.

In addition, the Board notes that the businesses that the subsidiary companies of SEATH domiciled in Vietnam are currently operating in are not subject to foreign ownership limits. Although foreign ownership in the activities of leasing of machineries in Vietnam is allowed, the foreign ownership percentage is subject to the discretion of the State's licensing authorities. As at the LPD, 100% foreign ownership has been approved by the relevant State authorities for the subsidiary companies of SEATH domiciled in Vietnam which are engaged in the activities of leasing of machineries in Vietnam, namely MIS, VNC-55, GII and T&A.

Further, the Board understands that private ownership of land is not permitted in Vietnam and the people hold all ownership rights with the State as the administrator. However, the laws of Vietnam allow ownership of a right to use land, which is called the land use right. Under the laws of Vietnam, a foreign-owned enterprise is allowed to obtain land use rights by way of (i) receiving capital contribution or (ii) land leased from certain permitted lessors such as the State or an industrial zone developer.

ii. Policies on taxation

(a) Singapore

The Board understands that a corporate taxpayer is liable to pay tax in Singapore on income that is accrued in or derived from Singapore or received in Singapore from outside Singapore at a rate of 17% on its chargeable income, subject to applicable rebates and exemptions.

The Board further understands that subject to applicable exceptions, there are certain types of payments which will attract withholding tax when paid to non-resident person. However, there is no need to withhold tax on dividend payments, even if there are withholding tax rates ascribed to dividends in some of the tax treaties of Singapore.

In addition, the Board understands that all foreign-sourced dividends, foreign branch profits and foreign service income received shall be exempt from tax when all of the conditions below have been met:-

i. the highest corporate tax rate of the foreign jurisdiction from which the income is received is at least 15% at the time the foreign income is received in Singapore;

ii. the foreign income had been subjected to tax of a similar character to income tax in the foreign jurisdiction from which they were received; and

iii. the Comptroller is satisfied that the tax exemption would be beneficial to the person resident in Singapore.

The Board further notes that profits are taxed at the corporate level and that this is a final tax. Dividends paid by a Singapore resident company are tax exempt under the one-tier corporate system.

(b) BVI

The Board understands that a company domiciled and operating its business in the BVI, and all dividends, interest, rents, royalties, compensations and other amounts paid by a company to persons who are not resident in the BVI, are exempt from all provisions of the Income Tax Ordinance of the BVI.

Further, the Board understands that capital gains realised with respect to any shares, debt obligations or other securities of a company domiciled and operating its business in the BVI by persons who are not resident in the BVI are also exempt from all provisions of the Income Tax Ordinance of the BVI.

(c) Vietnam

The Board understands that enterprises established under the laws of Vietnam are subject to corporate income tax. The standard corporate income tax rate is 20%. However, preferential tax rates of 10% or 17%, tax exemptions or tax reductions may be available to eligible projects in certain industries or locations (i.e. poor and remote areas) that are encouraged by the government. The Board also notes that SEATH's subsidiary companies in Vietnam are subject to a corporate income tax rate of 20%.

The Board further notes that organisations and individuals that produce and trade in taxable goods and services in Vietnam or who import taxable goods and services from overseas are liable to pay value added tax at the standard rate of 10%, reduced rate of 5% or no tax depending on the types of goods and services.

Further, the Board understands that gains derived by organisations from sales of shares or assignments of capital in enterprises are subject to tax at a rate of 20%. In addition, foreign investors transferring securities (for example, shares of public companies) are subject to tax at a rate of 0.1% on total sale proceeds.

In addition, the Board notes that there are withholding taxes on certain payments to foreign parties, which is normally a combination of corporate income tax and value added tax, such as payments to foreign parties arising from the following services which may be applicable to SEATH Group:-

	Value added tax rate	**Corporate income tax rate**
General services	5%	5%
Construction, installation without supply of materials, machinery or equipment	5%	2%
Construction, installation with supply of materials, machinery or equipment	3%	2%
Leasing of machinery and equipment	5%	5%
Interest on foreign borrowings	Exempted	5%

However, the Board understands that there are no withholding taxes or remittance taxes imposed on profits paid to corporate shareholders, including foreign shareholders.

iii. Policies on repatriation of profits/ dividends

(a) Singapore

The Board understands that currently, Singapore does not impose foreign exchange controls and restrictions on repatriation of capital, profit and dividends out of Singapore.

The Board also notes that under the Companies Act (Cap. 50) of Singapore, dividends may be paid out of profits available for distribution. There are no restrictions on payment of dividends to a foreign shareholder.

The Board further understands that capital in a Singapore company may only be returned to the shareholders in accordance with a valid capital reduction and repayment exercise carried out in accordance with the Companies Act (Cap. 50) of Singapore and the terms of the Singapore company's Articles of Association.

(b) BVI

The Board understands that there is no exchange control legislation under the BVI law and that there are no exchange control restrictions nor currency restrictions in the BVI that would prevent the repatriation of funds (regardless whether they are profits or capital in nature) in a foreign currency from the BVI to any country by a company domiciled and operating its business in the BVI.

In addition, the Board understands that subject to any limitations or provisions to the contrary in the memorandum or articles of association of a BVI company incorporated under the BVI Business Companies Act, the directors of the company may, by resolution, authorise a distribution (which includes dividend) by the company to its members at such time and of such an amount as they think fit provided that the directors are satisfied, on reasonable grounds, that the company will, immediately after the distribution, satisfy the solvency test. A company satisfies the solvency test if (i) the value of its assets exceeds its liabilities, and (ii) it is able to pay its debts as they fall due.

Further, the Board understands that there is no BVI regulatory or legal restriction against repatriation of capital paid on shares of a company domiciled and operating its business in the BVI in a foreign currency or remittance of profits by way of dividends in a foreign currency, to a company or by a company to Singapore and/ or Malaysia. There is no legislation in the BVI which would affect the timing on such repatriation.

(c) Vietnam

The Board understands that there are no restrictions for the transfer abroad of the following so long as the foreign investor has satisfied all financial obligations owed to the Vietnamese government:-

(i) invested capital and proceeds from liquidation of investments;

(ii) income derived from business investment activities; and/ or

(iii) other money and assets lawfully owned by the investors.

In addition, the Board understands that foreign investors are permitted to declare dividends and remit their profits provided the investee company has undistributed profits for which it has received tax clearance from the tax authorities, or upon termination of the investment in Vietnam and that foreign investors are not permitted to remit profits if the investee company has accumulated losses. The foreign investor is permitted to use revenue in VND from its direct investment in Vietnam to buy foreign currency and to remit it overseas. The Board notes that under the Law on Enterprises, a company incorporated in Vietnam may declare dividends provided that:-

(a) the company has fulfilled its tax obligations and other financial obligations in accordance with the laws of Vietnam;

(b) after payment of all intended dividends, the company will be able to settle its debts and other liabilities which become due; and

(c) the company has made appropriations for all funds of the company and has covered losses carried forward from previous years in accordance with the laws of Vietnam and the charter of the company (applied to joint stock companies).

Further, the Board notes that a company incorporated under the laws of Vietnam, including foreign-owned enterprises, is designated as a resident and is subject to foreign exchange control in Vietnam.

The Board also understands that foreign currency payments within the territory of Vietnam, are strictly prohibited under the Foreign Exchange Regulations and are subject to the strict control of the State Bank of Vietnam, except for certain limited circumstances, some of which may apply to SEATH Group are as follows:-

(a) Transactions with credit institutions and other organisations licensed to provide foreign exchange services;

(b) Resident organisations may internally transfer capital in foreign currencies via bank accounts (as between an entity with legal status and a dependent accounting entity or vice versa);

(c) Residents may contribute capital in foreign currencies in order to implement foreign investment projects in Vietnam; and/ or

(d) Residents are entitled to receive payments in foreign currencies made via bank account transfer in accordance with entrusted import or export contracts.

The Board takes note that a resident company incorporated under the laws of Vietnam is allowed to remit oversea foreign currency to meet their payment requirements for permitted transactions, subject to the selling bank's verification. Certain permitted foreign currency payment transactions between a resident company incorporated under the laws of Vietnam and non-resident as provided by the Foreign Exchange Regulations are set out as follows:-

(a) Payments and remittance in relation to import and export of goods and services;

(b) Payments and remittance in relation to revenues from direct and indirect investment;

(c) Remittance in relation to a reduction and subsequent repayment of direct investment capital; and

(d) Payments for principal and interest under foreign loans.

A detailed summary on the policies governing foreign investments, taxation and the repatriation of profits of Singapore, BVI and Vietnam are set out in the letters by the respective experts as attached in Appendices III, IV and V of this Circular.

2.11 Enforceability of the SPA

The SPA is executed between the Vendor and OCK Vietnam, which is a company incorporated in Singapore, for the proposed acquisition by OCK Vietnam of the entire equity interest in SEATH, which is a company incorporated in Singapore. The Vendor and OCK Vietnam had mutually agreed that the SPA and all obligations arising in connection with the SPA shall be governed by, construed and enforced in accordance with the laws of Singapore.

After having regards to the applicable laws in Singapore, the Board has been advised by Messrs JLC that the obligations of the Vendor under the SPA are legal, valid, binding and enforceable on the Vendor in Singapore.

With respect to the enforceability of the SPA in the BVI and Vietnam, the Board has been advised by Messrs Conyers and Messrs RHTLaw respectively that the execution of the SPA and the performance by the parties thereto of their respective obligations thereunder will not violate any applicable law in the BVI or conflict with the Law on Investment and Law on Enterprises in Vietnam, respectively. An award granted pursuant to arbitration proceedings in Singapore and conducted in accordance with the laws of Singapore based upon the SPA would be enforceable in the BVI and Vietnam.

A copy of the respective legal opinions by Messrs JLC, Messrs Conyers and Messrs RHTLaw are attached in Appendices III, IV and V of this Circular.

3. RATIONALE FOR THE PROPOSED ACQUISITION

OCK is principally an investment holding company while the principal activities of its subsidiary companies are the provision of turnkey telecommunications network services, green energy and power solutions, trading of telecommunications network equipment and materials as well as provision of mechanical and electrical engineering services predominantly in Malaysia.

The telecommunication network services segment is the largest contributor to OCK Group's revenue with approximately RM258.33 million recorded in the FYE 31 December 2015, representing approximately 81.8% of the total revenue of OCK Group. As at the LPD, OCK Group owns approximately 144 telecommunication towers in Malaysia, of which the revenue contribution is negligible as compared to the total revenue of OCK Group.

It is the Board's intention to grow the telecommunication network services segment further by expanding the construction and/ or leasing of telecommunication towers business. As such, in addition to the Proposed Acquisition, OCK had, on 16 December 2015, announced that OCK Group had also, on 16 December 2015, secured the master lease agreement for the construction and lease of up to 920 telecommunication towers in Myanmar by 2016.

The SEATH Group (excluding IBS Business) is principally involved in the construction, owning, operating and leasing of telecommunication towers and infrastructure to MNOs in Vietnam, details of which are set out in Section 2.1 of this Circular. As at 20 June 2016, being the latest practicable date prior to the date of announcement for the Proposed Acquisition, SEATH Group owned 1,938 BTS towers which are leased to five (5) MNOs operating in Vietnam. Further, pursuant to the build and lease contracts dated 15 April 2016 and 6 May 2016, SEATH Group had been contracted to build and lease in aggregate 40 new BTS towers in Vietnam for one (1) major MNO in Vietnam of which, as at the LPD, 30 new BTS towers have been constructed and leased to the said MNO since 1 August 2016 for a lease tenure of ten (10) years, while the remaining ten (10) new BTS towers are in the midst of construction. As such, in aggregate as at the LPD, SEATH Group owns 1,968 BTS towers. The 1,968 BTS towers are geographically dispersed throughout Vietnam, which is the principal market of SEATH Group. The tenancy ratio of SEATH Group's BTS towers is 1.25 times as at the LPD based on 1,938 BTS towers. As at the LPD, SEATH Group is one of the largest independent BTS towers owner in Vietnam.

As mobile telephony and data becomes increasingly important in global connectivity and access to information, the challenge increases for MNOs to maintain its infrastructure, which requires large amounts of capital expenditure upfront and operational costs. Competition pressure among MNOs is compounded by rapidly evolving technology. In view of this, dedicated tower companies such as SEATH Group, may bring efficiencies through the sharing of infrastructure amongst MNOs and optimisation of operations and maintenance processes. Such efficiencies are expected to reduce costs of network operations by MNOs and may translate to lower cost and improved focus on service innovation and customer service which will provide better service for users.

Complementary to OCK Group's existing telecommunication network related services, the Proposed Acquisition will allow OCK Group to expand further into the constructing and leasing of telecommunication towers and infrastructure to MNOs which are project driven and backed by long term lease rentals ranging from five (5) to ten (10) years. The long term contracts secured by SEATH Group for the lease of its BTS towers are expected to provide a steady stream of income to OCK Group. OCK Group may also derive potential synergistic benefits arising from the Proposed Acquisition via the expansion of business opportunities through cross-marketing of OCK Group's existing products and services in the Vietnam telecommunication market.

Given SEATH Group's relatively sizable tower portfolio of 1,968 BTS towers as at the LPD as well as its geographically dispersed towers throughout Vietnam, the Proposed Acquisition represents an opportunity for OCK to tap into the Vietnamese telecommunication industry to create further value to its shareholders by participating in the growth potential in the Vietnam telecommunications industry.

Further, as set out in Appendix I of this Circular, SEATH Group had recorded revenue of USD12.00 million (equivalent to approximately RM49.50 million) and PAT of USD1.83 million (equivalent to approximately RM7.55 million) for the latest FYE 31 December 2015. Upon completion of the Proposed Acquisition, SEATH will become an indirect 60.0%-owned subsidiary company of OCK, allowing OCK Group to consolidate the results of SEATH Group. The Proposed Acquisition is also expected to be earnings accretive, details of which are set out in Section 6.3 of this Circular.

Premised on the foregoing and barring any unforeseen circumstances, the Proposed Acquisition is expected to contribute positively to OCK Group in the future, thus enhancing OCK's shareholders' value in the medium to long term.

4. INDUSTRY OUTLOOK, PROSPECTS AND FUTURE PLANS OF SEATH GROUP

4.1 Overview and outlook of the Vietnam economy

Gross domestic product ("GDP") in the nine (9) months of 2016 grew by 5.93% compared to the same period last year, continuing the trend that quarterly GDP growth is higher than GDP growth of the previous quarter (GDP grew by 5.48% in the first quarter; 5.78% in the second quarter; and 6.40% in the third quarter), but it was lower than the growth rate of 6.53% in the corresponding period in 2015. The major reason is that the mining and quarrying continued to decrease and the agriculture had lower growth rate than the growth rate in the same period last year. For the growth rate of the whole economy in nine (9) months of 2016, the agriculture, forestry and fishery sector increased by 0.65%, which has been the lowest growth rate compared to the same period in the recent six (6) years, which contributed 0.11% to the general growth; the industrial and construction sector went up by 7.50%, which contributed 2.52%; the service sector raised by 6.66%, which contributed 2.55%.

In the sector of agriculture, forestry and fishery, the forestry reached the highest growth rate of 6.19% compared with the same period in 2015, which contributed 0.04% to the general growth; the fishery grew by 1.81%, which contributed 0.06%; although the agriculture has shown signs of rising again compared with the decrease rate of 0.78% in the first six (6) months of 2016, it only reached the growth rate of 0.05%, which contributed 0.01%.

In the industrial and construction sector, the industrial sector increased by 7.19% from the same period last year, much lower than the growth rate of 9.86% in nine (9) months of 2015, of which the manufacturing attained the increase rate of 11.22%, which contributed 1.80% to the general growth rate. The mining and quarrying in the nine (9) months of 2016 declined by up to 3.60%, which reduced 0.28% of the general growth rate, mainly because the exploited crude oil output decreased against the similar period last year; the exploitation of coal had difficulties in the consumption of products due to the decline of prices. The construction had a good growth rate of 9.1%, which contributed 0.5% to the general growth rate.

In the service sector, some industries had the growth rate with a large proportion as follows: The wholesale and retail trade increased by 8.15% over the identical period last year, this is the industry with the second highest growth rate in the service sector (after the information and communications) but it had the highest contribution to the overall growth rate with 0.74%; the accommodation and catering service went up by 5.71%, which contributed 0.22%; the finance, banking and insurance by 7.38%, which contributed 0.37%; the real estate business by 3.66% (2.9% increase in the same period last year), which contributed 0.2%.

In relation to the structure of economy in the nine (9) months of 2016, the sector of agriculture, forestry and fishery accounted for 15.54%; the industrial and construction sectors accounted for 32.48%; the service sector represented 41.8% product taxes less subsidies on production accounted for 10.18%.

(It should be noted that the statistics above are based on the general sectors as classified by the General Statistics Office of Vietnam. The information and communication industry falls under the broadly-classified service sector, however there are no publications available on the specific sub-category of information and communication industry.)

(Source: Socio-economic situation in the nine (9) months of 2016, General Statistics Office of Vietnam)

Economic growth accelerated to 6.7% in 2015, the fastest clip since 2008. Industrial sector expanded by 9.6% and contributed nearly half of total growth. Powered by high foreign direct investment ("FDI"), the manufacturing subsector rose by a rapid 10.6%, and construction grew by 10.8% on foreign investment in factories, a recovery in the property market, and higher spending on infrastructure. FDI disbursements, which have increased substantially over the past decade, swelled by 17% to USD14.5 billion in 2015. Growth in services was maintained at 6.3% last year.

Wholesale and retail trade grew by 9.1% on strong private consumption, and banking and finance expanded by 7.4% as growth in credit quickened. However, a 0.2% decline in tourist arrivals dampened growth in tourism-related services. Agriculture recorded lower growth at 2.4% as global food prices fell and El Niño brought drought. By expenditure, private consumption accelerated to 9.3%, spurred by rising employment and incomes and lower inflation. Investment also strengthened as buoyant FDI inflows and expansion in credit supported a 9.0% rise in gross capital formation. Net external demand weighed on GDP growth, though, as imports of goods and services in real terms rose faster than exports.

Notwithstanding stronger domestic demand, inflation slowed to average just 0.6% last year, the lowest since 2001, mainly on lower food and fuel prices. The State Bank of Vietnam, the central bank, kept policy interest rates steady in 2015 after reducing them over recent years, but commercial banks trimmed lending rates by 0.2–0.5% on average. Lending rates have dropped by half since 2011. Lower rates for borrowers complemented recovering consumer and investor confidence to spur credit growth to an estimated 18%, exceeding the government's initial target of 13%–15%. Broad money supply increased by an estimated 14%.

To support exports, and in response to depreciation affecting other Asian currencies, the central bank devalued the VND against the USD three (3) times in 2015, adjusting the reference rate by 1% each time. The central bank also moved to enhance exchange rate flexibility by expanding the trading band from 1% to 3% on either side of the reference rate and changing to a daily reference rate announcement system. The monetary authority tightened regulations on foreign currency and discouraged foreign currency hoarding by mandating zero interest rates for USD deposits. Over 2015, the VND depreciated by 5% against the USD.

VND performance against USD	**2011**	**2012**	**2013**	**2014**	**2015**
USD/ VND	21,034	20,840	21,095	21,388	22,485
Year-on-year change (%)		(0.9)	1.2	1.4	5.1

(Source: Bloomberg)

Efforts to rein in the fiscal deficit had limited impact last year. The government reported that the budget deficit equaled 5.4% of GDP, narrowing slightly from 5.7% in 2014. Revenue rose by 10.0% and would have increased faster if not for lower oil prices and a cut in the corporate income tax rate. Government expenditure grew by 7.3%. Public debt, including debt guaranteed by the government, was projected to equal a record 62% of GDP, approaching a 65% limit set by the National Assembly.

The economy is projected to sustain growth at 6.7% in 2016 before the pace moderates to 6.5% in 2017. Strong export-orientated manufacturing, FDI inflows, and domestic demand will be partly offset by the effect of slowing expansion in the People's Republic of China. New FDI commitments came in relatively flat at USD22.8 billion in 2015, which suggests that disbursements of FDI could level out in 2016 and decline in 2017. About 60% of the FDI commitments are for export-orientated manufacturing.

Prospects for growth in private investment are enhanced by a proliferation of trade and investment agreements concluded over the past 18 months. These include trade agreements with the European Union and the Republic of Korea, and commitments to participate in both the Trans-Pacific Partnership led by the USA and the Eurasian Economic Union led by the Russian Federation. Vietnam is expected to benefit as well from the Association of Southeast Asian Nations ("ASEAN") Economic Community, whose members in the ASEAN collectively form Vietnam's third-largest export market after the USA and the European Union.

These agreements will be implemented over several years but are expected to stimulate investment in the near term as businesses prepare for expanded trade opportunities. The agreements also signal to the business community the government's renewed commitment to liberalise the economy. In recent years, it has eased restrictions on foreign ownership of property and corporate shares and has said it would reduce from 51 to 6 the number of industries closed to foreign ownership. The VN Index of share prices rose by 6.1% in 2015, building on an 8.1% gain in 2014.

(Source: Asian Development Outlook 2016: Asia's Potential Growth, Asian Development Bank)

4.2 Overview and outlook of the telecommunication industry in Vietnam

Total revenue of Vietnam's telecom sector reached VND340 trillion (approximately USD15.1 billion) in 2015, citing data released by the country's Ministry of Information and Communications. Telecom sector profit for the year amounted to VND56 trillion (USD2.5 billion), contributing over VND46.9 trillion (USD2.1 billion) to the state budget.

According to Ministry data, the number of mobile subscribers nationwide declined by nearly 20 million to 122 million subscribers in December 2015. Mobile service penetration stood at 140 subscriptions per 100 inhabitants. Vietnam ended 2015 with 7.6 million broadband internet subscribers. Internet users account for 52% of the country's population and 94% of the country's area has mobile phone coverage.

(Source: Telecompaper, "Vietnam telecom sector revenue tops VND 340 trillion in 2015", 5 January 2016, www.telecompaper.com)

GDP by economic activity	Total VND'billion 2014	2015	Growth % 2015
Information and communication	26,974	29,392	8.96

(Source: Statistics of GDP by economic activity and year, General Statistics Office of Vietnam, accessed on 6 October 2016)

The industry is currently controlled by three giants, Vietnam Posts and Telecommunications Group ("VNPT"), MobiFone and Viettel. Still, under the Trans-Pacific Partnership ("TPP") commitments, Vietnam will have to gradually open the industry's door to the agreement's 11 member countries.

Foreign equity limitations and joint venture requirements will be eliminated no later than five (5) years after the TPP's entry into force. Facilities-based carriers own and operate the network(s) over which they offer telecom services, whereas non-facilities-based carriers lease such networks.

(Source: Ministry of Information and Communications of the Socialist Republic of Vietnam, "US telcos eye local market", 13 June 2016)

Vietnam is expected to witness one of the largest growths in mobile broadband subscriptions in Southeast Asia together with Myanmar, Indonesia, Bangladesh and the Philippines, by 2021. The latest edition of the Ericsson's Mobility Report and the South East Asia and Oceania report, highlighting mobile network coverage and network performance, predicts smartphone subscriptions in Vietnam will triple from around 30 million in 2015.

Ericsson ConsumerLab analysis based on face-to-face interviews reveals that more than 30% of smartphone and weekly internet users in Vietnam are using all these key application categories on a daily basis: social networking, instant messaging and social videos (free online videos or videos on social media).

When looking at each application category, more than 70% of the survey respondents are using social networking, more than 50% using instant messaging and more than 40% using free online videos or videos in social media on a daily basis.

With a view to monetising mobile data services growth, operators need an environment that enables agility in service creation, delivery and management, with fast launch of a much broader range of innovative products. Innovation comes through an ecosystem of partners and suppliers.

The roll out of the 4G/ Long Term Evolution ("LTE") network in Vietnam is expected to see more mobile data services being used. Services such as social networking and video streaming will continue to grow as Vietnamese people continue to embrace the benefit of data connectivity.

(Source: Ministry of Information and Communications of the Socialist Republic of Vietnam, "Vietnam Smartphone Subscriptions to Triple", 18 June 2016)

4.3 Prospects and future plans of SEATH Group

SEATH Group is well positioned in the BTS Business, which is directly related to the growing telecommunication industry in Vietnam, due to its established presence with its BTS towers serving major MNOs. As at the LPD, SEATH Group has 1,968 BTS towers geographically dispersed in Vietnam which offers a wide network coverage area to MNOs. For the past three (3) FYE 31 December 2015, SEATH Group's BTS Business had recorded revenues in aggregate of USD35.27 million (equivalent to approximately RM145.49 million) and generated an aggregate cumulative PAT of USD5.47 million (equivalent to approximately RM22.56 million).

The Vietnam telecommunication industry is characterised by a maturing mobile market with growth potential still remaining, however new data and 4G/ LTE is expected to further stimulate demand for capacity. Maturing networks and pressure on operating margins is expected to encourage MNOs to share BTS tower sites. This creates potential for SEATH Group to increase the number of BTS towers such as via built-to-suit (i.e. build and subsequently lease) opportunities for MNOs, and secure additional tenancies for its BTS towers. Tenancy ratios are the key value driver for a tower company, as additional revenue is expected from extra tenants on each BTS tower, while the associated costs are not expected to increase as much. As such, the profit margins should improve with higher tenancy ratios. This is supported by the positive outlook of the Vietnamese telecommunications industry coupled with the rolling out of 4G services in the near future.

Moving forward, SEATH Group expects to continue to derive its future revenue mainly from leasing of its BTS towers to the MNOs in Vietnam. SEATH Group aims to secure additional lease contracts from its existing customer base serving the five (5) MNOs to ensure the unrented space of its existing BTS towers are fully leased out, which in turn is expected to increase the tenancy ratio of SEATH Group's BTS towers. SEATH Group's tenancy ratio is 1.25 times as at the LPD based on 1,938 BTS towers and is expected to increase to at least 1.27 times based on 1,938 BTS towers prior to completion of the SPA pursuant to the conditions precedent set out in the SPA. The said increase shall be achieved by securing additional lease contracts from MNOs for the 1,938 BTS towers, which in turn increases the average number of tenants per BTS tower and accordingly improves the tenancy ratio. SEATH Group also aims to proactively approach its customers to offer its built-to-suit services after considering the MNOs' roll-out plans for network coverage, which is expected to further expand the BTS tower portfolio of SEATH Group.

In addition, SEATH Group intends to expand the geographical coverage of its BTS towers particularly in areas which have high population density by way of expanding in existing areas which have potential to build additional BTS towers, and potentially expanding to 14 other provinces in Vietnam which are not currently covered, after taking into consideration its commercial feasibility.

The aforementioned business expansion is expected to strengthen SEATH Group's position as one of the largest independent BTS tower operator in Vietnam. OCK Group does not expect any upfront commitment in terms of financial resources to realise the future plans of SEATH Group as the future plans shall be financed by way of SEATH Group's internally generated funds and/ or bank borrowings. Prior to completion of the Proposed Acquisition, the management of SEATH Group is unable to determine the exact timeframe and amount required to realise the future plans.

Premised on the above and the outlook of the telecommunication industry in Vietnam, the prospects of SEATH Group are expected to be positive.

Barring any unforeseen circumstances, the Board after having considered all the relevant aspects, including the aforementioned prospects of SEATH Group as well as the industry outlook as set out in Sections 4.2 and 4.3 of this Circular, is of the opinion that the Proposed Acquisition is expected to contribute positively to the future earnings of the Group and to enhance the shareholders' value of OCK in the medium to long term.

5. RISK FACTORS IN RELATION TO THE PROPOSED ACQUISITION

The potential risk factors relating to the Proposed Acquisition, which may not be exhaustive, are set out below:-

5.1 Political, economic and regulatory risks

SEATH Group mainly operates in Vietnam, while certain investment holding companies are incorporated in Singapore and the BVI. As such, the potential risk factors mainly arise from SEATH's business operations in Vietnam, namely the BTS Business, which is within the telecommunications industry in Vietnam. Any changes in the political, economic and regulatory conditions in Vietnam in which SEATH Group owns BTS towers and conducts its business in, could materially affect the financial conditions of SEATH Group. Amongst the economic, political and regulatory factors are changes in political leadership which may lead to unfavourable changes in the governments' policies affecting the telecommunications industry in Vietnam including policies affecting land use rights and/ or construction permits for BTS towers, method of taxation, changes in interest rates, changes in inflation rates, riots, expropriations and nationalisation. These factors are generally beyond the management's control and affect all the industry players in the market.

OCK Group will continue to adopt a proactive approach in keeping abreast of political, economic and regulatory developments in Vietnam, and adopt effective measures such as prudent management and efficient operating procedures to mitigate these factors. However, there can be no assurance that there will not be any introduction of new laws, policies, regulations and/ or rules or amendments to existing laws, policies, regulations and/ or rules or any other adverse political and economic changes which may have a material effect on the Proposed Acquisition and/ or OCK Group (including SEATH Group) upon completion of the Proposed Acquisition.

5.2 Risk of changes in Vietnam's policies on foreign investments and repatriation of profits/ dividends

Pursuant to the Proposed Acquisition, OCK will be subject to the policies on foreign investment and repatriation of profits/ dividends under the laws of Singapore, BVI and Vietnam. The main operating subsidiary companies of SEATH Group, namely ETC, GII, MIS, VNC-55, T&A, TLTS, MIS II and Tan Phat operates in Vietnam. Accordingly, OCK will be subject to the risk of changes in Vietnam's policies on foreign investments and repatriation of profits/ dividends. As set out in Section 2.10 of this Circular, the Board notes that there is no restriction in Vietnam on the acquisition of the Sale Shares by OCK Vietnam and that the businesses the subsidiary companies of SEATH domiciled in Vietnam are currently operating does not fall under the prohibited sectors. Save for the construction and leasing services which are deemed as real estate business, and required to have a minimum capital of VND20 billion, the businesses that the subsidiary companies of SEATH domiciled in Vietnam are currently operating in does not fall under the sectors that have specific conditions required by law. In addition, the Board notes that the businesses that the subsidiary companies of SEATH domiciled in Vietnam are currently operating in are not subject to foreign ownership limits.

In addition as set out in Section 2.10 of this Circular, the Board understands that there are no restrictions for the transfer abroad of the invested capital, income derived from business investment activities and/ or other money and assets owned by the investors, so long as the foreign investor has satisfied all financial obligations owed to the Vietnamese government. The Board understands that foreign investors are permitted to declare dividends and remit their profits provided the investee company has undistributed profits for which it has received tax clearance from the tax authorities, or upon termination of the investment in Vietnam and that foreign investors are not permitted to remit profits if the investee company has accumulated losses.

Notwithstanding the above, there can be no assurance that any changes to the Vietnam's policies on foreign investment and repatriation of profits/ dividends in the future will not have a material effect on OCK Group. In order to mitigate the abovementioned risk, OCK Group will adopt a proactive approach in keeping abreast of the relevant policies in Vietnam on foreign investment and repatriation of profits/ dividends in relation to SEATH Group.

5.3 Regulations and licenses for the BTS Business

The operation of the BTS Business is subject to certain approvals, licences, registrations and permissions granted by the governmental bodies and local officials in Vietnam and subject to regulations of the Department of Planning and Investment under the Ministry of Planning and Investment of Vietnam and the Ministry of Information and Communications of Vietnam. Changes to the laws, regulations or government policies in Vietnam in relation to the telecommunications industry could materially affect SEATH Group's financial position and results of operations in the future. Further, any breach of the terms and conditions of the licenses by SEATH Group or failure to comply with the applicable regulations by SEATH Group may result in penalties and/ or its licenses being suspended or cancelled by the relevant authorities. Any revocation of the licenses could materially affect SEATH Group's financial position and results of operations in the future.

In addition, the regulations for requirement of construction permits for BTS tower sites in Vietnam were only issued on 1 January 2008, which was subsequently supplemented by the guidance issued on 21 June 2013 by the Ministry of Information and Communications of Vietnam. Majority of SEATH Group's BTS tower sites did not have construction permits as the BTS tower sites were constructed prior to 21 June 2013. As such, OCK Group is currently working together with the Vendor to submit applications for construction permits for the BTS tower sites which require construction permits. As at the LPD, the number of BTS tower sites of SEATH Group which have construction permits or are exempted is approximately 1,003 BTS tower sites, representing approximately 51.0% of the total 1,968 BTS tower sites of SEATH Group. Further, as part of the condition precedent pursuant to Clause 4.1.1(g) of the SPA, the Vendor shall procure the relevant SEATH Group companies to submit to the relevant government authorities at least 200 applications for the issuance of construction permits in respect of existing BTS tower sites which do not hold any valid land construction permits as at the execution date of the SPA. For the avoidance of doubt, pursuant to the aforesaid 200 applications for the issuance of construction permits, the Vendor's obligation is purely to submit the abovementioned applications, however the procurement of approvals for the abovementioned 200 applications as well as the applications for the issuance of construction permits for the remaining 765 BTS tower sites shall be the obligation of OCK Group and shall be submitted by OCK Group via SEATH Group post-completion of the Proposed Acquisition. Nevertheless, there can be no assurance that any inability to procure construction permits will not have a material effect on SEATH Group's financial position and results of operations in the future.

Save for the construction permits as set out above, based on the due diligence review, SEATH Group has obtained all other necessary licenses to carry out its existing BTS Business. Moving forward, OCK Group via SEATH Group shall continue to adopt a proactive approach in keeping abreast of various developments in relevant laws, regulations, government policies, licenses requirements in relation to SEATH Group's BTS Business in Vietnam.

5.4 Competition risks

Overall, there are five (5) MNOs in Vietnam, which are mostly state-owned. SEATH Group faces competition amongst the existing players, namely the other MNOs which are also tower operators as well as other independent tower operators, and potential network services providers and independent tower operators in Vietnam. Nevertheless, as set out in Section 2.1 of this Circular, SEATH Group is one of the largest independent BTS towers owner in Vietnam, with approximately 1,968 BTS towers as at the LPD. In addition, the BTS tower operating market has relatively high barriers to entry, particularly with regards to capital requirement arising from construction of towers and increased regulatory approvals and administrative procedures required such as approvals from local municipalities and various government departments as well as coordinating with land owners for the leasing of land for BTS towers.

In view of the competition risks, OCK Group via SEATH Group intends to continuously develop new measures to counter competition which will include, amongst others, ensuring that SEATH Group's operations and services are efficient and reliable and ensuring that the BTS towers are in good condition, in order to maintain or increase tenancies for its BTS towers. OCK Group via SEATH Group will continue to focus on building strong relationships with its customers to ensure that SEATH Group is continuously meeting their customers' business needs and to follow closely on the MNOs' roll-out plans of its network coverage, to ensure SEATH Group's competitiveness in capturing market share. However, there can be no assurance that SEATH Group would be able to sustain its competitiveness against current and future competitors.

5.5 Dependence on major customers

During the past three (3) financial years up to FYE 31 December 2015, the aggregate revenue contributed by the top two (2) major customers accounted for approximately 90.7%, 92.4% and 92.3% of the total revenue of SEATH Group, respectively. The top two (2) major customers are major MNOs in Vietnam providing wireless telecommunication services to end-users in Vietnam. Notwithstanding the above, there are only five (5) MNOs operating in Vietnam as at the LPD.

SEATH Group has working relationships with the main major customer since 2006 and the second main major customer since 2008. SEATH Group has also secured long term contracts for the lease of its BTS towers to the abovementioned two (2) major customers of SEATH Group, of which the term of the lease contracts with both major customers ranges from five (5) to ten (10) years. As at the LPD, the lease contracts with the main major customer has a remaining tenancy period ranging from one (1) to six (6) years, while the second main major customer has a remaining tenancy period ranging from one (1) to nine (9) years.

Despite the long working relationships with the major customers and the secured long term lease contracts with them, the customers may terminate the services of SEATH Group in the event of non-fulfilment of the terms and conditions pursuant to the lease contracts. The loss of a key customer and/ or lease contract, if not replaced, could materially affect SEATH Group's financial position and results of operations. Furthermore, SEATH Group's business operations and financial performance may be affected should there be any adverse changes to the operations and financial performance of the top two (2) major customers of SEATH Group, including any external factors that are beyond their control.

In order to mitigate the abovementioned risk, OCK Group via SEATH Group endeavours to ensure that all the terms and conditions pursuant to the lease contracts are complied with as well as maintain close working relationships with its customers to ensure issues arising from the leasing of BTS towers, if any, can be addressed and resolved promptly. In addition, SEATH Group shall endeavour to secure additional revenue from other customers to minimise the dependency on either of its major customers in the future.

5.6 Dependence on key personnel

SEATH Group's future success will depend upon its ability to attract and retain its key personnel. The loss of key personnel of SEATH Group may have an unfavourable and material impact on the performance of SEATH Group as the continued success of the business is considerably dependent on the combined efforts of the management team of SEATH Group. SEATH Group currently enjoys cordial relationships with its employees and will endeavour to continue its effort to maintain such relationships.

In accordance to the SPA, the Vendor shall apply its reasonable endeavours to procure that the key personnel in SEATH Group shall remain employed on the same terms within SEATH Group immediately prior to completion of the SPA. OCK Group also expects to continue with the employment of the key personnel of SEATH Group upon completion of the SPA, which is expected to ensure the continuation of the business and key personnel of SEATH Group. Since the execution of the SPA, the senior management of OCK has been in close contact with the management of SEATH and numerous dialogue sessions has been jointly organised with the employees of SEATH Group to give assurance on the continuation of the business as well as the briefing by OCK to assure the continuation of employment of SEATH Group's employees. Post-completion of the Proposed Acquisition, OCK shall review the remuneration packages of the employees of SEATH Group to ensure its alignment and competitiveness with market rates.

5.7 Foreign exchange risks

The operating and reporting currency of SEATH Group is denominated in VND, SGD and USD. As OCK will be consolidating the financial results of SEATH Group in view that SEATH will become an indirect 60.0%-owned subsidiary company of OCK upon completion of the Proposed Acquisition, any fluctuation of the VND, SGD and USD against RM may impact the profits and financial position of OCK Group, arising from such consolidation, when translating to RM terms.

As set out in Section 2.5 of this Circular, the indicative Purchase Consideration shall be satisfied via borrowings of USD30.00 million (which shall be a USD-denominated bank borrowing), and the balance of USD20.00 million will be paid via cash. Of the USD20.00 million cash, OCK Group's obligations shall be approximately USD12.00 million based on its 60.0% equity interest in OCK Vietnam. The balance cash contribution for the 40.0% equity interest in OCK Vietnam shall be contributed by CTL. As such, OCK Group shall be exposed to fluctuations in the USD against the RM for the said balance to be contributed by OCK Group via OCK SEA. For the avoidance of doubt, the abovementioned cash payments and contributions are indicative as the breakdown has not been finalised at this juncture.

The Group will constantly assess the need to utilise financial instruments to hedge its foreign exchange exposure to mitigate the exposures to foreign exchange risk in its on-going operations. Further, the Group will constantly monitor the foreign exchange exposure on OCK Group's obligations of the balance indicative Purchase Consideration and assess should there be any negative implication to OCK Group. Nevertheless, there can be no assurance that any fluctuation in foreign exchange rates will not have a material effect on OCK Group's financial performance.

5.8 Borrowings and fluctuations in interest rates

As set out in Section 2.9(ii)(c) and 2.9(iii)(c) of this Circular, the VNC-55 Maybank Loan shall be fully discharged or assigned to an entity not forming part of SEATH Group by the Vendor and OCK Vietnam shall be acquiring SEATH Group free of debt. Notwithstanding the above, as set out in Section 2.5 of this Circular, part of the indicative Purchase Consideration shall be funded by bank borrowings to be procured by OCK Vietnam amounting to an indicative USD30.00 million (equivalent to approximately RM123.75 million).

As set out in Section 6.2 of this Circular, assuming the bank borrowings of approximately USD30.00 million (equivalent to approximately RM123.75 million) to be incurred to part finance the indicative Purchase Consideration, OCK Group's borrowings is expected to increase from RM89.65 million based on the latest audited FYE 31 December 2015 to RM213.40 million upon completion of the Proposed Acquisition. The increase in borrowings of the Group translates into an increase in gearing level from 0.23 times (after adjusting for the Private Placement (as defined in Section 6.2 of this Circular)) to 0.54 times. For information purposes, OCK Group had incurred interest expense of approximately RM5.74 million and RM3.84 million for the latest audited FYE 31 December 2015 and the latest unaudited six (6)-month FPE 30 June 2016, respectively. For illustration purposes, assuming the Proposed Acquisition is completed by 30 November 2016 and one (1)-month of interest expense to be incurred beginning 1 December 2016, OCK Group's interest expense pursuant to the Proposed Acquisition is expected to increase by approximately USD0.10 million (equivalent to approximately RM0.41 million) for the FYE 31 December 2016.

Interest charges on the bank borrowings are dependent on prevailing interest rates and may be subject to fluctuations in the future. Any additional borrowings to be incurred and/ or increase in interest rates may result in an increase in interest expense, which may affect OCK Group's cashflow, profitability and debt repayment obligations. In addition, the agreements on bank credit facilities and securities in relation thereto, may contain covenants which may limit OCK Vietnam and/ or SEATH Group's future financing flexibility. Any breaches of such covenants may give rise to a right by the financiers to terminate the said credit facilities and/ or enforce any security granted in relation to the particular credit facility. Nevertheless, OCK Group shall endeavour to monitor and ensure the compliance of such covenants in the agreements on bank credit facilities.

OCK Group is mindful on the potential increase in the interest cost of OCK Group's existing borrowings and shall mitigate this risk by continuously monitoring the performance of SEATH Group and adopting prudent financial management as well as by monitoring and managing the exposure to the increase in the cost of borrowings on an on-going basis.

5.9 Acquisition risks and non-completion of the Proposed Acquisition

Although the Board believes that OCK Group may derive benefits from the Proposed Acquisition, there is no assurance that the anticipated benefits of the Proposed Acquisition will be realised or that the enlarged OCK Group will be able to generate sufficient revenues from the Proposed Acquisition to offset the associated acquisition costs incurred or that the current financial performance of SEATH Group will be sustainable in the future. There is also no assurance that OCK Group is able to maintain or improve the standards of quality and services of the business of SEATH Group. The completion of the Proposed Acquisition is further subject to certain conditions which are beyond the control of OCK Group, such as the approvals of relevant authorities and shareholders, and there can be no assurance that the SPA can be completed within the timeframe stipulated in the SPA.

However, OCK Group believes it can mitigate such risks by adopting prudent investment strategies and conducting assessments and reviews, including a due diligence review on SEATH Group and its current capabilities in terms of processes, assets and equipment, prior to making its investment decisions. OCK Group had further engaged an external expert to undertake a review on the fairness of the indicative Purchase Consideration prior to proceeding with the Proposed Acquisition, the expert's report by Crowe Horwath of which is set out in Appendix VI of this Circular. Further, OCK anticipates that such risk of non-completion of the Proposed Acquisition can be mitigated by proactively engaging with the relevant authorities/ parties to obtain all the necessary approvals required for the completion of SPA. The Company will take reasonable steps that are within its control to ensure that the conditions precedent are fulfilled by the stipulated date.

6. EFFECTS OF THE PROPOSED ACQUISITION

For illustration purposes, the effects of the Proposed Acquisition have been prepared based on the following two (2) scenarios:-

Minimum Scenario : Assuming none of the 264,080,454 outstanding Warrants are fully exercised prior to the completion of the Proposed Acquisition

Maximum Scenario : Assuming the following events had occurred prior to the completion of the Proposed Acquisition:-

- all of the 264,080,454 outstanding Warrants are fully exercised; and
- the cash proceeds from the full exercise of the outstanding Warrants are utilised to partially repay OCK Group's existing borrowings and the balance of cash proceeds to be utilised for the Group's working capital requirements

6.1 Issued and paid-up share capital and substantial shareholders' structure

The Proposed Acquisition will not have any effect on the issued and paid-up share capital and substantial shareholders' shareholdings of the Company as the indicative Purchase Consideration will be fully satisfied in cash and does not involve any issuance of OCK Shares.

6.2 NA attributable to owners per Share and gearing

The Proposed Acquisition is not expected to have a material effect on the NA attributable to owners of OCK Group based on the latest audited consolidated financial statements for the FYE 31 December 2015. However, the Proposed Acquisition is expected to contribute positively to the earnings and NA attributable to owners of OCK Group subsequent to the completion of the Proposed Acquisition, envisaged to be completed in the fourth quarter of 2016.

The indicative Purchase Consideration shall be satisfied by a combination of internally-generated funds and bank borrowings. For illustrative purposes only, assuming the bank financing of approximately USD30.00 million (equivalent to approximately RM123.75 million) to partially fund the indicative Purchase Consideration and based on the latest audited consolidated financial statements of OCK Group for the FYE 31 December 2015 after adjusting for subsequent events, the proforma effects on the consolidated NA attributable to owners, borrowings and gearing of OCK Group based on the Minimum Scenario and Maximum Scenario are as follows:-

Minimum Scenario

	Audited as at 31 December 2015 RM'000	I After adjusting for the Private Placement[*1] RM'000	II After I and the Proposed Acquisition RM'000
Share capital	79,224	87,146	87,146
Share premium	102,869	159,118	159,118
Foreign currency translation reserve	467	467	467
Revaluation reserve	4,504	4,504	4,504
Reverse acquisition reserve	(17,007)	(17,007)	(17,007)
Warrants reserve	84,136	84,136	84,136
Retained earnings	78,693	78,093[*2]	74,793[*3]
Shareholders' Equity/ NA attributable to owners	**332,886**	**396,457**	**393,157**
No. of OCK Shares in issue ('000)	792,241	871,465	871,465
NA attributable to owners per share (RM)	0.42	0.45	0.45
Borrowings (interest-bearing) (RM'000)	89,649	89,649	213,399[*4]
Gearing (times)	0.27	0.23	0.54

Notes:-

*1 *The private placement exercise involved the issuance of 79,224,100 new OCK Shares at an issue price of RM0.81 per OCK Share, which was completed on 17 August 2016 ("Private Placement")*

*2 *After deducting estimated expenses of approximately RM0.60 million pursuant to the Private Placement*

*3 *After deducting estimated expenses of approximately RM3.30 million pursuant to the Proposed Acquisition*

*4 *Assuming the bank financing of approximately USD30.00 million (equivalent to approximately RM123.75 million) and for illustration purposes only as the breakdown of the internally generated funds and bank borrowings to fund the indicative Purchase Consideration has not been finalised at this juncture*

Maximum Scenario

	Audited as at 31 December 2015 RM'000	I After adjusting for the Private Placement[*1] RM'000	II After I and assuming all outstanding Warrants are fully exercised RM'000	III After II and the Proposed Acquisition RM'000
Share capital	79,224	87,146	113,554	113,554
Share premium	102,869	159,118	404,343[*3]	404,343
Foreign currency translation reserve	467	467	467	467
Revaluation reserve	4,504	4,504	4,504	4,504
Reverse acquisition reserve	(17,007)	(17,007)	(17,007)	(17,007)
Warrants reserve	84,136	84,136	-[*3]	-
Retained earnings	78,693	78,093[*2]	81,748[*4]	78,448[*5]
Shareholders' Equity/ NA attributable to owners	**332,886**	**396,457**	**587,609**	**584,309**
No. of OCK Shares in issue ('000)	792,241	871,465	1,135,545	1,135,545
NA attributable to owners per share (RM)	0.42	0.45	0.52	0.51

	Audited as at 31 December 2015 RM'000	I After adjusting for the Private Placement*1 RM'000	II After I and assuming all outstanding Warrants are fully exercised RM'000	III After II and the Proposed Acquisition RM'000
Borrowings (interest-bearing) (RM'000)	89,649	89,649	16,607*4	140,357*6
Gearing (times)	0.27	0.23	0.03	0.24

Notes:-

*1 *The Private Placement exercise involved the issuance of 79,224,100 new OCK Shares at an issue price of RM0.81 per OCK Share, which was completed on 17 August 2016*

*2 *After deducting estimated expenses of approximately RM0.60 million pursuant to the Private Placement*

*3 *Assuming the full exercise of 264,080,454 outstanding Warrants at the exercise price of RM0.71 per Warrant and the reversal of warrants reserve*

*4 *Assuming the cash proceeds from the full exercise of the outstanding Warrants amounting to RM187.50 million are utilised to partially repay OCK Group's existing borrowings of RM73.04 million resulting in interest cost savings of approximately RM3.66 million based on the interest rates ranging from 1.25% to 14.46% per annum, and the balance of cash proceeds amounting to RM114.46 million to be utilised for the Group's working capital requirements*

*5 *After deducting estimated expenses of approximately RM3.30 million pursuant to the Proposed Acquisition*

*6 *Assuming the bank financing of approximately USD30.00 million (equivalent to approximately RM123.75 million) and for illustration purposes only as the breakdown of the internally generated funds and bank borrowings to fund the indicative Purchase Consideration has not been finalised at this juncture*

For the avoidance of doubt, the effects above had not taken into consideration the future increase in borrowings of OCK Group of approximately USD40.20 million (equivalent to approximately RM165.83 million) to be drawndown progressively over the next one (1) year to finance the build and lease of new towers in Myanmar in 2016 and its related finance cost.

6.3 Earnings and EPS

For the FYE 31 December 2015, OCK has recorded an audited consolidated PATNCI of approximately RM24.75 million or basic EPS of approximately 4.62 sen based on the weighted average number of shares of 535,395,989 OCK Shares.

Purely for illustration purposes only, based on the audited consolidated financial statements of OCK Group for the FYE 31 December 2015 after adjusting for subsequent events, assuming the Proposed Acquisition had been effected on 1 January 2015 (being the date at the beginning of FYE 31 December 2015), the PAT of SEATH Group for the FYE 31 December 2015 of approximately USD1.83 million (equivalent to approximately RM7.55 million) and assuming an interest cost to be incurred by OCK Group arising from the Proposed Acquisition of approximately USD1.20 million (equivalent to approximately RM4.95 million) per annum, the proforma effects of the Proposed Acquisition on the EPS of OCK Group are as follows based on the Minimum Scenario and the Maximum Scenario:-

Minimum Scenario

	Audited FYE 31 December 2015	I After adjusting for the Private Placement	II After I and the Proposed Acquisition
PATNCI attributable to owners of OCK (RM'000)	24,755	24,755	24,755
PAT of SEATH Group attributable to owners of OCK based on 60.0% equity interest (RM'000)	-	-	4,522
Interest cost arising from the Proposed Acquisition based on 60.0% equity interest (RM'000)	-	-	(2,970)*1
Proforma PATNCI attributable to owners of OCK (RM'000)	**24,755**	**24,755**	**26,307**
Number of OCK Shares in issue as at the LPD ('000)	792,241	871,465	871,465
Basic EPS (sen)	3.12	2.84	3.02

Note:-

*1 *Assuming based on an indicative interest rate of approximately 4.00% for the bank financing amount of approximately USD30.00 million (equivalent to approximately RM123.75 million) to partially fund the indicative Purchase Consideration of USD50.00 million (equivalent to approximately RM206.25 million). The above amount of bank financing is for illustration purposes only as the breakdown of the internally generated funds and bank borrowings to fund the indicative Purchase Consideration has not been finalised at this juncture*

Maximum Scenario

	Audited FYE 31 December 2015	I After adjusting for the Private Placement	II After I and assuming all outstanding Warrants are fully exercised*1	III After II and the Proposed Acquisition
PATNCI attributable to owners of OCK (RM'000)	24,755	24,755	24,755	24,755
Assuming the interest cost savings by OCK Group*2 (RM'000)	-	-	3,655	3,655
PAT of SEATH Group attributable to owners of OCK based on 60.0% equity interest (RM'000)	-	-	-	4,522
Interest cost arising from the Proposed Acquisition based on 60.0% equity interest (RM'000)	-	-	-	(2,970)*3
Proforma PATNCI attributable to owners of OCK (RM'000)	**24,755**	**24,755**	**28,410**	**29,962**
Number of OCK Shares in issue as at the LPD ('000)	792,241	871,465	1,135,545	1,135,545
Basic EPS (sen)	3.12	2.84	2.50	2.64

Notes:-

*1 *Assuming the full exercise of 264,080,454 outstanding Warrants at the exercise price of RM0.71 per Warrant*

*2 *Assuming the cash proceeds from the full exercise of the outstanding Warrants amounting to RM187.50 million are utilised to partially repay OCK Group's existing borrowings of RM73.04 million resulting in interest cost savings of approximately RM3.66 million based on the interest rates ranging from 1.25% to 14.46% per annum, and the balance of cash proceeds amounting to RM114.46 million to be utilised for the Group's working capital requirements*

*3 *Assuming based on an indicative interest rate of approximately 4.00% for the bank financing amount of approximately USD30.00 million (equivalent to approximately RM123.75 million) to partially fund the indicative Purchase Consideration of USD50.00 million (equivalent to approximately RM206.25 million). The above amount of bank financing is for illustration purposes only as the breakdown of the internally generated funds and bank borrowings to fund the indicative Purchase Consideration has not been finalised at this juncture*

For the avoidance of doubt, the effects above had not taken into consideration the future increase in borrowings of OCK Group of approximately USD40.20 million (equivalent to approximately RM165.83 million) to be drawndown progressively over the next one (1) year to finance the build and lease of new towers in Myanmar in 2016, and its related finance cost.

The Proposed Acquisition is expected to be completed in the fourth quarter of 2016. Assuming the Proposed Acquisition is completed by 30 November 2016, OCK Group is expected to recognise approximately one (1) month of the financial results of SEATH Group for the FYE 31 December 2016. Barring any unforeseen circumstances, the Proposed Acquisition is expected to be earnings accretive and contribute positively to the future earnings of OCK Group.

6.4 Convertible securities

As at the date of this Circular, save for the outstanding Warrants, the Company does not have any other convertible securities.

The Proposed Acquisition will not give rise to any adjustments to the exercise price and/ or subscription rights of the outstanding Warrants held by each holder of the Warrants pursuant to the deed poll dated 27 October 2015 constituting the Warrants.

7. HISTORICAL SHARE PRICES

The monthly highest and lowest closing prices of OCK Shares for the past 12 months as traded on Bursa Securities from October 2015 to September 2016 are as follows:-

	High RM	Low RM
2015		
October	0.84	0.74
November	0.83	0.64
December	0.77	0.66
2016		
January	0.76	0.66
February	0.72	0.66
March	0.84	0.70
April	0.84	0.76
May	0.84	0.77
June	0.86	0.80
July	0.85	0.80
August	0.86	0.79
September	0.82	0.79

	RM
Last transacted market price on 3 August 2016 (being the date prior to the announcement on the SPA)	0.83
Last transacted market price on the LPD	0.80

(Source: Bloomberg)

8. APPROVALS REQUIRED/ OBTAINED

The Proposed Acquisition is subject to the following approvals being obtained:-

i. The shareholders of OCK at an EGM of the Company to be convened;

ii. The relevant approvals from the Foreign Exchange Administration Department of BNM, for the remittance of funds to non-residents, which was obtained vide its letter dated 5 October 2016 and for the provision of corporate guarantees to non-resident banks of Malaysia, which was obtained vide its letter dated 14 October 2016. A copy each of the abovementioned approval letters from BNM are made available for inspection up to the time and date of holding the EGM; and

iii. Any other relevant authority, if required.

The Proposed Acquisition is not conditional upon any other proposals undertaken or to be undertaken by the Company.

For information purposes, the voting on the resolution pertaining to the Proposed Acquisition at the EGM will be taken via poll, of which the results of the poll will be validated by an independent scrutineer to be appointed.

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/ OR PERSONS CONNECTED TO THEM

None of the Directors, major shareholders of OCK and/ or persons connected to them have any interest, whether direct or indirect, in the Proposed Acquisition.

10. ESTIMATED TIMEFRAME FOR COMPLETION AND TENTATIVE TIMETABLE FOR IMPLEMENTATION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Board expects the Proposed Acquisition to be completed by the fourth quarter of 2016.

The tentative timetable in relation to the Proposed Acquisition is set out below:-

Month	Events
8 November 2016	• Convening of EGM to obtain the approval of shareholders of OCK
End November 2016	• Fulfillment of the conditions precedent pursuant to the SPA • Completion of the Proposed Acquisition

11. PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Acquisition, the Board is not aware of any other corporate exercise that has been announced but not yet completed as at the date of this Circular.

12. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Acquisition, including the rationale, future plans and prospects of SEATH Group, risk factors and effects of the Proposed Acquisition as set out in Sections 3, 4.3, 5 and 6 of this Circular, respectively, is of the opinion that the Proposed Acquisition is in the best interest of the Company and the terms and conditions of the SPA are fair and reasonable.

Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Acquisition to be tabled at the forthcoming EGM of the Company.

13. EGM

The EGM, the notice of which is enclosed in this Circular, is scheduled to be held at Topas Room, The Saujana Hotel Kuala Lumpur, Jalan Lapangan Terbang, 40150 Shah Alam, Selangor Darul Ehsan, on Tuesday, 8 November 2016 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modification, the resolution to give effect to the Proposed Acquisition.

If you are unable to attend, speak and vote in person at the EGM, you are requested to complete and return the enclosed Form of Proxy in accordance with the instruction provided thereon so as to arrive at the Company's Registered Office at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than 48 hours before the time stipulated for holding the EGM. The lodging of the Form of Proxy does not preclude you from attending, speaking and voting in person at the EGM should you subsequently wish to do so.

14. FURTHER INFORMATION

Shareholders are advised to refer to the attached appendices for further information.

Yours faithfully,
For and on behalf of the Board
OCK GROUP BERHAD

OOI CHIN KHOON
Group Managing Director

INFORMATION ON SEATH GROUP

1. HISTORY AND BUSINESS

SEATH was incorporated in Singapore on 7 September 2009 under the Companies Act (Cap. 50) as a private limited company under the name of SE Asia Master Holding 3 Pte Ltd. On 27 April 2010, it assumed its present name.

SEATH group of companies was formed as a result of various mergers and acquisitions over the course of six (6) years. Prior to year 2010, SEATH group of companies comprised of minority stakes held in GII, MIS and VNC-55. The brief history of SEATH group of companies is as follows:-

Year	Event
2010-2012	SEATH, Delong and Cleveland had acquired the remaining shares of GII, MIS and VNC-55 from several Vietnamese shareholders, resulting in SEATH, Delong and Cleveland holding 100% equity interest in GII, MIS and VNC-55
2011	GII acquired 98.04% equity interest in TLTS from Vietnamese shareholders
2013	• SEATH acquired the entire equity interest in Delong and Cleveland from VNI • MIS II acquired the entire equity interest in Tan Phat from Vietnamese shareholders • VNC-55 acquired the entire equity interest in T&A from Vietnamese shareholders
2014-2015	VNC-55 acquired the 75% equity interest in VT and 70% equity interest in SSTE, from Vietnamese shareholders. VT and SSTE are involved in the IBS Business
2016	SEATH acquired the entire equity interest in VIHL from VNI

SEATH is an investment holding company while its subsidiary companies are principally involved in the following activities:-

i. The development/ construction, installation, ownership, operation and leasing out of BTS towers, infrastructure and other assets; and

ii. The development, installation, ownership, operation and leasing out of IBS infrastructure and other assets. (Pursuant to Clause 4.1.1(b) of the SPA, the entire IBS Business shall be divested by SEATH Group prior to completion of the SPA).

SEATH Group operates as an independent tower operator. As such, SEATH Group's business model is focused on the construction and subsequent leasing out of the BTS towers and infrastructure to MNOs operating in Vietnam which provides wireless telecommunication services to end-users in Vietnam. The ownership of the BTS towers and infrastructure remains with SEATH Group. In addition, SEATH Group also provides infrastructure and operations management and ancillary services such as provision of back-up power and security with respect to the BTS towers. SEATH Group assumes responsibility for BTS tower deployment and maintenance and enters into lease agreements with MNOs that allow the MNOs to install their equipment on SEATH Group's BTS towers, at a monthly lease rate for the duration of the lease agreement, typically ranging from five (5) to ten (10) years.

As at 20 June 2016, being the latest practicable date prior to the date of announcement for the Proposed Acquisition, SEATH Group owned 1,938 BTS towers which are leased to five (5) MNOs operating in Vietnam. Further, pursuant to the build and lease contracts dated 15 April 2016 and 6 May 2016, SEATH Group had been contracted to build and lease in aggregate 40 new BTS towers in Vietnam for one (1) major MNO in Vietnam of which, as at the LPD, 30 new BTS towers have been constructed and leased to the said MNO since 1 August 2016 for a lease tenure of ten (10) years, while the remaining ten (10) new BTS towers are in the midst of construction, further details on the build and lease contracts of which are set out as follows:-

Customer	Scope of services	No. of towers to be built and leased	Location of towers	Date of Contract	Date of completion of construction	Commencement date of lease	Duration of lease contract
A major MNO in Vietnam	1. Provision of land premises, ground-based towers, shelter foundation, generator platform, security and fire fighting and prevention services	15	Quang Nam Province	15 April 2016	25 July 2016	1 August 2016	10 years from commencement date of lease
	2. Provision of land premises, ground-based towers, shelter foundation, generator platform, security and fire fighting and prevention services	25[*1]	Binh Dinh Province	6 May 2016	25 July 2016[*1]	1 August 2016[*1]	10 years from commencement date of lease
	Total	**40**					

Note:-

[*1] *As at the LPD, the construction of 15 BTS towers have been completed and leased to the customer, while the remaining ten (10) BTS towers are under site survey and subject to finalization of the location between SEATH Group with the customer. In view of the aforesaid, the expected commencement date of construction, completion date of construction and commencement date of lease for the remaining ten (10) BTS towers are unable to be determined as at this juncture.*

Based on the build and lease contract dated 6 May 2016, a penalty of a minimum 1% and a maximum of 8% of the annual BTS lease rate is payable by SEATH Group for any delays in completion of construction of the BTS towers. Purely for illustrative purposes, based on the maximum penalty of 8% of the annual BTS lease rate, the maximum penalty payable by SEATH Group amounts to approximately VND72.16 million (equivalent to approximately RM13,350), representing approximately 0.05% of OCK Group's consolidated PATNCI for the FYE 31 December 2015 of RM24.75 million, and as such, is not expected to have any material effect to the financial performance of OCK Group

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As such, in aggregate as at the LPD, SEATH Group owns 1,968 BTS towers. The BTS towers of SEATH Group are geographically dispersed throughout Vietnam, which is the principal market of SEATH Group. SEATH Group's BTS towers are widely distributed across 51 of Vietnam's 65 provinces covering the northern region (approximately 538 BTS towers), central region (approximately 767 BTS towers) and southern region (approximately 663 BTS towers) with provincial capitals of Ha Noi, Da Nang and Ho Chi Minh, respectively.

The tenancy ratio which is expressed as a fraction of total number of MNOs sharing towers over total number of sites present, of SEATH Group's BTS towers is 1.25 times as at the LPD based on 1,938 BTS towers. As at the LPD, SEATH Group is one of the largest independent BTS towers owner in Vietnam.

For the avoidance of doubt, OCK Group will only be acquiring the subsidiary companies of SEATH which are involved in the BTS Business. The subsidiary companies which are involved in the IBS Business, namely SSTE, VT and Vinadas, will be fully divested prior to completion of the SPA pursuant to Clause 4.1.1(b) of the SPA.

SEATH Group's principal places of business are located at the following premises:-

Address	Purpose	Built-up area (square metres)	Owned/ rented
17th Floor, PVI Building 1 Pham Van Bach Street Cau Giay District, Ha Noi Vietnam	Office of MIS, Tan Phat, T&A and ETC	178.8	Rented
10th Floor, PVComBank Building Lot A2.1, 30/4 Street Hai Chau District, Da Nang City Vietnam	Office of VNC-55	130.0	Rented
9th Floor, HM Town Building 412 Nguyen Thi Minh Khai Street District 3, Ho Chi Minh City Vietnam	Office of GII and TLTS	172.0	Rented
003 Lot A, Gia Phu Apartment Building Binh Long Street Binh Hung Hoa Ward Binh Tan District, Ho Chi Minh City Vietnam	Office of MIS II	112.0	Rented

There was no R&D expenditure incurred by SEATH Group for the past three (3) financial years up to the FYE 31 December 2015.

2. SHARE CAPITAL

As at the LPD, the issued and paid-up share capital of SEATH Group, which consists of one (1) class of share, is as follows:-

	No. of ordinary shares	Total SGD
Issued and paid-up share capital	42,042,702	42,042,702

For the avoidance of doubt, the authorised share capital is not applicable in Singapore.

3. SHAREHOLDER

The shareholder of SEATH and its direct and indirect shareholdings in SEATH as at the LPD is set out below:-

Shareholder	Place of incorporation	<-----Direct-----> No. of shares	%	<-----Indirect-----> No. of shares	%
VNI[*1]	Cayman Islands	42,042,702	100.0	-	-

Note:-

[*1] *VNI is listed on the London Stock Exchange's AIM (formerly known as the Alternative Investment Market) under the stock code AIM:VNI. Details on the substantial shareholders of VNI as at 31 May 2016 are set out below:-*

Substantial shareholders of VNI	*<-----Direct-----> No. of shares*	*%*
Crest International Nominee, Belgium	*77,090,916*	*22.01*
The Bank of New York Mellon, Bruxelles	*39,671,988*	*11.33*
Goldman Sachs, London	*24,499,422*	*7.00*
Bank Julius Baer, Zurich	*20,064,000*	*5.73*
Goldman Sachs Investments, London	*18,675,868*	*5.33*
Credit Suisse, New York	*17,916,060*	*5.12*
JP Morgan Chase, London	*17,345,000*	*4.95*

4. BOARD OF DIRECTORS

The directors of SEATH and their respective direct and indirect shareholdings in SEATH as at the LPD are set out below:-

Directors	Designation	Nationality	<-----Direct-----> No. of shares	%	<-----Indirect-----> No. of shares	%
Jason Ng Bak Huat	Director	Singaporean	-	-	-	-
Brook Colin Taylor	Director	New Zealander	-	-	-	-
Tony Hsun Cau Fong	Director	American	-	-	-	-

5. SUBSIDIARY AND ASSOCIATE COMPANIES

As at the LPD, the subsidiary companies of SEATH are as set out below:-

Name of company	Date and place of incorporation	Issued and paid-up share capital	SEATH's effective equity interest %	Principal activities
Subsidiary companies of SEATH				
Delong	07.09.2009 Singapore	SGD180,586 (equivalent to approximately RM544,485)	100.0	Investment holding

Name of company	Date and place of incorporation	Issued and paid-up share capital	SEATH's effective equity interest %	Principal activities
Cleveland	07.09.2009 Singapore	SGD88,985 (equivalent to approximately RM268,299)	100.0	Investment holding
VIHL	09.08.2007 BVI	USD100 (equivalent to approximately RM412)	100.0	Investment holding
GII	17.03.2008 Vietnam	VND78,340,000,000 (equivalent to approximately RM14,492,900)	100.0	Construction of civil and industrial work, BTS and electromagnetic systems and leasing out of machinery and equipment
MIS	27.06.2003 Vietnam	VND163,890,000,000 (equivalent to approximately RM30,319,650)	100.0	Construction of BTS, installation of communication lines and other construction systems, leasing out of BTS, machinery and equipment and inspection and technical quality analysis of telecommunication equipment and services
VNC-55	10.09.2008 Vietnam	VND285,000,000,000 (equivalent to approximately RM52,725,000)	100.0	Construction of civil, industrial and telecommunication works and rental, operation and maintenance services of telecommunication equipment and infrastructure including towers and stations
ETC	07.01.2011 Vietnam	VND1,950,000,000 (equivalent to approximately RM360,750)	100.0	Consulting services and real estate management and business management consulting services
Subsidiary company of GII				
TLTS	12.01.2007 Vietnam	VND1,020,000,000 (equivalent to approximately RM188,700)	98.0	Construction of telecommunication work, repair of communication equipment, leasing out of machinery and equipment, production of computer software, retail seller of computer and telecommunication equipment and consultant services for computer system management
Subsidiary company of MIS				
MIS II	27.05.2008 Vietnam	VND80,000,000,000 (equivalent to approximately RM14,800,000)	99.9	Construction of BTS, installation of communication lines and other construction systems, leasing out of BTS, machinery and equipment and inspection and technical quality analysis of telecommunication equipment and services

Name of company	Date and place of incorporation	Issued and paid-up share capital	SEATH's effective equity interest %	Principal activities
Subsidiary company of MIS II				
Tan Phat	27.10.2009 Vietnam	VND33,678,000,000 (equivalent to approximately RM6,230,430)	99.9	Construction of public works and leasing out of BTS, machinery and equipment to telecommunication operators
Subsidiary companies of VNC-55				
T&A	27.10.2000 Vietnam	VND80,000,000,000 (equivalent to approximately RM14,800,000)	100.0	Construction of civil, industrial and telecommunication works and rental, operation and maintenance services of telecommunication equipment and infrastructure including towers and stations
Vinadas[*1]	29.08.2014 Vietnam	VND481,729,470,000 (equivalent to approximately RM89,119,952)	100.0	Construction of industrial, civil and telecommunications works, development, rental and operation of passive telecommunication infrastructure. As at the LPD, Vinadas has not commenced operations
Subsidiary companies of Vinadas				
VT[*1]	23.04.2003 Vietnam	VND150,000,000,000 (equivalent to approximately RM27,750,000)	75.0	Development, installation, ownership, operation and leasing out of IBS infrastructure and other assets
SSTE[*1]	13.07.2007 Vietnam	VND34,000,000,000 (equivalent to approximately RM6,290,000)	70.0	Development, installation, ownership, operation and leasing out of IBS infrastructure and other assets

Note:-

*1 *These companies shall be divested as part of the condition precedent pursuant to Clause 4.1.1(b) of the SPA, prior to completion of the SPA*

As at the LPD, SEATH Group does not have any associate companies.

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6. MATERIAL COMMITMENTS

Save as disclosed below, as at 30 June 2016, the board of directors of SEATH is not aware of any material commitments incurred or known to be incurred by SEATH Group which, upon becoming enforceable, may have a material impact on the financial results/ position of SEATH Group:-

Future minimum lease payments under non-cancellable operating leases (for land and/ or office rentals)	**VND million**	**RM'000**
Within 1 year	45,541	8,425
Between 1 and 5 years	83,682	15,481
Over 5 years	22,196	4,106
Total minimum payments	**151,419**	**28,012**

7. CONTINGENT LIABILITIES

As at the LPD, the board of directors of SEATH is not aware of any contingent liabilities incurred or known to be incurred by SEATH Group which, upon becoming enforceable, may have a material impact on the financial results/ position of SEATH Group.

8. SUMMARY OF FINANCIAL INFORMATION

As set out in Section 2.1 of this Circular, OCK Group will only be acquiring the subsidiary companies of SEATH which are involved in the BTS Business. The subsidiary companies which are involved in the IBS Business will be fully divested prior to completion of the SPA. Accordingly, the proforma consolidated financial information of SEATH Group has excluded the financial information on the IBS Business (including the VNC-55 Maybank Loan and its related finance cost as the loan was incurred by SEATH Group to acquire the subsidiary companies of SEATH, namely SSTE and VT which were involved in the IBS Business).

As the SEATH Group is wholly-owned by VNI (which is listed on the London Stock Exchange's AIM (formerly known as Alternative Investment Market)), the results of SEATH and its subsidiary companies are consolidated at VNI company level and no consolidated accounts of SEATH Group were prepared at the SEATH level. Purely for the purposes of the Proposed Acquisition, the management of the Vendor had prepared the proforma consolidated financial information for the FYE 31 December 2013 to FYE 31 December 2015 and the latest unaudited proforma consolidated management accounts for the four (4)-month FPE 30 April 2016 together with the corresponding four (4)-month FPE 30 April 2015, at the SEATH Group level (excluding the IBS Business). The management of OCK had appointed BTMH to perform certain agreed-upon procedures for the consolidation workings on the proforma consolidated statement of financial position and statement of profit or loss of SEATH Group for the FYE 31 December 2015, a copy of the letter from BTMH of which is set out in Appendix II of this Circular.

A summary of the proforma financial information of SEATH Group for the FYE 31 December 2013 to FYE 31 December 2015 and the latest proforma consolidated management accounts for the four (4)-month FPE 30 April 2016 together with the corresponding four (4)-month FPE 30 April 2015 are set out as follows:-

	Unaudited									
	FYE 31 December						Four (4)-month FPE 30 April			
	2013		2014		2015[*1]		2015		2016	
	USD'000	RM'000	USD'000	RM'000	USD'000	RM'000	USD'000	RM'000	USD'000	RM'000
Revenue	11,379	46,938	11,891	49,050	12,000	49,500	3,924	16,187	4,034	16,640
EBITDA	6,065	25,018	6,222	25,666	5,888	24,288	2,181	8,997	2,008	8,283
PBT	2,546	10,502	2,354	9,710	2,190	9,034	949	3,915	790	3,259
PAT	1,865	7,693	1,782	7,351	1,827	7,536	794	3,275	656	2,706
PATNCI	1,864	7,689	1,780	7,343	1,825	7,528	793	3,271	655	2,702
Gross EPS[*2 *4] (cents/ sen)	6.06	25.00	5.60	23.11	5.21	21.49	2.26	9.31	1.88	7.75
Net EPS[*3 *4] (cents/ sen)	4.44	18.30	4.24	17.48	4.34	17.91	1.89	7.78	1.56	6.43
Share capital	34,105	140,683	34,105	140,683	34,125	140,766	34,119	140,741	34,125	140,766
NA/ total equity	34,059	140,493	32,141	132,582	27,995	115,479	28,846	118,990	26,108	107,696
Number of ordinary shares in issue	42,016	42,016	42,016	42,016	42,043	42,043	42,036	42,036	42,043	42,043
NA per share[*4] (USD/ RM)	0.81	3.34	0.76	3.16	0.67	2.75	0.69	2.83	0.62	2.56
Current ratio (times)	2.82	2.82	4.14	4.14	5.38	5.38	2.44	2.44	4.59	4.59
Total interest-bearing borrowings	-	-	-	-	-	-	-	-	-	-
Gearing ratio (times)	-	-	-	-	-	-	-	-	-	-

Notes:-

*1 *BTMH has performed certain agreed-upon procedures for the consolidation workings on the proforma consolidated statement of financial position and statement of profit or loss of SEATH Group for the FYE 31 December 2015, a copy of the letter from BTMH of which is set out in Appendix II of this Circular*

*2 *Gross EPS is computed as the PBT divided by the number of ordinary shares in issue*

*3 *Net EPS is computed as the PATNCI divided by the number of ordinary shares in issue*

*4 *Translation from USD or cents to RM or sen may be subject to rounding adjustments*

There was no:-

i. exceptional or extraordinary item during the financial years/ period under review;

ii. accounting policy adopted by the companies within SEATH Group which are peculiar to SEATH Group because of the nature of its business or the industry it is involved in; and

iii. audit qualification of the financial statements of the companies within SEATH Group for the financial years/ period under review.

Commentary on past performance:-

FYE 31 December 2013

For the FYE 31 December 2013, SEATH Group's revenue increased by approximately USD1.75 million, representing approximately 18.2% to USD11.38 million as compared to the FYE 31 December 2012, mainly due to the additional revenue contribution arising from the acquisition of 474 BTS towers during the FYE 31 December 2013. The PBT had increased by USD0.39 million or approximately 18.1% to USD2.55 million in the FYE 31 December 2013, as compared to the FYE 31 December 2012 mainly attributable to the increase in revenue above.

FYE 31 December 2014

For the FYE 31 December 2014, SEATH Group's revenue increased by approximately USD0.51 million, representing approximately 4.5% to USD11.89 million as compared to the FYE 31 December 2013, mainly due to the recognition of full-year revenue contributed by new BTS tower assets acquired during the previous FYE 31 December 2013. Notwithstanding the increase in revenue, the PBT had decreased by approximately USD0.19 million, representing approximately 7.5% to USD2.35 million in the FYE 31 December 2014, as compared to the FYE 31 December 2013 mainly attributable to the decrease in interest income derived from fixed deposits as compared to the previous financial year in view that cash amounting to approximately USD5.00 million was utilised to partially fund the acquisition of two (2) companies involved in the IBS Business during the FYE 31 December 2014.

FYE 31 December 2015

For the FYE 31 December 2015, SEATH Group's revenue increased by approximately USD0.11 million, representing approximately 0.92% to USD12.00 million as compared to the FYE 31 December 2014, mainly due to the addition of secondary tenants on its BTS towers. Notwithstanding the increase in revenue, the PBT had decreased by approximately USD0.16 million, representing approximately 7.0% to USD2.19 million in the FYE 31 December 2015, as compared to the FYE 31 December 2014 mainly attributable to the increase in maintenance expenses on the BTS towers particularly on the repairs and upgrade of BTS towers.

Four (4) month FPE 30 April 2016

For the four (4)-month FPE 30 April 2016, SEATH Group's revenue increased by approximately USD0.11 million, representing approximately 2.8% to USD4.03 million as compared to the four (4)-month FPE 30 April 2015, mainly due to the addition of new BTS towers and secondary tenants on its BTS towers. Notwithstanding the increase in revenue, the PBT had decreased by approximately USD0.16 million, representing approximately 16.8% to USD0.79 million in the four (4)-month FPE 30 April 2016, as compared to the four (4)-month FPE 30 April 2015 mainly attributable to the increase in land lease and office lease expenses.

Audited financial statements of the companies within SEATH Group

As set out above and as there are no audited consolidated financial statements of SEATH Group prepared at the SEATH level, the audited financial statements of SEATH, Delong, Cleveland, ETC, VNC-55 and T&A as well as the audited consolidated financial statements of GII and MIS are set out in Sections 9 to 16 of this Appendix. VIHL does not have any audited financial statements in view that BVI-incorporated companies are not required to audit its financial statements as there is no specific provision in the BVI Companies Act, 2004 that requires a BVI-incorporated company to file any audited accounts with the Registrar of Companies in BVI. Furthermore, VIHL is merely an investment holding company.

9. AUDITED FINANCIAL STATEMENTS OF SOUTHEAST ASIA TELECOMMUNICATIONS HOLDINGS PTE LTD FOR THE FYE 30 JUNE 2015 TOGETHER WITH THE AUDITOR'S REPORT THEREON

SOUTHEAST ASIA TELECOMMUNICATIONS HOLDINGS PTE. LTD.

Company Registration No.200916462D

(Incorporated in the Republic of Singapore)

Auditors' Report and
Audited Financial Statements
For The Financial Year Ended
30 June 2015

CA TRUST PAC
A FIRM OF CHARTERED ACCOUNTANTS OF SINGAPORE
ACRA No. 200819162E

CA TRUST PAC is an independent member of TGS Glo. network limited, an international network of professio. and business advisors.
www.tgs-global.net

SOUTHEAST ASIA TELECOMMUNICATIONS HOLDINGS PTE. LTD.

Company Registration No.200916462D

(Incorporated in the Republic of Singapore)

AUDITORS' REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

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The directors are pleased to present this report to the member together with the audited financial statements of SOUTHEAST ASIA TELECOMMUNICATIONS HOLDINGS PTE. LTD. (the "Company") for the financial year ended 30 June 2015.

DIRECTORS

The directors holding office at the date of this report are:

Brook Colin Taylor
Jason Ng Bak Huat
Tony Hsun Cau Fong

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures, of the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

No directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under section 164 of the Singapore Companies Act, Chapter 50 (the "Act"), an interest in shares, share options, warrants or debentures of the Company, and related corporations, either at the beginning or at the end of the financial year.

DIRECTORS' CONTRACTUAL BENEFITS

Except as disclosed in the financial statements, since the end of the previous financial year, no director of the Company has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director, or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

OPTIONS

During the financial year, there were:

(a) no option granted by the Company to any person to take up unissued shares in the Company; and

(b) no shares issued by virtue of any exercise of option to take up unissued shares of the Company.

As at the end of the financial year, there were no unissued shares of the Company under option.

AUDITORS

CA TRUST PAC have expressed their willingness to accept re-appointment as auditors of the Company.

ON BEHALF OF THE BOARD OF DIRECTORS

BROOK COLIN TAYLOR
Director

JASON NG BAK HUAT
Director

Date: 14 JAN 2016

We, BROOK COLIN TAYLOR and JASON NG BAK HUAT, being two of the directors of SOUTHEAST ASIA TELECOMMUNICATIONS HOLDINGS PTE. LTD. state that in the opinion of the board of directors:

(a) the accompanying statement of financial position, statement of comprehensive income, statement of changes in equity and statement of cash flows together with the notes thereon are drawn up so as to give a true and fair view of the financial position of the Company as at 30 June 2015 and the financial performance of the business, changes in equity and cash flows of the Company for the financial year ended on that date; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

ON BEHALF OF THE BOARD OF DIRECTORS

BROOK COLIN TAYLOR
Director

JASON NG BAK HUAT
Director

Date: 14 JAN 2016

CA TRUST PAC
A FIRM OF CHARTERED ACCOUNTANTS OF SINGAPORE
ACRA No. 200819162E
190 Middle Road #12-10 Fortune Centre Singapore 188979
Telephone: 6336 8772 Facsimile: 6336 6165 Website: www.casingapore.com.sg

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF

SOUTHEAST ASIA TELECOMMUNICATIONS HOLDINGS PTE. LTD.
Company Registration No. 200916462D

(Incorporated in the Republic of Singapore)

Report on the Financial Statements

We have audited the accompanying financial statements of SOUTHEAST ASIA TELECOMMUNICATIONS HOLDINGS PTE. LTD. set out on pages 6 to 23, which comprise the statement of financial position as at 30 June 2015, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act, Chapter 50, (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF

SOUTHEAST ASIA TELECOMMUNICATIONS HOLDINGS PTE. LTD.
Company Registration No. 200916462D

(Incorporated in the Republic of Singapore)

Report on the Financial Statements (continued)

Opinion

In our opinion, the financial statements are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Company as at 30 June 2015 and of the financial performance, changes in equity and cash flows of the Company for year ended on that date.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

CA Trust PAC

CA TRUST PAC
Public Accountants and Chartered Accountants

Singapore

Date: 14 JAN 2016

Engagement Partner: Chinnu Palanivelu

STATEMENT OF FINANCIAL POSITION
As at 30 June 2015

	Note	2015 USD	2014 USD
NON-CURRENT ASSET			
Investments in subsidiaries	4	27,949,523	27,949,523
CURRENT ASSETS			
Amount owing by ultimate holding company	5	4,839	4,948
Amount owing by a related company	6	200,000	200,000
Cash and cash equivalents	7	10,688	2,173
		215,527	207,121
LESS: CURRENT LIABILITIES			
Accrued operating expenses	8	3,816	4,112
Amount owing to a related company	6	520	562
		4,336	4,674
NET CURRENT ASSETS		211,191	202,447
NET ASSETS		28,160,174	28,151,970
EQUITY			
Share capital	9	34,124,698	34,104,698
Accumulated losses		(5,963,984)	(5,952,728)
TOTAL EQUITY		28,160,714	28,151,970

STATEMENT OF COMPREHENSIVE INCOME
For the financial year ended 30 June 2015

	Note	2015 USD	2014 USD
Revenue		-	-
Interest income		-	1,084
Waiver of amount owing to ultimate holding company		9,987	11,853
Audit fees		(1,989)	1,686
Bank charges		(6,463)	(4,405)
Foreign exchange gain / (loss)		381	(74)
Professional fees		(13,172)	(15,959)
Loss before tax		(11,256)	(5,815)
Income tax expense	10	-	(83)
Loss for the financial year, representing total comprehensive income for the financial year		(11,256)	(5,898)

	Note	Share capital	Accumulated losses	Total equity
		USD	USD	USD
Balance at 1 July 2013		34,104,698	(5,946,830)	28,157,868
Loss for the financial year, representing total comprehensive income for the year		-	(5,898)	(5,898)
Balance at 30 June 2014		34,104,698	(5,952,728)	28,151,970
Balance at 1 July 2014		34,104,698	(5,952,728)	28,151,970
Loss for the financial year, representing total comprehensive income for the year		-	(11,256)	(11,256)
Issue of ordinary shares	9	20,000	-	20,000
Balance at 30 June 2015		34,124,698	(5,963,984)	28,160,714

STATEMENT OF CASH FLOWS
For the financial year ended 30 June 2015

	Note	2015 USD	2014 USD
Cash flows from operating activities			
Loss before tax		(11,256)	(5,815)
Adjustment for:			
Waiver of amount owing to ultimate holding company		(9,987)	(11,853)
Interest income		-	(1,084)
Operating cash flows before changes in working capital		(21,243)	(18,752)
Changes in working capital			
Accrued operating expenses		(296)	(5,238)
Cash flows used in operations		(21,539)	(23,990)
Interest received		-	1,623
Tax paid		-	(83)
Net cash flows used in operating activities		(21,539)	(22,450)
Cash flow from financing activities			
Proceeds from issuance of ordinary shares	9	20,000	-
Changes in amount owing by ultimate holding company (non-trade)		10,096	6,905
Changes in amount owing by / (to) a related company (non-trade)		(42)	(199,438)
Changes in amount owing by a subsidiary (non-trade)		-	200,000
Net cash flows generated from financing activities		30,054	7,467
Increase / (Decrease) in cash and cash equivalents		8,515	(14,983)
Cash and cash equivalents at beginning of the financial year		2,173	17,156
Cash and cash equivalents at end of financial year	7	10,688	2,173

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

The financial statements were authorised for issue in accordance with a resolution of the directors as stated in the Statement by Directors.

1 CORPORATE INFORMATION

SOUTHEAST ASIA TELECOMMUNICATIONS HOLDINGS PTE. LTD. (the "Company") is a limited private company incorporated and domiciled in Singapore. Its ultimate holding company is VIETNAM INFRASTRUCTURE LIMITED, a company incorporated in Cayman Islands.

The registered office of the Company is located at 1 Raffles Place, #29-02 One Raffles Place, Singapore 048616.

The principal activities of the Company are those of relating to an investment ultimate holding company and telecommunication service provider. There have been no significant changes to the Company's principal activities during the financial year.

The principal activities of the subsidiary is disclosed in note 4 to the financial statements.

2 BASIS OF PREPARATION

2.1 Statement of compliance

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (FRS).

2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis except as otherwise described below.

2.3 Functional and presentation currency

The financial statements are presented in United States Dollar (USD), which is the Company's functional currency. All financial information is presented in USD, unless otherwise stated.

2.4 Use of estimates and judgments

The preparation of financial statements in conformity with FRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

2 BASIS OF PREPARATION – cont'd

2.4 Use of estimates and judgments – cont'd

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year is included in the following notes:

- Note 4 – estimation of recoverable amounts of investment in subsidiary

3 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

3.1 Subsidiary

A subsidiary is an entity is controlled by the Company. The Company controls an entity when it is exposed, or has rights, to variable returns from its involvement with an entity and has the ability to affects those returns through its power over the entity.

In the Company's separate financial statements, investment in a subsidiary is accounted at cost less impairment losses.

3.2 Foreign currency

Foreign currency transactions and balances

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the end of the reporting date are retranslated to the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on retranslation are recognised in profit or loss.

3.3 Financial instruments

Non-derivative financial assets

The Company initially recognises loans and receivables on the date that they are originated. All other financial assets are recognised initially on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument.

3 SIGNIFICANT ACCOUNTING POLICIES – cont'd

3.3 Financial instruments – cont'd

Non-derivative financial assets – cont'd

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expired, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred, or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred asset. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Company classifies non-derivative financial assets into the loans and receivables category.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise amount owing by ultimate holding company, a related company, and cash and cash equivalents.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank.

Non-derivative financial liabilities

The Company initially recognises debt securities issued and subordinated liabilities on the date they originate. All other financial liabilities are recognised initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Company classifies non-derivative financial liabilities into the other financial liabilities category. Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Other financial liabilities comprise accrued operating expenses and amount owing to a related company.

3 SIGNIFICANT ACCOUNTING POLICIES – cont'd

3.4 Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

3.5 Impairment

Non-derivative financial assets (including receivables)

A financial asset not carried at fair value through profit or loss is assessed at the end of each reporting period to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event has an impact on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, indications that a debtor or issuer will enter bankruptcy and economic conditions that correlate with defaults.

Loans and receivables

The Company considers evidence of impairment for loans and receivables at a specific asset level. All individually significant loans and receivables are assessed for specific impairment.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows, discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against loans and receivables. Interest on the impaired asset continues to be recognised. When the Company considers that there is no realistic prospects of recovery of the assets, the relevant amount are written off. If the amount of impairment loss subsequently decrease and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

3 SIGNIFICANT ACCOUNTING POLICIES – cont'd

3.5 Impairment – cont'd

Non-financial assets – cont'd

Impairment losses are recognised in profit or loss. Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.6 Related parties

A related party is defined as follows:

a. A person or a close member of that person's family is related to the Company if that person:
   i) Has control or joint control over the Company;
   ii) Has significant influence over the Company; or
   iii) Is a member of the key management personnel of the Company or of a parent of the Company.

b. An entity is related to the Company if any of the following conditions applies:
   i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
   ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
   iii) Both entities are joint ventures of the same third party.
   iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
   v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
   vi) The entity is controlled or jointly controlled by a person identified in (a).
   vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

3.7 Income tax

Income tax expense comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

3 SIGNIFICANT ACCOUNTING POLICIES – cont'd

3.7 Income tax – cont'd

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

In the ordinary course of business, there are many transactions and calculations for which the ultimate tax treatment is uncertain. Therefore, the Company recognises tax liabilities based on estimates of whether additional taxes and interest will be due. These tax liabilities are recognised when the Company believes that certain positions may not be fully sustained upon review by tax authorities, despite the Company's belief that its tax return positions are supportable. The Company believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of multifaceted judgements about future events. New information may become available that causes the Company to change its judgement regarding the adequacy of existing tax liabilities, such changes to tax liabilities will impact tax expense in the period that such a determination is made.

3.8 New standards and interpretations adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning on 1 July 2014, and relevant standards have been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Company.

3.9 New FRS and INT FRS not yet effective

Certain new FRS and INT FRS have been issued as of the balance sheet date but are not yet effective. The Company has assessed those standards and interpretations issued. The initial application of these standards and interpretations are not expected to have material impact on the Company's financial statements.

4 INVESTMENTS IN SUBSIDIARIES

	2015	2014
	USD	USD
At cost		
Unquoted equity shares	27,949,523	27,949,523

Details of the subsidiaries are as follows:

Name of subsidiary	Principal activities	Country of incorporation and place of business	Percentage of equity held by the Company	
			2015	2014
			%	%
Held by the Company				
Global Infrastructure Investment Joint Stock Company	Leasing of equipment	Vietnam	98.98	98.98
Mobile Information Service Joint Stock Company	Installation of communication systems	Vietnam	99.58	99.58
Eastern Tower Joint Stock Company	Business administration consulting services	Vietnam	90.00	90.00
VNC-55 Infrastructure Investment Joint Stock Company	Civil construction and infrastructure for telecommunication	Vietnam	99.65	99.65
Cleveland Capital Pte Ltd	Investment holding company	Singapore	100	100
Delong Opportunity Investments Pte Ltd	Investment holding company	Singapore	100	100

4 INVESTMENTS IN SUBSIDIARIES – cont'd

Name of subsidiary	Principal activities	Country of incorporation and place of business	Percentage of equity held by the Company	
			2015	2014
			%	%
Zone II Mobile Information Service Joint Stock Company #	Leasing of equipment	Vietnam	99.90	99.90
Tan Phat Telecommunications Company Limited #	Leasing of equipment	Vietnam	99.90	99.90
T&A Co., Ltd. *	Leasing of equipment	Vietnam	100	100
Southern Star Telecommunication Equipment JSC*	Leasing of equipment	Vietnam	70.00	70.00
Vietnam Data and Aerial System Co., Ltd (VINADAS)*	Leasing of equipment	Vietnam	100	100
Truong Loc Telecom Trading and Service Joint Stock Company^	Leasing of equipment	Vietnam	98.04	98.04

Held by the Mobile Information Service Joint Stock Company

* Held by the VNC-55 Infrastructure Investment Joint Stock Company

^-Held by the Global Infrastructure Investment Joint Stock Company

Basis of consolidation

These financial statements are the separate financial statements of the Company. The Company is exempted from preparing consolidated financial statements by virtue of FRS 110 *"Consolidated Financial Statements"* as it is a subsidiary of Vietnam Infrastructure Limited, a company incorporated in Cayman Islands. The ultimate holding company, Vietnam Infrastructure Limited prepares consolidated financial statements which includes the financial statements of the Company and its subsidiaries. The consolidated financial statements are publicly available on www.vinacapital.com/vni. The registered address of the ultimate holding company located at P.O. Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.

4 INVESTMENTS IN SUBSIDIARIES – cont'd

Estimation of recoverable amounts of investment in subsidiary

The Company follows the guidance of FRS 36 in determining whether the investment in a subsidiary is impaired. This process requires significant judgement. The Company evaluates, among other factors, the duration and extent to which the fair value of an investment in subsidiary is less than its cost, and the financial health and near-term business outlook of the investment. Factors, such as industry and sector performance, changes in technology, affect the operational and financing cash flows.

Sensitivity of significant unobservable inputs to fair value

The recoverable amount of Global Infrastructure Investment Joint Stock Company, Mobile Information Service Joint Stock Company and VNC-55 Infrastructure Investment Joint Stock Company will be affect significantly by the fair value of its investment properties (SEATH BTS tower network).

The following table analyses the range of the significant unobservable inputs and the impact of changes of these to the fair value of investment properties:

Sensitivity as at 30 June 2015:

	Range of unobservable inputs	**Sensitivity on management's estimates**			
SEATH BTS Tower network		**Change of input**	**(Loss)/gain to fair value due to change**		
(1) Tower and tenancy growth	7% & 2%	-/+10%	(USD 1.0m)	to	USD 1.0m
(2) Discount rate	16%	+/-1%	(USD 3.5m)	to	USD 4.1m
(3) Terminal growth	2%	+/-1%	(USD 1.6m)	to	USD 1.4m

Sensitivity as at 30 June 2014:

	Range of unobservable inputs	**Sensitivity on management's estimates**			
SEATH BTS Tower network		**Change of input**	**(Loss)/gain to fair value due to change**		
(1) Tower and tenancy growth	11% & 4%	-/+10%	(USD 1.1m)	to	USD 1.1m
(2) Discount rate	19%	+/-1%	(USD 3.7m)	to	USD 4.2m
(3) Terminal growth	2%	+/-1%	(USD 0.9m)	to	USD 1.0m

5 AMOUNT OWING BY ULTIMATE HOLDING COMPANY

The amount owing by ultimate holding company is denominated in Vietnamese Dong, non-trade, unsecured, interest free and repayable on demand.

6 AMOUNT OWING BY / (TO) A RELATED COMPANY

The amount owing by a related company is denominated in United States Dollar, non-trade, unsecured, interest free and repayable on demand.

The amount owing to a related company is denominated in Singapore Dollar, non-trade, unsecured, interest free and repayable on demand.

7 CASH AND CASH EQUIVALENTS

The carrying amounts of cash and cash equivalents are denominated in the following currencies:

	2015	2014
	USD	USD
United States Dollar	10,513	1,994
Vietnamese Dong	175	179
	10,688	2,173

8 ACCRUED OPERATING EXPENSES

The carrying amounts of accrued operating expenses are denominated in Singapore Dollar.

9 SHARE CAPITAL

	2015		2014	
	Number of shares	USD	Number of shares	USD
Issued and fully paid ordinary shares, with no par value				
At the beginning of the financial year	42,015,762	34,104,698	42,015,762	34,104,698
Issued during the financial year	26,940	20,000	-	-
At the end of the financial year	42,042,702	34,124,698	42,015,762	34,104,698

The holder of ordinary shares is entitled to receive dividends as declared from time to time and is entitled to one vote per share at meetings of the Company. All shares rank equally with regards to the Company's residual assets.

9 SHARE CAPITAL – cont'd

Capital management

The Company defines capital as the total equity of the Company. The Company's primary objectives when managing capital are to achieve sustainable growth and ensure that the Company has adequate capital to fund its operations.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended 30 June 2015.

10 INCOME TAX EXPENSE

	2015	2014
	USD	USD
Withholding tax	-	83

The income tax expense varied from the amount of income tax expense determined by applying the Singapore income tax rate of 17% to loss before tax as a result of the following differences:

	2015	2014
	USD	USD
Loss before tax	(11,256)	(5,815)
Income tax expense at statutory rate	(1,913)	(989)
Non-allowable items	3,611	3,475
Non-taxable items	(1,698)	(2,486)
Withholding tax	-	83
	-	83

11 RELATED PARTIES TRANSACTIONS

Related parties comprise mainly companies which are controlled or jointly controlled by the Company's key management personnel and their close family members.

Related companies in these financial statements refer to members of the ultimate holding company's group of companies.

11 RELATED PARTIES TRANSACTIONS – cont'd

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Company and related parties took place at terms agreed between the parties during the financial year:

	2015	2014
	USD	USD
With related party		
Interest charged to related party	-	(1,022)
With ultimate holding company		
Expenses paid on behalf by ultimate holding company	10,338	11,853

12 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company has no formal risk management policies and guidelines, which set out its overall business strategies, its tolerance for risk and its general risk management philosophy. It has however established informal processes to monitor and control such risks on a timely and accurate manner. Such policies are monitored and undertaken by the directors.

Risk management is integral to the whole business of the Company. The management continually monitors the Company's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

No derivatives shall be undertaken. The Company does not apply hedge accounting.

The key financial risks include foreign currency, credit risk and liquidity risk. The following provide details regarding the Company's exposure to the risks and the objectives, policies and processes for the management of these risks.

(a) Foreign currency risk

The Company's foreign currency exposures arise mainly from the exchange rate movements of United States Dollar ("USD"). Exposure to currency risk is monitored on an ongoing basis and the Company endeavours to keep the net exposure at an acceptable level.

As at reporting date, the Company is not exposed to any significant foreign currency risk.

12 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – cont'd

(b) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. For other financial assets (amount owing by ultimate holding company and a related company, and cash and cash equivalents), the Company minimise credit risk by dealing with high credit rating counterparties.

At reporting date, the carrying amounts of other receivables (including amount owing by ultimate holding company and a related company), and cash and cash equivalents represent the Company's maximum exposure to credit risk. No other financial assets carry a significant exposure to credit risk. There was no significant concentration of credit risk.

Financial assets that are neither past due nor impaired

Other receivables that are neither past due nor impaired are creditworthy receivables. Cash and cash equivalents are placed with reputable financial institutions with high credit ratings and no history of default.

Financial assets that are past due but not impaired

There is no other class of financial assets that is past due and/or impaired.

(c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds.

To manage liquidity risk, the Company monitors its net operating cash flows and maintains an adequate level of cash and cash equivalents and funding facilities from the bank. In assessing the funding facilities, the management reviews its working capital requirements regularly.

The undiscounted contractual cash flows of accrued operating expenses and amount owing to a related company are equivalent to their carrying amounts and are repayable within one year.

13 FINANCIAL INSTRUMENTS

The fair value of financial assets and liabilities is at the amount at which the instrument could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction, other than in forced or liquidation sale.

Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

The carrying amounts of amount owing by ultimate holding company, cash and cash equivalents, amount owing by / (to) a related company and accrued operating expenses are reasonable approximation of fair values, either owing to their short-term nature.

13 FINANCIAL INSTRUMENTS – cont'd

Financial instruments by category

The carrying amounts of financial instruments in each of the following categories are as follows:

	2015	2014
	USD	USD
FINANCIAL ASSETS		
Loans and receivables		
Amount owing by ultimate holding company	4,839	4,948
Amount owing by a related company	200,000	200,000
Cash and cash equivalents	10,688	2,173
	215,527	207,121
FINANCIAL LIABILITIES		
Financial liabilities through amortised cost		
Accrued operating expenses	3,816	4,112
Amount owing to a related company	520	562
	4,336	4,674

10. AUDITED FINANCIAL STATEMENTS OF DELONG OPPORTUNITY INVESTMENTS PTE LTD FOR THE FYE 30 JUNE 2015 TOGETHER WITH THE AUDITOR'S REPORT THEREON

DELONG OPPORTUNITY INVESTMENTS PTE. LTD.

Company Registration No. 200916473G

(Incorporated in the Republic of Singapore)

Auditors' Report and
Audited Financial Statements
For The Year Ended
30 June 2015

CA TRUST PAC
A FIRM OF CHARTERED ACCOUNTANTS OF SINGAPORE
ACRA No. 200819162E

DELONG OPPORTUNITY INVESTMENTS PTE. LTD.
Company Registration No. 200916473G

(Incorporated in the Republic of Singapore)

ACCOUNTS FOR THE FINANCIAL YEAR ENDED
30 JUNE 2015

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The directors are pleased to present this report to the members together with the audited financial statements of DELONG OPPORTUNITY INVESTMENTS PTE. LTD. (the Company) for the financial year ended 30 June 2015.

DIRECTORS

The directors holding office at the date of this report are:

Brook Colin Taylor
Jason Ng Bak Huat
Tong Hsun Cau-Fong

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

No directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under section 164 of the Singapore Companies Act, Chapter 50 (the "Act"), an interest in shares, share options, warrants or debentures of the Company, and related corporations, either at the beginning or at the end of the financial year.

DIRECTORS' CONTRACTUAL BENEFITS

Except as disclosed in the financial statements, since the end of the previous financial year, no director of the Company has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director, or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

OPTIONS

During the financial year, there were:

(a) no option granted by the Company to any person to take up unissued shares in the Company; and

(b) no shares were issued by virtue of any exercise of option to take up unissued shares of the Company.

As at the end of the financial year, there were no unissued shares of the Company under option.

AUDITORS

CA TRUST PAC have expressed their willingness to accept re-appointment as auditors of the Company.

ON BEHALF OF THE BOARD OF DIRECTORS

BROOK COLIN TAYLOR
Director

JASON NG BAK HUAT
Director

Date: 15 DEC 2015

We, BROOK COLIN TAYLOR and JASON NG BAK HUAT, being the two of the directors of DELONG OPPORTUNITY INVESTMENTS PTE. LTD. state that in the opinion of the board of directors:

(a) the accompanying statement of financial position, statement of comprehensive income, statement of changes in equity and statement of cash flows together with the notes thereon are drawn up so as to give a true and fair view of the financial position of the Company as at 30 June 2015, and the financial performance of the business, changes in equity and cash flows of the Company for the financial year ended on that date; and

(b) at the date of this statement, having regard to the continuing financial support from the ultimate holding company, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

ON BEHALF OF THE BOARD OF DIRECTORS

BROOK COLIN TAYLOR
Director

JASON NG BAK HUAT
Director

Date: 15 DEC 2015

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

DELONG OPPORTUNITY INVESTMENTS PTE. LTD.
Company Registration No. 200916473G

(Incorporated in the Republic of Singapore)

Report on the Financial Statements

We have audited the accompanying financial statements of DELONG OPPORTUNITY INVESTMENTS PTE. LTD. set out on pages 6 to 19, which comprise the statement of financial position as at 30 June 2015, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

DELONG OPPORTUNITY INVESTMENTS PTE. LTD.
Company Registration No. 200916473G

(Incorporated in the Republic of Singapore)

Opinion

In our opinion, the financial statements are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Company as at 30 June 2015 and the financial performance, changes in equity and cash flows of the Company for the year ended on that date.

Emphasis of matter

Without qualifying our opinion, we draw attention to Note 2 in the financial statements which indicates that the Company earned a net profit of USD428 (2014: USD2,609) for the financial year ended 30 June 2015, and as of that date, the Company was in a net liabilities position of USD327 (2014: USD755). These factors indicate that existence of a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern. The accompanying financial statements have been prepared on a going concern basis as the ultimate holding company has undertaken to provide continuing financial support to enable the Company to meet its liabilities as and when they fall due. If the Company is unable to continue its operational existence for the foreseeable future, the Company may be unable to discharge its liabilities in the normal course of business and adjustment may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ from the amounts at which they are currently recorded in the balance sheet.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

CA TRUST PAC

CA TRUST PAC
Public Accountants and
Chartered Accountants
Singapore

(Engagement Partner: Chiang Huey Pin)

Date: 15 DEC 2015

	Note	2015 USD	2014 USD
NON-CURRENT ASSET			
Available-for-sale investments	5	133,353	133,353
CURRENT ASSET			
Cash and cash equivalents		3,580	3,614
LESS: CURRENT LIABILITY			
Other payables	6	3,907	4,369
NET CURRENT LIABILITIES		(327)	(755)
		133,026	132,598
EQUITY			
Share capital	7	145,698	145,698
Accumulated losses		(12,672)	(13,100)
		133,026	132,598

	Note	2015 USD	2014 USD
Revenue		-	-
Waiver of amount owing to ultimate holding company		10,156	13,991
Foreign exchange gain/ (loss)		475	(171)
Audit fees		(2,102)	(2,372)
Bank charges		(35)	(59)
Professional fees		(8,066)	(8,780)
Profit before tax		428	2,609
Income tax	8	-	-
Profit for the year, representing total comprehensive income for the year		428	2,609

	Share capital USD	Accumulated losses USD	Total USD
Balance at 01 July 2013	145,698	(15,709)	129,989
Profit for the year	-	2,609	2,609
Total comprehensive income for the year	-	2,609	2,609
Balance at 30 June 2014	145,698	(13,100)	132,598
Balance at 01 July 2014	145,698	(13,100)	132,598
Profit for the year	-	428	428
Total comprehensive income for the year	-	428	428
Balance at 30 June 2015	145,698	(12,672)	133,026

	2015 USD	2014 USD
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	428	2,609
Adjustments for:		
Waiver of amount owing to ultimate holding company	(10,156)	(13,991)
Operating cash flows before changes in working capital	(9,728)	(11,382)
Changes in working capital		
Other payables	(462)	(614)
Net cash flows used in operating activities	(10,190)	(11,996)
CASH FLOWS FROM FINANCING ACTIVITY		
Changes in amount owing to ultimate holding company (non-trade)	10,156	11,937
Net cash flows from financing activity	10,156	11,937
DECREASE IN CASH AND CASH EQUIVALENTS	(34)	(59)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	3,614	3,673
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	3,580	3,614

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

The financial statements were authorised for issue in accordance with a resolution of the directors as stated in the statement by directors.

1 CORPORATE INFORMATION

DELONG OPPORTUNITY INVESTMENTS PTE. LTD. (the "Company") is a limited liability company which is incorporated and domiciled in Singapore. Its immediate holding company is Southeast Asia Telecommunications Holdings Pte. Ltd., a company incorporated in Singapore. Its ultimate holding company is Vietnam Infrastructure Limited, a company incorporated in Cayman Islands.

The registered office and principal place of business of the Company is located at 1 Raffles Place, #29-02 One Raffles Place, Singapore 048616.

The principal activities of the Company are those relating to an investment holding company. There have been no significant changes to the Company's principal activities during the financial year.

2 GOING CONCERN

The Company earned a net profit of USD428 (2014: USD2,609) for the financial year ended 30 June 2015, and as of that date, the Company was in a net liabilities position of USD327 (2014: USD755). These factors indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern. The accompanying financial statements have been prepared on a going concern basis as the ultimate holding company has undertaken to provide continuing financial support to enable the Company to meet its liabilities as and when they fall due. If the Company is unable to continue in operational existence for the foreseeable future, the Company may be unable to discharge its liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ from the amounts at which they are currently recorded in the balance sheet.

3 BASIS OF PREPARATION

3.1 Statement of compliance

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (FRS).

3.2 Basis of measurement

The financial statements have been prepared on the historical cost basis except as otherwise described below.

3 BASIS OF PREPARATION – cont'd

3.3 Functional and presentation currency

The financial statements are presented in United States Dollar (USD), which is the Company's functional currency. All financial information presented in USD, unless otherwise stated.

3.4 Use of estimates and judgments

The preparation of financial statements in conformity with FRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the financial year in which the estimates are revised and in any future periods affected.

There were no significant critical accounting estimates and assumptions used or critical judgment applied.

4 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

4.1 Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the end of the reporting date are retranslated to the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on retranslation are recognised in profit or loss.

4 SIGNIFICANT ACCOUNTING POLICIES – cont'd

4.2 Financial instruments

Non-derivative financial assets

The Company initially recognises loans and receivables on the date that they are originated. All other financial assets are recognised initially on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred asset. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise cash and cash equivalents.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available for sale or are not classified in any of the above categories of financial assets. Available-for-sale financial assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale debt instruments, are recognised in other comprehensive income and presented in the fair value reserve in equity. When an investment is derecognised, the gain or loss accumulated in equity is reclassified to profit or loss.

4 SIGNIFICANT ACCOUNTING POLICIES – cont'd

4.2 Financial instruments – cont'd

Non-derivative financial liabilities

The Company initially recognises debt securities issued and subordinated liabilities on the date they originate. All other financial liabilities are recognised initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Company classifies non-derivative financial liabilities into the other financial liabilities category. Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Other financial liabilities comprise other payables.

4.3 Impairment

Non-derivative financial assets (including receivables)

A financial asset not carried at fair value through profit or loss is assessed at the end of each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event has a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, indications that a debtor or issuer will enter bankruptcy and economic conditions that correlate with defaults.

Loans and receivables

The Company considers evidence of impairment for loans and receivables at a specific asset level. All individually significant loans and receivables are assessed for specific impairment.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows, discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against loans and receivables. Interest on the impaired asset continues to be recognised. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

4 SIGNIFICANT ACCOUNTING POLICIES – cont'd

4.3 Impairment – cont'd

Non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

Impairment losses are recognised in profit or loss. Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

4.4 Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

4.5 Income tax

Income tax expense comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the financial year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

4 SIGNIFICANT ACCOUNTING POLICIES – cont'd

4.5 Income tax – cont'd

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

In the ordinary course of business, there are many transactions and calculations for which the ultimate tax treatment is uncertain. Therefore, the Company recognises tax liabilities based on estimates of whether additional taxes and interest will be due. These tax liabilities are recognised when the Company believes that certain positions may not be fully sustained upon review by tax authorities, despite the Company's belief that its tax return positions are supportable. The Company believes that its accrual for tax liabilities are adequate for all open tax years based on its assessment of many factors including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of multifaceted judgments about future events. New information may become available that causes the Company to change its judgment regarding the adequacy of existing tax liabilities, such changes to tax liabilities will impact tax expense in the financial year that such a determination is made.

4.6 New standards and interpretations not adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 01 July 2014, and have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Company.

4.7 New FRS and INT FRS not yet effective

Certain new FRS and INT FRS have been issued as of the balance sheet date but are not yet effective. The Company has assessed those standards and interpretations issued. The initial application of these standards and interpretations are not expected to have material impact on the Company's financial statements.

5 AVAILABLE-FOR-SALE INVESTMENTS

	2015 USD	2014 USD
At cost		
Unquoted equity shares	133,353	133,353

Available-for-sale investments are measured at cost less impairment loss as there is no active market for the unquoted equity shares. It is not practicable to determine with sufficient reliability the fair value of the unquoted equity shares. However, the directors do not anticipate that the carrying amount of the unquoted equity shares will be significantly in excess of its fair value.

6 OTHER PAYABLES

The carrying amounts of other payables are denominated in Singapore Dollar.

7 SHARE CAPITAL

	2015		2014	
	Number of shares	USD	Number of shares	USD
Issued and fully paid ordinary shares, with no par value				
At the beginning and end of the year	180,586	145,698	180,586	145,698

The holder of ordinary shares is entitled to receive dividends as declared from time to time and is entitled to one vote per share at meetings of the Company. All shares rank equally with regards to the Company's residual assets.

Capital management

The Company defines capital as the total equity of the Company. The Company's primary objectives when managing capital are to achieve sustainable growth and ensure that the Company has adequate capital to fund its operations.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended 30 June 2015.

8 INCOME TAX

No provision for income tax is made as the Company has no taxable income.

The income tax varied from the amount of income tax determined by applying the Singapore tax rate of 17% to profit before tax as a result of the following differences:

	2015 USD	2014 USD
Profit before tax	428	2,609
Income tax expense at statutory rate	73	444
Non-allowable items	1,653	1,934
Non-taxable items	(1,726)	(2,378)
	-	-

9 RELATED PARTIES TRANSACTIONS

Related parties comprise mainly companies which are controlled or jointly controlled by the Company's key management personnel and their close family members.

Related company in these financial statements refer to the ultimate holding company and member of the ultimate holding company.

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Company and related parties took place at terms agreed between the parties during the financial year:

	2015 USD	2014 USD
Expenses paid on behalf by ultimate holding company	10,509	13,877

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company has no formal risk management policies and guidelines, which set out its overall business strategies, its tolerance for risk and its general risk management philosophy. It has however established informal processes to monitor and control such risks on a timely and accurate manner. Such policies are monitored and undertaken by the directors.

Risk management is integral to the whole business of the Company. The management continually monitors the Company's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

No derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost-efficient. The Company does not apply hedge accounting.

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – cont'd

The key financial risks include foreign currency risk, credit risk and liquidity risk. The following provide details regarding the Company's exposure to the risks and objectives policies and processes for the management of these risks.

10.1 Foreign currency risk

The Company's foreign currency exposures arise mainly from the exchange rate movements of United States Dollar. There is no formal hedging policy with respect to foreign exchange exposure. Exposure to currency risk is monitored on an ongoing basis and the Company endeavours to keep the net exposure at an acceptable level.

The Company incurs foreign currency risk on accrued operating expenses that are denominated in currencies other than United States Dollar. The currency giving rise to this risk is primarily Singapore Dollar (SGD).

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Company's profit before tax to a reasonable change in SGD against the USD, with all other variables held constant.

	2015 USD	2014 USD
SGD strengthened by 5% (2014: 5%)	(195)	(218)
SGD weakened by 5% (2014: 5%)	195	218

10.2 Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Company's exposure to credit risk arises primarily from cash and cash equivalents. The Company minimise credit risk by dealing with high credit rating counterparties.

The Company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Company trades with recognised and creditworthy third parties. Receivable balances are monitored on an ongoing basis with the objective of reducing the Company's exposure to bad debts to an insignificant level.

At reporting date, the carrying amounts of cash and cash equivalents represent the Company's maximum exposure to credit risk. No other financial assets carry a significant exposure to credit risk. There was no significant concentration of credit risk.

Financial assets that are neither past due nor impaired

Cash and cash equivalents are placed with or entered with reputable financial institutions and Companies with high credit ratings and no history of default.

Financial assets that are past due but not impaired

There is no other class of financial assets that is past due and/or impaired.

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – cont'd

10.3 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds.

To manage liquidity risk, the Company monitors its net operating cash flows and maintains an adequate level of cash and cash equivalents to finance its operation and meet its financial obligation on a timely manner. In assessing the funding facilities, the management reviews its working capital requirement regularly.

The undiscounted contractual cash flows of other payables are equivalent to their carrying amounts and are repayable within one year.

11 FINANCIAL INSTRUMENTS

The fair value of financial assets and liabilities is at the amount at which the instrument could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction, other than in forced or liquidation sale.

Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

The carrying amounts of available-for-sale investments, cash and cash equivalents, and other payables are reasonable approximation of fair values due to their short-term nature.

Financial instruments by categories

The carrying amounts of financial instruments in each of the following categories are as follows:

	2015 USD	2014 USD
FINANCIAL ASSETS		
Available-for-sale-investments	133,353	133,353
Loans and receivables		
Cash and cash equivalents	3,580	3,614
FINANCIAL LIABILITIES		
Financial liabilities through amortised cost		
Other payables	3,907	4,369

11. AUDITED FINANCIAL STATEMENTS OF CLEVELAND CAPITAL PTE LTD FOR THE FYE 30 JUNE 2015 TOGETHER WITH THE AUDITOR'S REPORT THEREON

CLEVELAND CAPITAL PTE. LTD.

Company Registration No. 200916468H

(Incorporated in the Republic of Singapore)

Auditors' Report and
Audited Financial Statements
For The Financial Year Ended
30 June 2015

CA TRUST PAC
A FIRM OF CHARTERED ACCOUNTANTS OF SINGAPORE
ACRA No. 200819162E

CA TRUST PAC is an independent member of TGS Global network limited, an international network of professional and business advisors.
www.tgs-global.net

CLEVELAND CAPITAL PTE. LTD.
Company Registration No. 200916468H

(Incorporated in the Republic of Singapore)

AUDITORS' REPORTS AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2015

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The directors are pleased to present this report to the members together with the audited financial statements of CLEVELAND CAPITAL PTE. LTD. (the Company) for the financial year ended 30 June 2015.

DIRECTORS

The directors holding office at the date of this report are:

Brook Colin Taylor
Jason Ng Bak Huat
Tony Hsun Cau-Fong

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

No directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under section 164 of the Singapore Companies Act, Chapter 50 (the "Act"), an interest in shares and share options, warrants or debentures of the Company and related corporations, either at beginning or at the end of the financial year.

DIRECTORS' CONTRACTUAL BENEFITS

Except as disclosed in the financial statements, since the end of the previous financial year, no director of the Company has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director, or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

OPTIONS

During the financial year, there were:

(a) no option granted by the Company to any person to take up unissued shares in the Company; and

(b) no shares issued by virtue of any exercise of option to take up unissued shares of the Company.

As at the end of the financial year, there were no unissued shares of the Company under option.

AUDITORS

CA TRUST PAC have expressed their willingness to accept re-appointment as auditors.

ON BEHALF OF THE BOARD OF DIRECTORS

BROOK COLIN TAYLOR
Director

JASON NG BAK HUAT
Director

Date: 14 JAN 2016

We, BROOK COLIN TAYLOR and JASON NG BAK HUAT, being two of the directors of CLEVELAND CAPITAL PTE. LTD. state that in the opinion of the board of directors:

(a) the accompanying statement of financial position, statement of comprehensive income, statement of changes in equity and statement of cash flows together with the notes thereon are drawn up so as to give a true and fair view of the financial position of the Company as at 30 June 2015, and the financial performance of the business, changes in equity and cash flows of the Company for the financial year then ended on that date; and

(b) at the date of this statement, having regard to the continuing financial support from the ultimate holding company, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

ON BEHALF OF THE BOARD OF DIRECTORS

BROOK COLIN TAYLOR
Director

JASON NG BAK HUAT
Director

Date: 14 JAN 2016

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

CLEVELAND CAPITAL PTE. LTD.
Company Registration No. 200916468H

(Incorporated in the Republic of Singapore)

Report on the Financial Statements

We have audited the accompanying financial statements of CLEVELAND CAPITAL PTE. LTD. set out on pages 6 to 19, which comprise the statement of financial position as at 30 June 2015, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the financial year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

CLEVELAND CAPITAL PTE. LTD.
Company Registration No. 200916468H

(Incorporated in the Republic of Singapore)

Opinion

In our opinion, the financial statements are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Company as at 30 June 2015 and the financial performance, changes in equity and cash flows of the Company for the year then ended on that date.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

CA TRUST PAC

CA TRUST PAC
Public Accountants and
Chartered Accountants
Singapore

(Engagement Partner: Chiang Huey Pin)

14 JAN 2016

STATEMENT OF FINANCIAL POSITION
As at 30 June 2015

	Note	2015 USD	2014 USD
NON-CURRENT ASSET			
Available-for-sale investments	5	62,872	62,872
CURRENT ASSET			
Cash and cash equivalents		3,416	3,425
		3,416	3,425
LESS: CURRENT LIABILITY			
Accrued operating expenses	6	3,907	4,223
		3,907	4,223
NET CURRENT LIABILITIES		(491)	(798)
		62,381	62,074
EQUITY			
Share capital	7	71,698	71,698
Accumulated losses		(9,317)	(9,624)
		62,381	62,074

	Note	2015 USD	2014 USD
Revenue		-	-
Waiver of amount owing to ultimate holding company		10,156	13,999
Foreign exchange gain / (loss)		470	(173)
Audit fee		(2,243)	(2,227)
Bank charges		(9)	(42)
Professional fees		(8,067)	(8,778)
Profit before tax		307	2,779
Income tax	8	-	-
Profit for the year, representing total comprehensive income for the year		307	2,779

	Share capital USD	Accumulated losses USD	Total USD
Balance at 01 July 2013	71,698	(12,403)	59,295
Profit for the year	-	2,779	2,779
Total comprehensive income for the year	-	2,779	2,779
Balance at 30 June 2014	71,698	(9,624)	62,074
Balance at 01 July 2014	71,698	(9,624)	62,074
Profit for the year	-	307	307
Total comprehensive income for the year	-	307	307
Balance at 30 June 2015	71,698	(9,317)	62,381

	2015 USD	2014 USD
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	307	2,779
Adjustments for:		
Waiver of amount owing to ultimate holding company	(10,156)	(13,999)
Operating cash flows before changes in working capital	(9,849)	(11,220)
Changes in working capital		
Accrued operating expenses	(316)	(760)
Net cash flows used in operating activities	(10,165)	(11,980)
CASH FLOWS FROM FINANCING ACTIVITY		
Changes in amount owing to ultimate holding company	10,156	11,938
Net cash flows from financing activity	10,156	11,938
DECREASE IN CASH AND CASH EQUIVALENTS	(9)	(42)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	3,425	3,467
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	3,416	3,425

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

The financial statements were authorised for issue in accordance with a resolution of the directors as stated in the statement by directors.

1 CORPORATE INFORMATION

CLEVELAND CAPITAL PTE. LTD. (the "Company") is a private limited liability company which is incorporated and domiciled in Singapore. Its immediate holding company is SOUTHEAST ASIA TELECOMMUNICATIONS HOLDINGS PTE. LTD., a company incorporated in Singapore. Its ultimate holding company is VIETNAM INFRASTRUCTURE LIMITED, a company incorporated in Cayman Islands.

The registered office of the Company is located at 1 Raffles Place, #29-02 One Raffles Place, Singapore 048616.

The principal activity of the Company is that of investment holding. There have been no significant changes to the Company's principal activities during the financial year.

2 GOING CONCERN

The Company earned a net profit of USD307 (2014: USD2,779) for the financial year ended 30 June 2015, and as of that date, the Company was in a net liabilities position of USD491 (2014: USD798). These factors indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern. The accompanying financial statements have been prepared on a going concern basis as the ultimate holding company has undertaken to provide continuing financial support to enable the Company to meet its liabilities as and when they fall due. If the Company is unable to continue in operational existence for the foreseeable future, the Company may be unable to discharge its liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ from the amounts at which they are currently recorded in the balance sheet.

3 BASIS OF PREPARATION

3.1 Statement of compliance

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (FRS).

3.2 Basis of measurement

The financial statements have been prepared on the historical cost basis except as otherwise described below.

3.3 Functional and presentation currency

The financial statements are presented in United States Dollar (USD), which is the Company's functional currency. All financial information is presented in USD, unless otherwise stated.

3 BASIS OF PREPARATION – cont'd

3.4 Use of estimates and judgments

The preparation of financial statements in conformity with FRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the financial year in which the estimates are revised and in any future periods affected.

There were no significant critical accounting estimates and assumptions used, or critical judgement applied.

4 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

4.1 Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the end of the reporting date are retranslated to the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on retranslation are recognised in profit or loss.

4.2 Financial instruments

Non-derivative financial assets

The Company initially recognises loans and receivables and deposits on the date that they are originated. All other financial assets are recognised initially on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.

4 SIGNIFICANT ACCOUNTING POLICIES – cont'd

4.2 Financial instruments – cont'd

Non-derivative financial assets – cont'd

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Company classifies non-derivative financial assets into the available-for-sale financial assets and loans and receivables category.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available for sale or are not classified in any of the above categories of financial assets. Available-for-sale financial assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale debt instruments, are recognised in other comprehensive income and presented in fair value reserve in equity. When an investment is derecognised, the gain or loss accumulated in equity is reclassified to profit or loss.

Investments in equity instruments whose fair value cannot be reliably measured are measured at cost less impairment loss.

Available-for-sale financial assets comprise equity securities.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise cash and cash equivalents.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank.

Non-derivative financial liabilities

The Company initially recognises debt securities issued and subordinated liabilities on the date they originate. All other financial liabilities are recognised initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

4 SIGNIFICANT ACCOUNTING POLICIES – cont'd

4.2 Financial instruments – cont'd

Non-derivative financial liabilities – cont'd

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Company classifies non-derivative financial liabilities into the other financial liabilities category. Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Other financial liabilities comprise accrued operating expenses.

4.3 Impairment

Non-derivative financial assets (including receivables)

A financial asset not carried at fair value through profit or loss is assessed at the end of each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event has a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, indications that a debtor or issuer will enter bankruptcy and economic conditions that correlate with defaults.

Available-for-sale financial assets

Impairment losses on available-for-sale financial assets are recognised by reclassifying the losses accumulated in the fair value reserve in equity to profit or loss. The cumulative loss that is reclassified from equity to profit or loss is the difference between the acquisition cost, net of any principal repayment and amortisation, and the current fair value, less any impairment loss recognised previously in profit or loss. Changes in impairment provisions attributable to application of the effective interest method are reflected as a component of interest income. If, in a subsequent period, the fair value of an impaired available-for-sale debt security increases and the increase can be related objectively to an event occurring after the impairment loss was recognised in profit or loss, then the impairment loss is reversed. The amount of the reversal recognised in profit or loss. However, any subsequent recovery in the fair value of an impaired available-for-sale equity security is recognised in other comprehensive income.

4 SIGNIFICANT ACCOUNTING POLICIES – cont'd

4.3 Impairment – cont'd

Non-derivative financial assets (including receivables) – cont'd

Loans and receivables

The Company considers evidence of impairment for loans and receivables at a specific asset level. All individually significant loans and receivables are assessed for specific impairment.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows, discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against loans and receivables. Interest on the impaired asset continues to be recognised. When the Company considers that there is no realistic prospects of recovery of the assets, the relevant amount are written off. If the amount of impairment loss subsequently decrease and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

Impairment losses are recognised in profit or loss. Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

4.4 Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

4 SIGNIFICANT ACCOUNTING POLICIES – cont'd

4.5 Income tax

Income tax expense comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the financial year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

In the ordinary course of business, there are many transactions and calculations for which the ultimate tax treatment is uncertain. Therefore, the Company recognises tax liabilities based on estimates of whether additional taxes and interest will be due. These tax liabilities are recognised when the Company believes that certain positions may not be fully sustained upon review by tax authorities, despite the Company's belief that its tax return positions are supportable. The Company believes that its accrual for tax liabilities are adequate for all open tax years based on its assessment of many factors including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of multifaceted judgements about future events. New information may become available that causes the Company to change its judgement regarding the adequacy of existing tax liabilities, such changes to tax liabilities will impact tax expense in the financial year that such a determination is made.

4.6 New standards and interpretations not adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 01 July 2014, and have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Company.

4 SIGNIFICANT ACCOUNTING POLICIES – cont'd

4.7 New FRS and INT FRS not yet effective

Certain new FRS and INT FRS have been issues as of the balance sheet date but are not yet effective. The Company has assessed those standards and interpretations issues. The initial application of these standards and interpretations are not expected to have material impact on the Company's financial statements.

5 AVAILABLE-FOR-SALE INVESTMENTS

	2015 USD	2014 USD
At cost		
Unquoted equity shares	62,872	62,872

Available-for-sale investments are measured at cost less impairment loss as there is no active market for the unquoted equity shares. It is not practicable to determine with sufficient reliability the fair value of the unquoted equity shares. However, the directors do not anticipate that the carrying amount of the unquoted equity shares will be significantly in excess of its fair value.

6 ACCRUED OPERATING EXPENSES

The carrying amounts of accrued operating expenses are denominated in Singapore Dollar.

7 SHARE CAPITAL

	2015		2014	
	Number of shares	USD	Number of shares	USD
Issued and fully paid ordinary shares, with no par value				
At beginning and end of the year	88,985	71,698	88,985	71,698

The holder of ordinary shares is entitled to receive dividends as declared from time to time and is entitled to one vote per share at meetings of the Company. All shares rank equally with regards to the Company's residual assets.

Capital management

The Company defines capital as the total equity of the Company. The Company's primary objectives when managing capital are to achieve sustainable growth and ensure that the Company has adequate capital to fund its operations.

7 SHARE CAPITAL – cont'd

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended 30 June 2015.

8 INCOME TAX

No provision for income tax is made as the Company has no taxable income.

The income tax varied from the amount of income tax determined by applying the Singapore income tax rate of 17% to profit before tax as a result of the following differences:

	2015 USD	2014 USD
Profit before tax	307	2,779
Income tax expense at statutory rate	52	472
Non-allowable items	1,674	1,908
Non-taxable items	(1,726)	(2,380)
	-	-

9 RELATED PARTIES TRANSACTIONS

Related parties comprise mainly companies which are controlled or jointly controlled by the Company's key management personnel and their close family members.

Related company in these financial statements refer to the ultimate holding company and member of the ultimate holding company.

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Company and related parties took place at terms agreed between the parties during the financial year.

	2015 USD	2014 USD
Expenses paid on behalf by ultimate holding company	10,509	9,682

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company has no formal risk management policies and guidelines, which set out its overall business strategies, its tolerance for risk and its general risk management philosophy. It has however established informal processes to monitor and control such risks on a timely and accurate manner. Such policies are monitored and undertaken by the directors.

Risk management is integral to the whole business of the Company. The management continually monitors the Company's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

No derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost-efficient. The Company does not apply hedge accounting.

The key financial risks include credit risk and liquidity risk. The following provide details regarding the Company's exposure to the risks and the objectives, policies and processes for the management of these risks.

10.1 Foreign currency risk

The Company's foreign currency exposures arise mainly from the exchange rate movements of United States Dollar. There is no formal hedging policy with respect to foreign exchange exposure. Exposure to currency risk is monitored on an ongoing basis and the Company endeavours to keep the net exposure at an acceptable level.

The Company incurs foreign currency risk on accrued operating expenses that are denominated in currencies other than United States Dollar. The currency giving rise to this risk is primarily Singapore Dollar (SGD).

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Company's profit before tax to a reasonable change in SGD against the USD, with all other variables held constant.

	2015 USD	2014 USD
SGD strengthened by 5% (2014: 5%)	(195)	(211)
SGD weakened by 5% (2014: 5%)	195	211

10.2 Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. For other financial assets (cash and cash equivalents), the Company minimise credit risk by dealing with high credit rating counterparties.

At reporting date, the carrying amounts of cash and cash equivalents represent the Company's maximum exposure to credit risk. No other financial assets carry a significant exposure to credit risk. There was no significant concentration of credit risk.

10 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – cont'd

10.2 Credit risk – cont'd

Financial assets that are neither past due nor impaired

Cash and cash equivalents are placed with or entered with reputable financial institutions and Companies with high credit ratings and no history of default.

Financial assets that are past due but not impaired

There is no other class of financial assets that is past due and/or impaired.

10.3 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds.

To manage liquidity risk, the Company monitors its net operating cash flows and maintains an adequate level of cash and cash equivalents to finance its operation and meet its financial obligation on a timely manner. In assessing the funding facilities, the management reviews its working capital requirements regularly.

The undiscounted contractual cash flows of accrued operating expenses is equivalent to its carrying amounts and repayable within one year.

11 FINANCIAL INSTRUMENTS

The fair value of financial assets and liabilities is at the amount at which the instrument could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction, other than in forced or liquidation sale.

Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

The carrying amounts of available-for-sale investments, cash and cash equivalents, accrued operating expenses are reasonable approximation of fair values due to their short-term nature.

Financial instruments by category

The carrying amounts of financial instruments in each of the following categories are as follows:

	2015 USD	2014 USD
FINANCIAL ASSETS		
Available-for-sale investments	62,872	62,872
Loans and receivables		
Cash and cash equivalents	3,416	3,425
FINANCIAL LIABILITIES		
Financial liabilities through amortised cost		
Accrued operating expenses	3,907	4,223

12. AUDITED FINANCIAL STATEMENTS OF EASTERN TOWER JOINT STOCK COMPANY FOR THE FYE 31 DECEMBER 2015 TOGETHER WITH THE AUDITOR'S REPORT THEREON

AUDITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED AS AT 31st December 2015

EASTERN TOWER JOINT STOCK COMPANY

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EASTERN TOWER JOINT STOCK COMPANY

THE GENERAL DIRECTOR'S REPORT

FOR THE FISCAL YEAR ENDED AS AT DECEMBER 31st 2015

The General Director presents this report together with the Audited Financial Statements of Eastern Tower Joint Stock Company (the Company) for the fiscal year ended as at December 31st, 2015.

1. The General Director

Mr. Mai Minh Tan General Director

2. Main Activities

Investment license:

Eastern Tower Joint Stock Company is 100% foreign owned enterprise established by:

- Southeast Asia Telecommunications Holdings Pte. Ltd, has establishment registration No. 200916462 D in Singapore on 07/9/2009. Headquarters is located at 8 Cross Street, # 11-00 PWC Building, Singapore 048424.

- Delong Opportunity Investments Pte. Ltd, has establishment registration No.200916468 H in Singapore on 07/9/2009. Headquarters is located at 8 Cross Street, # 11-00 PWC Building, Singapore 048424.

- Cleveland Capital Pte. Ltd, has establishment registration number 200916473 G in Singapore on 07/9/2009. Headquarters is located at 8 Cross Street, # 11-00 PWC Building, Singapore 048424.

The company operates under investment certificate No. 011032001075, certificate for the first time on 07th January, 2011 by the People's Committee of Hanoi City. During the operation course, the company has been additionally granted 02 changed certificate of business registration, the last was on 03rd November 2015. Term of operation of the Company is 20 (twenty) years from the date of issuance of the investment license.

Head office: 17th Floor, PVI building, 01 Pham Van Bach street, Yen Hoa ward, Cau Giay district, Hanoi city, Viet Nam

Charter Capital: 1,950,000,000 VND

Business highlights:

- Consulting services and real estate management;
- Business management consulting services in the enterprise, including general management consulting, marketing and investment management consulting.

3. Financial situation and results of business

The financial situation of the Company as at December 31st, 2015 such as the Result of Operating Activities and Cash Flows for the fiscal year then ended is presented in the consolidated Financial Statements herewith from page 05 to page 15.

4. Essential contingency transactions and events after the balance sheet date

According to the General Director, activities of Eastern Tower Joint Stock Company from 01/01/2015 to 31/12/2015 reported in this statement are not impacted critically by any essential and contingency items, transactions and events which occur between the balance sheet date and the date when the Financial Statements are authorized for issue.

5. Auditors

Phan Dung Auditing & Consulting Company Limited (PDAC) has been appointed to be the auditor of the Eastern Tower Joint Stock Company for the fiscal year from 01/01/2015 to 31/12/2015.

6. Commitments of the General Director in respect of the Financial Statements

The General Director committed that company has complied with Accounting Rules and current Accounting Standards for preparing Financial Statements. He ensures that proper accounting books and records are fully kept for ready to present the financial situation of the Company accuracy and timeliness.

He is also responsible for safeguarding the assets of the Company and hence taking reasonable steps for the prevention and detection of fraud and other irregularities.

The herewith Financial Statements are essentially prepared and presented in true and fair view the financial position, operating activities and cash flows of Eastern Tower Joint Stock Company for fiscal year ended as at 31/12/2015.

M.S.D.N: 0105148483 - C.T.C.P
CÔNG TY CỔ PHẦN THÁP PHƯƠNG ĐÔNG
Q. CẦU GIẤY - T.P HÀ NỘI

General Director

Mai Minh Tan.

March 22sd, 2016

Da Nang City, March 24th, 2016

No 015/2015-PDACDN-KT

INDEPENDENT AUDITORS' REPORT

To: Board director and The General Director
Eastern Tower Joint Stock Company

We have audited the financial statements including of Balance Sheet, Income Statement, Cash flows statement and Notes to the financial statements for the fiscal year ended as at 31st December 2015 prepared on 18/03/2015 of Eastern Tower Joint Stock Company from page 05 to page 15.

Responsibility of the General Director

General Director is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in Viet Nam, this includes the design, implementation, and maintenance of internal control revelant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Rcsponsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in Vietnam. Those standards requirc that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Auditor's opinion

In our opinion, the financial statements give a true and fair view, on the key aspects of the financial situation of Eastern Tower Joint Stock Company as at 31/12/2015, and the profit and Cash Flows Statement for the year then ended comply with Vietnamese Accounting Standards and the relevant statutory requirements relating to the preparation and presentation of financial statements.

This report is made in two languages (Vietnamese and English), both of equal validity. The Vietnamese version will be the original for reference when needed.

Phan Dung Auditing and Consulting Co., Ltd (PDAC)
Branch in Da Nang

Director	Auditor
TRINH QUOC VIET	**NGUYEN THI PHUONG THAO**
Audit Certificate No. 1487-2013-118-1	Audit Certificate No. 2763-2014-118-1

Format B 01 - DN

(Issued together with Circular No. 200/2014/TT-BTC dated December 22, 2014 of the Ministry of Finance)

BALANCE SHEET

As at 31/12/2015

Currency Unit: VND

ASSETS	Code	Note	Closing Balance	Opening Balance
A - CURRENT ASSETS & SHORT-TERM INVESTMENT	**100**		**3,431,342,445**	**3,917,901,587**
I. Cash and equivalents	**110**	V.1	**1,944,577,515**	**1,969,512,309**
1. Cash	111		1,944,577,515	211,070,763
2. Cash equivalents	112		-	1,758,441,546
II. Financial short-term investments	**120**		-	-
III. Accounts receivables	**130**		**1,377,150,000**	**1,852,150,000**
1. Short-term trade receivables	131		-	-
2. Short-term repayments to suppliers	132	V.2	75,000,000	-
3. Short-term intra-company receivables	133	V.3	26,400,000	26,400,000
4. Other short-term receivables	136	V.4	1,275,750,000	1,825,750,000
5. Provision for uncollectible short-term receivables	137		-	-
IV. Inventories	**140**		-	-
1. Inventories	141		-	-
2. Allowance for decline in value of inventory	149		-	-
V. Other current assets	**150**		109,614,930	96,239,278
1. Short-term prepayment	151	V.5	21,000,510	-
2. VAT deductible	152		-	7,624,858
3. Tax and other receivables by Government	153	V.6	88,614,420	88,614,420
4. Other current assets	155		-	-
B. FIXED ASSETS AND LONG-TERM INVESTMENTS	**200**		**4,861,111**	-
I. Long-term receivables	**210**		-	-
II. Fixed assets	**220**		-	-
1. Tangible fixed assets	221		-	-
- Historical cost	222		-	-
- Accumulated depreciation	223		-	-
III. Real estate investments	**230**		-	-
IV. Long-term assets in progress	**240**		-	-
IV. Long-term financial investments	**250**		-	-
V. Other long-term assets	**260**		4,861,111	-
1. Long-term prepaid expenses	261	V.7	4,861,111	-
2. Other long-term assets	268		-	-
TOTAL ASSETS	270		3,436,203,556	3,917,901,587

BALANCE SHEET

As at 31/12/2015

Currency Unit: VND

RESOURCES				
A. LIABILITIES	300		2,469,487,023	1,625,920,879
I. Short-term liabilities	310		2,469,487,023	1,625,920,879
1. Short-term trade payables	311	V.8	22,282,831	-
2. Short-term prepayments from customers	312	V.9	135,600,000	-
3. Taxes and other obligations to the State Budget	313	V.10	347,603,500	-
4. Payables to employees	314	V.11	154,000,000	-
5. Accrued expenses	315	V.12	30,000,000	-
6. Short-term intra-company payables	316		-	-
7. Short-term unearned revenues	318		-	-
8. Other payables	319	V.13	1,780,000,692	1,625,920,879
9. Short-term borrowings and finance lease liabilities	320		-	-
II. Long-term liabilites	330		-	-

RESOURCES	*Code*	*Note*	Closing Balance	Opening Balance
B. OWNER'S EQUITY	400		966,716,533	2,291,980,708
I. Capital sources and funds	410	V.14	966,716,533	2,291,980,708
1. Owners' s capital	411		2,085,000,000	2,085,000,000
- Ordinary shares with voting rights	411A		2,085,000,000	2,085,000,000
- Preference shares	411B			
2. Share premium	412		-	-
3. Other capital sources	414		-	-
4. Treasury shares	415		-	-
5. Foreign exchange difference	417		-	-
6. Retained earnings	421		(1,118,283,467)	206,980,708
- Undistributed profit after tax brought forward	421A		206,980,708	206,980,708
- Undistributed profit after tax for the current year	421B		(1,325,264,175)	-
II. Subsidies and other funds	430		-	-
TOTAL RESOURCES	440		3,436,203,556	3,917,901,587

Ha Noi, 18th March 2016

Prepared by

General Director

CÔNG TY CỔ PHẦN THÁP PHƯƠNG ĐÔNG

VU THI GIANG NAM

MAI MINH TAN

INCOME STATEMENT

Fiscal Year 2015

(Issued together with Circular No. 200/2014/TT-BTC dated December 22, 2014 of the Ministry of Finance)

Currency Unit: VND

	ITEMS	*Code*	*Note*	Current year	Priord year
1	**Gross sales of merchandise and services**	**01**	VI.1	**1,484,280,000**	-
2	**Deductions**	**02**		-	-
3	**Net sales of merchandise and servises**	**10**		**1,484,280,000**	-
4	**Cost of goods sold**	**11**	VI.2	**300,000,000**	-
5	**Gross margin**	**20**		**1,184,280,000**	-
6	Financial income	21	VI.3	32,809,303	115,464,866
7	Financial expense	22		-	-
.	*In which: interest expense*	23		-	-
8	Selling expense	25		-	-
9	General & administration expenses	26	VI.4	2,542,353,478	159,572,926
10	**Operating activities profit / (loss)**	**30**		**(1,325,264,175)**	**(44,108,060)**
11	Other income	31		-	-
12	Other expenses	32		-	-
13	**Other gains (losses)**	**40**		-	-
14	**Profit / (loss) before tax**	**50**		**(1,325,264,175)**	**(44,108,060)**
15	Corporate income tax	51		-	-
16	Defered income tax expense	52		-	-
17	**Profit / (loss) after tax**	**60**		**(1,325,264,175)**	**(44,108,060)**
18	**Basic earnings per share**	**70**		-	-

Ha Noi, 18th March 2016

Prepared by **General Director**

CÔNG TY CỔ PHẦN THÁP PHƯƠNG ĐÔNG

VU THI GIANG NAM MAI MINH TAN

EASTERN TOWER JOINT STOCK COMPANY | Format B 03 - DN

CASH FLOWS STATEMENT

(Under indirect method)

Fiscal Year 2015

(Issued together with Circular No. 200/2014/TT-BTC dated December 22, 2014 of the Ministry of Finance)

Currency Unit: VND

	ITEMS	Code	Current year	Priord year
I.	**CASH FLOW FROM OPERATING ACTIVITIES**			
1.	*Profit before tax*	*01*	*(1,325,264,175)*	*(44,108,060)*
2.	*Adjustments for*			
-	Depreciation and amortisation	02	-	-
-	Provisions	03	-	-
-	(Gain) or loss on unrealize difference rate	04	250,368	(243,811)
-	(Gain) or loss from investment	05	-	-
-	Interest expenses	06	-	-
3.	*Operating profit before adjustments to working capital*	*08*	*(1,325,013,807)*	*(44,351,871)*
-	(Increase)/decrease in accounts receivable	09	482,624,858	(1,461,070,774)
-	(Increase)/decrease in inventory	10	-	-
-	Increase/(decrease) in accounts payable	11	843,566,144	437,525,299
-	(Increase)/Decrease in prepaid expense	12	(25,861,621)	-
-	Interest paid	14	-	-
-	Business income tax paid	15	-	-
-	Other receives from operating activitives	16	-	-
-	Other payments on operating activitives	17	-	-
	Net cash inflows/(outflows) from operating activities	*20*	*(24,684,426)*	*(1,067,897,346)*
II.	**CASH FLOWS FROM INVESTING ACTIVITIES**			
1.	Purchases of fixed assets and other long term assets	21	-	-
2.	Proceeds from disposals of fixed assets and other long-term assets	22	-	-
3.	Purchases of debt instruments of other entities	23	-	-
4.	Proceeds from sales of debt instruments of other entities	24	-	-
5.	Investments in other entities	25	-	-
6.	Collections on investment in other entities	26	-	-
7.	Dividends and interest receive	27	-	-
	Net cash inflows/(outflows) from investing activities	*30*	-	-
III.	**III. CASH FLOW FROM FINANCING ACTIVITIES**			
1.	Proceeds from borrowings	31	-	-
2.	Payments for shares returns and repurchases	32	-	-
3.	Proceeds from borrowings	33	-	-
4.	Prepayments of borrowings	34	-	-
5.	Finance lease principal payments	35	-	-
6.	Interest and dividends paid	36	-	-
	Net cash outflow from financing activities	*40*	-	-
	Net cash flows in the year	50	(24,684,426)	(1,067,897,346)
	Cash at beginning of the year	60	1,969,512,309	3,037,165,844
	Effect of foreign exchange difference	61	(250,368)	243,811
	Cash at end of the year	70	1,944,577,515	1,969,512,309

Ha Noi, 18th March 2016

Prepared by | **General Director**

VU THI GIANG NAM | **MAI MINH TAN**

NOTES TO THE FINANCIAL STATEMENTS

Year ended 2015

I. BUSINESS HIGHLIGHTS

1. **Form of ownership** : Joint Stock Company

2. **Business highlights** : Service

3. **Main operations** : - Consulting services and real estate management;
   - Business management consulting services in the enterprise, including general management consulting, marketing and investment management consulting.

II. ACCOUNTING PERIOD AND MONEY CURRENCY

1. Accounting period

The fiscal year starts from January 01st to December 31st, annually.

2. Currency unit used in accounting

Vietnam Dong (VND) is main currency used in accounting books.

III. ACCOUNTING STANDARD AND ACCOUNTING SYSTEM APPLIED

1. Accounting system applied

The Company applies the Enterprise Accounting System complied with Circular No. 200/2014/TT-BTC dated December 22, 2014 of the Ministry of Finance.

2. Declaration of the compliance of the Accounting Standards and Accounting Policy

Company assures strictly and timely to comply with Accounting standards which are apply according to the guidance circulars issued by Ministry of Finance Department, follow effectively and efficiency the Vietnamese Accounting Policy.

3. The Accounting book

Journal voucher.

IV. ACCOUNTING POLICIES

1. Cash and cash equivalents

1.1 Cash and cash equivalents

Cash and cash equivalents include cash on hand, cash in bank, cash in transit and short-term investments of which the due dates can not exceed 3 months from the dates of the investments and the convertibility into cash is easy, and which do not have lots of risks in the conversion into cash.

1.2. Principle, method for currency translation

Cash in bank: ending balance of deposit accounts at banks where the company opened accounts in VND and foreign currencies.

Cash in transit: account receivables are recorded in reliable receivables.

Principles and methods for transferring foreign currencies are based on currency in accounting:

All differences during the period shall be recognized as financial incomes/expenses on the income statement.

2. The trading receivables and other receivables

Receivables from customers, prepaid to sellers, inter-company receivables, receivables by reference to the stage of completion of contracts in progress (if any) and other receivables, which are:

- Collected or settled within one (1) year are classified as current assets
- Collected or settled over one (1) year are classified as non-current assets.

3. Principle for recording others expenses

3.1 Method of Prepaid Expenses

Prepaid expenses within one (1) year shall be fully charged to expense for the fiscal year.

3.2 Trading account payables and other payables

Account payable to customers, inter-eompany payable, other payables, borrowing at the reporting date, which are:
- Settled within one (1) year are classified as current liabilities.
- Settled over one (1) year are classified as non-current liabilities.

3.3 Prepaid expenses

Prepaid expenses which relate to operating expenses in the current fiseal year shall be recorded as prepaid expenses in short term
The following prepaid expenses actually incurred in the current fiscal year but reeored in prepaid expenses in long term for allocated to business operations:

- Foundation expenses
- Pre-operating activity expenses, preparing production expenses (including training expenditures)
- Office moving and reorganisation expenses;
- Trial run with loading and production test with significant expenses incurred
- Tools and supplies used with great amount;
- Great repairing Fixed assets with once a high cost incurred.

4. Revenue recognition

4.1 Revenue from the sale of goods shall be recognized when all the following conditions have been satisfied:
- The entity has transferred to the buyer the significant risks and rewards of ownership of the goods;
- The entity retains neither continuing the managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- The economic benefits associated with the transaction has flown or will flow to the enterprise;
- The costs ineurred or to be incurred in respect of the transaction can be measured reliably.

4.2 Revenue from service provision shall be recognized when all the following conditions have been satisfied:
- Revenue is determined with relative certainty;
- It is possible to obtain economic benefits from the serviee provision transaction;
- The work volume finished on the date of making the accounting balance sheet can be determined;
- The eosts incurred from the service provision transaction and the costs of its completion can be determined.

4.3 Finance income

Revenue arising from the use by others of the entity assets yielding interest, royalties and dividends and others shall be recognized when the two (2) following conditions have been satisfied:

- It is probable that the economic benefits associated with the transaction will flow to the entity; and
- the amount of the revenue can be measured reliably.

5. Income taxe

The company is responsible to pay corporate income tax at the rate of 20% on taxable income.

The determination of the company's income tax is based on the current interpretation of tax regulations. However, these regulations are subject to periodic variation and its ultimate determination depends on the results of tax authorities' examination

V. SUPPLEMENTAL INFORMATION NOTED TO ITEMS SHOWN ON BALANCE SHEET

1. Cash and equivalents

	Closing Balance		Opening Balance
Cash on hand	28,896,000		4,286,000
Cash in bank	1,915,681,515		206,784,763
In which : + VND	1,910,904,604	(a)	202,241,720
+ USD	4,776,911	(b)	4,543,043
Cash equivalents	-		1,758,441,546
Total	**1,944,577,515**		**1,969,512,309**

(a) At

	Closing Balance	Opening Balance
Industrial and commercial Bank of Viet Nam	1,910,904,604	202,241,720
Total	**1,910,904,604**	**202,241,720**

(b) At

	Foreign currency (USD)	Equivalent (VND)
Industrial and commercial Bank of Viet Nam	212.78	4,776,911
Total	**212.54**	**4,776,911**

2. Short-term repayments to suppliers

	Closing Balance	Opening Balance
The Open Road Co.ltd	75,000,000	-
Total	**75,000,000**	-

3. Short-term intra-company receivables

	Closing Balance	Opening Balance
Doutheast Asia Telecommunication Holding Company	26,400,000	26,400,000
Total	**26,400,000**	**26,400,000**

4. Other receivables

	Closing Balance	Opening Balance
Advances	1,250,750,000	1,825,750,000
Deposit fees card	25,000,000	-
Total	**1,275,750,000**	**1,825,750,000**

5. Short-term prepaid expenses

	Openning balance	Increases	Allocation to expenses	Closing balance
Office tools	-	37,531,354	(18,765,677)	18,765,677
Insurance charge	-	2,974,000	(739,167)	2,234,833
Total	**-**	**40,505,354**	**(19,504,844)**	**21,000,510**

6. Tax and other receivables by Government

	Closing Balance	Opening Bnlance
Corporate income tax overpaid	88,614,420	88,614,420
Total	**88,614,420**	**88,614,420**

7. Long-term prepaid expenses

Beginning balance	-
Increases	5,000,000
Allocation	(138,889)
Ending balance	**4,861,111**

8. Short-term trade payables

	Closing Balance	Opening Balance
Mai Linh Group	4,721,000	-
Global infrastructure investment Copporation	8,431,999	-
Vinasun Group	5,749,955	-
Commercial and services Hoang Tung Co.ltd	3,379,877	-
Total	**22,282,831**	**-**

9. Short-term prepayments from customers

	Closing Balance	Opening Balance
Global infrastructure investment Copporation	135,600,000	-
Total	**135,600,000**	**-**

10. Taxes and obligations to State

	Opening Balance	Amount payable	Amount already paid	Closing Balance
VAT on local sales	-	78,120,000		78,120,000
Corporate income tax	-	-	-	
Personal income tax	-	269,483,500	-	269,483,500
Other taxes	-	1,000,000	(1,000,000)	-
Total	**-**	**348,603,500**	**(1,000,000)**	**347,603,500**

11. Payables to employees

	Closing Balance	Opening Balance
13 Salary	154,000,000	-
Total	**154,000,000**	**-**

12. Accrued expenses

	Closing Balance	Opening Balance
Audit fee accruals in 2015	30,000,000	-
Total	**30,000,000**	**-**

13. Other payables

	Closing Balance	Opening Balance
- Social insurance	96,060,000	-
- VIHL	1,625,920,879	1,625,920,879
- Payables to Ha Thi Hong	58,019,813	-
Total	**1,780,000,692**	**1,625,920,879**

14. Owner's Equity

Fluctuation of owner's equity

	Owners' s capital	Retained earnings	Total
Opening balance previous year	2,085,000,000	251,088,768	2,336,088,768
Previous year profit	-	(44,108,060)	(44,108,060)
Increase capital previous year	-	-	-
Closing Balance previous year	**2,085,000,000**	**206,980,708**	**2,291,980,708**
Opening balance current year	2,085,000,000	206,980,708	2,291,980,708
Current year profit	-	(1,325,264,175)	(1,325,264,175)
Other decrease	-	-	-
Closing Balance current year	**2,085,000,000**	**(1,118,283,467)**	**966,716,533**

The situation of prescribed capital contribution is as follows:

	As in certificate of business		Prescribed capital	
	USD	VND	USD	VND
Southeast Asia Telecomunication Pte Lt	90,000	1,755,000,000	90,000	1,876,500,000
Delong Opportunity Investment Pte Ltd	5,000	97,500,000	5,000	104,250,000
Cleveland Capital Pte Ltd	5,000	97,500,000	5,000	104,250,000
Total	**100,000**	**1,950,000,000**	**100,000**	**2,085,000,000**

VI. VI. ADDITIONAL INFORMATION ON THE ITEMS OF THE INCOME STATEMENT

1. Sales

Sales

	Current year	Previous year
Gross sales	1,484,280,000	-
- Service provision	*1,484,280,000*	-
Deductions:	-	-
Net sales	**1,484,280,000**	**-**

2. Costs of goods sold

	Current year	Previous year
Costs of goods sold	300,000,000	-
Total	**300,000,000**	**-**

3. Financial income

	Current year	Previous year
Interest	32,558,935	115,221,055
Foreign exchange differences not yet performed	250,368	243,811
Total	**32,809,303**	**115,464,866**

4. General & administration expenses

	Current year	Previous year
Expenses for employees	1,578,800,500	-
Office equipment	58,019,813	-
Fees	69,437,302	1,000,000
External service rendered	658,033,301	158,572,926
Others by cash	178,062,562	-
Total	**2,542,353,478**	**159,572,926**

VII. OTHER INFORMATION

1. Financial ratios

Items	Unit	Current year	Previous year
Structures of assets and sources of capital			
Structure of assets			
Current assets / Total assets	%	99.86	100.00
Long-term assets / Total assets	%	0.14	-
Sources of capital			
Liabilities / Total liabilities and owner's equity	%	71.87	41.50
Owner's equity / Total liabilities and owner's equity	%	28.13	58.50
Liquidity ratios			
Total assets/ Liabilities	Time	1.39	2.41
Current assets/ Current liabilities	Time	1.39	2.41
Cash and cash equivalents/ Current liabilities	Time	0.79	1.21

Profitability ratios			
Profit margin on sales			
Profit before tax/ Net sales	%	(89.29)	-
Profit after tax/ Net sales	%	(89.29)	-
Profit/ Total assets			
Profit before tax/ Total assets	%	(38.57)	(1.13)
Profit after tax/ Total assets	%	(38.57)	(1.13)
Profit after tax/ Owner's equity	%	(137.09)	(1.92)

Ha Noi, 18th March 2016

Prepared by

VU THI GIANG NAM

General Director

CÔNG TY CỔ PHẦN THÁP PHƯƠNG ĐÔNG

MAI MINH TAN

13. AUDITED FINANCIAL STATEMENTS OF VNC-55 INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY FOR THE FYE 31 DECEMBER 2015 TOGETHER WITH THE AUDITOR'S REPORT THEREON

VNC-55 INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015

SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015

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CORPORATE INFORMATION

Business Registration Certificate	No. 3203002212 dated 10 September 2008 The Business Registration Certificate and its amendments were issued by the Department of Planning and Investment of Da Nang City. Subsequently, they were replaced by:
Investment Certificate	No. 321032000160 dated 24 December 2011 and its subsequent amendments issued by the People's Committee of Da Nang City for a period of 50 years from the date of the Investment Certificate.

As at the date of the separate financial statements:

Board of Directors	Mr. Tony Cau Fong Hsun	Chairman
	Mr. Mai Minh Tan	Member
	Mr. Doan Hien Luong	Member
Board of Management	Mr. Le Ngoc Thuan	General Director
	Mr. Vo Nhat Thu	Chief Accountant
Legal representative	Mr. Le Ngoc Thuan	General Director
Registered office	10th Floor, PVcomBank Building, Lot A2.1, 30/4 Street, Hai Chau District, Da Nang City, Vietnam	
Auditors	PricewaterhouseCoopers (Vietnam) Limited	

VNC-55 INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

STATEMENT OF THE RESPONSIBILITY OF THE BOARD OF MANAGEMENT OF THE COMPANY IN RESPECT OF THE SEPARATE FINANCIAL STATEMENTS

The Board of Management of the Company is responsible for the separate financial statements which give a true and fair view of the financial position of the Company as at 31 December 2015 and the results of its operations and cash flows for the year then ended. In preparing these separate financial statements, the Board of Management is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent; and
- prepare the separate financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Board of Management is responsible for ensuring that proper accounting records are kept which disclose, with reasonable accuracy at any time, the financial position of the Company and which enable separate financial statements to be prepared which comply with the basis of accounting set out in Note 2 to the separate financial statements. The Board of Management is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

APPROVAL OF THE SEPARATE FINANCIAL STATEMENTS

We hereby approve the accompanying separate financial statements as set out on pages 5 to 33 which give a true and fair view of the financial position of the Company as at 31 December 2015 and of the results of its operations and cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on preparation and presentation of the separate financial statements.

On behalf of Board of Management,

S.G.C.N: 3210333000180 - Đ.TĂNG
CÔNG TY CỔ PHẦN ĐẦU TƯ HẠ TẦNG VNC-55
Đ. HẢI CHÂU - TP. ĐÀ NẴNG

Le Ngoc Thuan
General Director

Da Nang City, SR Vietnam
25 March 2016

pwc

INDEPENDENT AUDITOR'S REPORT TO
THE BOARD OF DIRECTORS OF
VNC-55 INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

We have audited the accompanying separate financial statements of VNC-55 Infrastructure Investment Joint Stock Company ("the Company") which were prepared on 31 December 2015 and approved by the Board of Management on 25 March 2016. The separate financial statements comprise the separate balance sheet as at 31 December 2015, the separate income statement and the separate cash flow statement for the year then ended, and explanatory notes to the separate financial statements including significant accounting policies, as set out on pages 5 to 33.

The Board of Management' Responsibility for the separate Financial Statements

The Board of Management of the Company is responsible for the preparation and the true and fair presentation of these separate financial statements in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on preparation and presentation of separate financial statements and for such internal control which the Board of Management determines is necessary to enable the preparation and fair presentation of separate financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these separate financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical standard and requirements, plan and perform the audit in order to obtain reasonable assurance as to whether the separate financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the separate financial statements. The procedures selected depend on the auditor's judgment, including an assessment of the risks of material misstatement of the separate financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the separate financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Management, as well as evaluating the overall presentation of the separate financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

PricewaterhouseCoopers (Vietnam) Company Limited,
16th Floor, Keangnam Hanoi Landmark 72, Pham Hung Road, Nam Tu Liem District, Hanoi, Vietnam
T: +84 4 3946 2246, www.pwc.com/vn

Auditor's Opinion

In our opinion, the separate financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2015, and its financial performance and cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on preparation and presentation of separate financial statements.

For and on behalf of PricewaterhouseCoopers (Vietnam) Ltd.

Tran Khac The	Khuat Thi Lien Huong
Audit Practising Licence	Audit Practising Licence
No. 2043-2013-006-1	No. 1638-2014-006-1
Authorised signatory	

Report reference number: HAN 1466
Hanoi, 25 March 2016

As indicated in Note 2.1 to the separate financial statements, the accompanying separate financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries and jurisdictions other than SR Vietnam, and furthermore their utilization is not designed for those who are not informed about SR Vietnam's accounting principles, procedures and practices.

VNC-55 INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

Form B 01 - DN

SEPARATE BALANCE SHEET

Code	ASSETS	Note	As at 31 December 2015 VND	2014 VND
100	**CURRENT ASSETS**		**22,898,809,211**	**80,563,797,373**
110	**Cash and cash equivalents**	3	**2,397,552,106**	**11,358,788,522**
111	Cash		2,397,552,106	11,358,788,522
130	**Short-term receivables**		**14,162,101,823**	**19,938,071,102**
131	Short-term trade accounts receivable	4	12,999,143,013	21,892,690,311
132	Short-term prepayments to suppliers		1,032,924,244	2,534,709,500
135	Short-term lending		14,905,000	-
136	Other short-term receivables		115,129,566	89,030,034
137	Provision for doubtful debts – short term		-	(4,578,358,743)
140	**Inventories**		**312,802,816**	**1,373,518,446**
141	Inventories		312,802,816	1,373,518,446
150	**Other current assets**		**6,026,352,466**	**47,893,419,303**
151	Short-term prepaid expenses	5(a)	5,313,961,257	5,031,639,735
153	Other taxes receivable		712,391,209	754,412,735
155	Other current assets	6	-	42,107,366,833
200	**LONG-TERM ASSETS**		**679,704,759,814**	**500,392,006,753**
210	**Long-term receivables**		**6,000,000**	**3,000,000**
216	Other long-term receivables		6,000,000	3,000,000
220	**Fixed assets**		**10,427,440,435**	**8,191,407,348**
221	Tangible fixed assets	7(a)	10,417,440,432	8,142,425,797
222	Cost		14,902,003,454	10,570,203,454
223	Accumulated depreciation		(4,484,563,022)	(2,427,777,657)
227	Intangible fixed assets	7(b)	10,000,003	48,981,551
228	Cost		262,470,000	262,470,000
229	Accumulated amortisation		(252,469,997)	(213,488,449)
230	**Investment properties**	8	**108,357,138,700**	**140,892,408,306**
231	Cost		328,863,235,043	328,433,968,681
232	Accumulated depreciation		(220,506,096,343)	(187,541,560,375)
250	**Long-term investments**		**546,849,755,359**	**340,531,028,962**
251	Investments in subsidiaries	9	546,849,755,359	340,531,028,962
260	**Other long-term assets**		**14,064,425,320**	**10,774,162,137**
261	Long-term prepaid expenses	5(b)	13,990,171,810	10,264,678,499
262	Deferred income tax assets	10	74,253,510	509,483,638
270	**TOTAL ASSETS**		**702,603,569,025**	**580,955,804,126**

The notes on pages 9 to 33 are an integral part of these separate financial statements.

Form B 01 - DN

SEPARATE BALANCE SHEET
(Continued)

Code	RESOURCES	Note	As at 31 December 2015 VND	2014 VND
300	**LIABILITIES**		**340,821,135,190**	**208,850,796,347**
310	**Short-term liabilities**		**92,457,141,330**	**85,276,577,597**
311	Short-term trade accounts payable		46,013,555	276,352,713
313	Taxes and other payables to the State Budget	11	950,678,666	3,066,557,130
314	Payable to employees		1,081,279,227	1,441,551,622
315	Short-term accrued expenses		1,509,945,080	471,263,307
318	Short-term unearned revenue	12	989,082,031	6,372,793,764
319	Other short-term payables	13	4,978,737,644	12,738,250,844
320	Short-term borrowings	14(a)	82,890,090,160	60,638,281,250
322	Bonus and welfare funds	2.18	11,314,967	271,526,967
330	**Long-term liabilities**		**248,363,993,860**	**123,574,218,750**
338	Long-term borrowings	14(b)	248,363,993,860	123,574,218,750
400	**OWNERS' EQUITY**		**361,782,433,835**	**372,105,007,779**
410	**Capital and reserves**		**361,782,433,835**	**372,105,007,779**
411	Owners' capital	15,16	285,000,000,000	285,000,000,000
420	Other funds	2.18	116,732,171	2,695,090,914
421	Undistributed earnings	16	76,665,701,664	84,409,916,865
421a	*- Undistributed post-tax profits accumulated by the end of the previous period*		*84,409,916,865*	*71,308,561,389*
421b	*- (Loss)/undistributed post-tax profits of the current period*		*(7,744,215,201)*	*13,101,355,476*
440	**TOTAL RESOURCES**		**702,603,569,025**	**580,955,804,126**

CÔNG TY CỔ PHẦN ĐẦU TƯ HẠ TẦNG VNC-55

Nguyen Thi Hang My Preparer	Vo Nhat Thu Chief Accountant	Le Ngoc Thuan General Director 25 March 2016

The notes on pages 9 to 33 are an integral part of these separate financial statements.

VNC-55 INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

Form B 02 - DN

SEPARATE INCOME STATEMENT

Code		Note	Year ended 31 December 2015 VND	2014 VND
01	**Sales**		**93,628,505,433**	**91,057,731,142**
02	Less deductions		-	-
10	**Net sales**	19	**93,628,505,433**	**91,057,731,142**
11	**Cost of sales**	20	**(70,300,984,381)**	**(64,883,706,990)**
20	**Gross profit**		**23,327,521,052**	**26,174,024,152**
21	Financial income	21	130,937,851	2,233,722,859
22	Financial expenses	22	(27,024,132,332)	(1,015,367,060)
23	*- Including: interest expenses*		*(14,202,417,852)*	*(1,015,367,060)*
26	General and administration expenses	23	(3,111,027,923)	(6,398,666,127)
30	**Net operating (loss)/profit**		**(6,676,701,352)**	**20,993,713,824**
31	Other income		482,969,587	2,418,644,236
32	Other expenses		(721,583,153)	(4,784,354,719)
40	**Net other expenses**	24	**(238,613,566)**	**(2,365,710,483)**
50	**Net accounting (loss)/profit before tax**		**(6,915,314,918)**	**18,628,003,341**
51	**Business income tax - current**	26	**(49,670,155)**	**(3,839,924,270)**
52	**Business income tax - deferred**	26	**(435,230,128)**	**(317,950,466)**
60	**Net (loss)/profit after tax**		**(7,400,215,201)**	**14,470,128,605**
70	**(Losses)/earnings per share**	17	**(272)**	**486**

S.G.C.N: 321033000180 - Đ.T.N. CÔNG TY CỔ PHẦN ĐẦU TƯ HẠ TẦNG VNC-55 HẢI CHÂU - TP. ĐÀ NẴNG

Nguyen Thi Hang My
Preparer

Vo Nhat Thu
Chief Accountant

Le Ngoc Thuan
General Director
25 March 2016

The notes on pages 9 to 33 are an integral part of these separate financial statements.

VNC-55 INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

Form B 03 - DN

SEPARATE CASH FLOW STATEMENT
(Indirect method)

Code		Note	Year ended 31 December 2015 VND	2014 VND
	CASH FLOWS FROM OPERATING ACTIVITIES			
01	**Net profit before tax**		**(6,915,314,918)**	**18,628,003,341**
	Adjustments for:			
02	Depreciation and amortisation		35,246,899,962	34,460,649,075
03	Provisions		(4,578,358,743)	(27,000,000)
04	Unrealised foreign exchange losses		12,472,079,096	-
05	(Profits)/losses from investing activities		(3,771,294)	154,055,034
08	**Operating profit before changes in working capital**		**36,221,534,103**	**53,215,707,450**
09	Decrease/(increase) in receivables		49,933,607,638	(20,719,149,801)
10	Decrease/(increase) in inventories		1,060,715,630	(198,997,987)
11	Increase/(decrease) in payables		5,980,676,340	(4,849,173,077)
12	Increase in prepaid expenses		(4,007,814,833)	(5,002,883,851)
14	Interest paid		(12,892,212,780)	(94,244,239)
15	Business income tax paid		-	(5,360,532,913)
17	Other payment on operating activities		(604,212,000)	(370,901,000)
20	**Net cash inflows from operating activities**		**75,692,294,098**	**16,619,824,582**
	CASH FLOWS FROM INVESTING ACTIVITIES			
21	Purchases of fixed assets and investment properties		(5,074,830,000)	(5,897,793,000)
22	Proceeds from disposals of fixed assets		-	1,563,636,336
23	Loans granted to other entities		(11,250,000)	(503,655,000)
24	Collection of loans from other entities		-	3,900,000,000
25	Investments in other entities		(214,067,893,289)	(226,435,498,647)
27	Interest received		130,937,851	2,233,722,859
30	**Net cash outflows from investing activities**		**(219,023,035,438)**	**(225,139,587,452)**
	CASH FLOWS FROM FINANCING ACTIVITIES			
33	Proceeds from borrowings		429,055,623,867	184,170,646,221
34	Repayments of borrowings		(294,686,118,943)	(25,585,331,719)
40	**Net cash inflows from financing activities**		**134,369,504,924**	**158,585,314,502**
50	**Net decrease in cash and cash equivalents**		**(8,961,236,416)**	**(49,934,448,368)**
60	**Cash and cash equivalents at beginning of year**	3	**11,358,788,522**	**61,293,236,890**
70	**Cash and cash equivalents at end of year**	3	**2,397,552,106**	**11,358,788,522**

S.G.C.N: 321033000160 - Đ.T.N.Q
CÔNG TY CỔ PHẦN ĐẦU TƯ HẠ TẦNG VNC - 55
Q. HẢI CHÂU - TP. ĐÀ NẴNG

Nguyen Thi Hang My Preparer	Vo Nhat Thu Chief Accountant	Le Ngoc Thuan General Director 25 March 2016

The notes on pages 9 to 33 are an integral part of these separate financial statements.

1 GENERAL INFORMATION

VNC-55 Infrastructure Investment Joint Stock Company ("the Company") was established in SR Vietnam pursuant to the Business Registration Certificate No. 3203002212 dated 10 September 2008 issued by the Department of Planning and Investment of Da Nang City.

Subsequently, the Company was granted the Investment Certificate No. 321032000160 by the People's Committee of Da Nang City on 24 December 2011 for a period of 50 years from the date of the Investment Certificate to replace the Business Registration Certificate No. 3203002212.

On 12 January 2012, the Company was granted the first amendment to the Investment Certificate No. 321032000160 by the People's Committee of Da Nang City to transform from a local invested joint stock company into a 100% foreign invested joint stock company. As at 31 December 2015, the Investment Certificate has been amended three times. The latest amendment was issued on 3 October 2014.

The principal business activities of the Company are:
- construction of civil, industrial and telecommunication works;
- rental and maintenance services of telecommunication equipment, infrastructure including towers and stations;
- information rescue services for telecommunication industry;
- consultancy services, telecommunications transfers; and
- operation of telecommunication equipment and infrastructure.

The normal business cycle of the Company is 12 (twelve) months.

As at 31 December 2015, the Company had four subsidiaries (Note 9) as below:

Subsidiaries	% Shareholding
- T&A Co., Ltd.	100%
- Southern Star Telecommunication Equipment JSC.	70%
- Vietnam Data and Aerial System Co., Ltd. (VINADAS)	100%
- Vien Tin JSC. (newly acquired in 2015)	75%

As at 31 December 2015, the Company had 53 employees (2014: 56 employees).

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of the separate financial statements

The separate financial statements have been prepared in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on preparation and presentation of the separate financial statements. The separate financial statements have been prepared under the historical cost convention.

The accompanying separate financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries and jurisdictions other than SR Vietnam. The accounting principles and practices utilised in SR Vietnam may differ from those generally accepted in countries and jurisdictions other than SR Vietnam.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation of the separate financial statements (continued)

As at 31 December 2015, the Company's current liabilities exceeded its current assets by VND 69,558,332,119 (2014: VND 4,712,780,224). The Company made a loss after tax of VND 7,400,215,201 in the financial year ended 31 December 2015. The most significant balance of current liabilities is short-term borrowing of VND 78,890,090,160 from Maybank International (Labuan Branch) (Note 14(a)). Management has assessed that the Company is able to pay all due debts and continues as a going concern because it can rely on its self-generated cash from its normal business activities and borrowings from its subsidiaries and related parties. Accordingly, the separate financial statements have been prepared on a going concern basis.

2.2 Significant changes in the Company's accounting policy applied

On 22 December 2014, the Ministry of Finance issued Circular 200/2014/TT-BTC ("Circular 200") – Providing guidance on Corporate Accounting System replacing Decision 15/2006/QD-BTC dated 20 March 2006 ("Decision 15") and Circular 244/2009/TT-BTC dated 31 December 2009. Circular 200 is applicable to fiscal years beginning on or after 1 January 2015.

The Company applied prospectively the changes of Circular 200 in accordance with Article 127 of Circular 200.

Certain comparative figures have been reclassified to conform to the presentation requirements under Circular 200.

2.3 Fiscal year

The Company's fiscal year is from 1 January to 31 December.

2.4 Currency

The separate financial statements are measured and presented in Vietnamese Dong ("VND").

Transactions arising in foreign currencies are translated at exchange rates ruling at the transaction dates. Foreign exchange differences arising from these transactions are recognised in the separate income statement.

Monetary assets and liabilities denominated in foreign currencies at the separate balance sheet date are translated at the exchange rates ruling at the separate balance sheet date. Foreign exchange differences arising from these translations are recognised in the separate income statement.

2.5 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, cash at bank, cash in transit, demand deposits and other short-term investments with an original maturity of three months or less.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Trade receivables

Trade receivables are amounts due from customers for services rendered in the ordinary course of business. Trade accounts receivable are carried at original invoice amount less an estimate made for doubtful receivables based on a review by the Board of Management of all outstanding amounts at the year end. Bad debts are written off when identified.

2.7 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined by the specific identification method and includes all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the normal course of business, less the estimated costs of completion and selling expenses. Provision is made, where necessary, for obsolete, slow-moving and defective inventory items.

2.8 Investments in subsidiaries

Subsidiaries are all entities over which the Company has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity.

Investments in subsidiaries are accounted for at cost less provision for diminution in value. Provision for diminution in value is made when there is an impairment of the investments.

2.9 Fixed assets

Tangible and intangible fixed assets

Fixed assets are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the fixed assets.

Depreciation

Fixed assets are depreciated using the straight-line method so as to write off the cost of the assets over their estimated useful lives. The principal annual rates used are:

Machinery and equipment	14% - 33.33%
Motor vehicles	10% - 16.67%
Office equipment	20% - 33.33%
Software	33.33%

Disposals

Gains and losses on disposals are determined by comparing net disposal proceeds with the carrying amount and are recognised as income or expense in the separate income statement.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Operating leases

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the separate income statement on a straight-line basis over the period of the lease.

2.11 Investment properties

Investment properties are Base Transceiver Stations (BTS) leased to telecommunication operators in Vietnam.

Investment properties are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition, construction of BTS.

Depreciation

Investment properties are depreciated on the straight-line method to write off the cost of the assets over their estimated useful lives. The principal annual rates used are:

Base Transceiver Stations	10%

Disposals

Gains or losses on disposals are determined by comparing net disposal proceeds with the net book value and are recognised as income or expense in the separate income statement.

2.12 Prepaid expenses

Prepaid expenses include short-term or long-term prepayments on the separate balance sheet and are mainly prepaid land rental for BTS, overhaul, tools and equipment already put to use. Prepaid expenses are recorded at historical cost and allocated to expenses using the straight line method over the allocation period.

2.13 Payables

Classifications of payables are based on their natures as follows:

- Trade accounts payable are trade payables arising from purchase of goods and services.
- Other payables including non-trade payables, and not relating to purchase of goods and services.

Payables are reclassified on the separate balance sheet based on remaining period from the separate balance sheet date to the maturity date.

2.14 Accrued expenses

Accrued expenses include liabilities for goods and services received in the period but not yet paid for due to pending invoice or insufficient records and documents. Accrued expenses are recorded as expenses in the reporting period.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.15 Provisions

Provisions are recognised when: the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provision is not recognised for future operating losses.

Provisions are measured at the expenditures expected to be required to settle the obligation. If the time value of money is material, provision will be measured at the present value using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expenses.

2.16 Unearned revenue

Unearned revenue comprises of the amounts of customers paid in advance for one or many accounting periods for BTS lease. The Company records unearned revenue for the future obligations that the Company has to conduct.

2.17 Share capital

Contributed capital of the shareholders is recorded according to actual amount contributed. Contributions from owners are recorded according to par value of the share.

Other capital shall be recorded in owners' other capital at the reporting date in accordance to the Company's Financial Regulations and as approved by the board of Directors of the Company.

Undistributed earnings record the Company's results (profit, loss) after business income tax at the reporting date.

2.18 Appropriation of net profit

In accordance to the Company's Financial Regulations and as approved by the board of Directors of the Company, a proportion of profit after tax will be appropriated to reserve funds as follows:

(a) Other funds

Other funds (previously financial reserve funds) is appropriated at 5% of profit after tax with the maximum outstanding of this fund equal to 10% of charter capital or paid-in capital, for the use to protect the Company's normal operations from business risks or losses, or to prepare for unforeseen losses or damages and force majeure.

(b) Bonus and welfare fund

The amounts of appropriation for a particular year depend on the Company's performance result for that year. Utilisation of the reserve funds requires approval of the board of Directors of the Company dependent on the nature and magnitude of the transactions involved.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Sales and income recognition

(a) Lease of BTS

Revenue from leasing Base Transceiver Stations (BTS) to telecommunication operators is recognised in the separate income statement based on the amounts received for leased period of the year.

(b) Sales of services

Revenue from the sales of services is recognised in the separate income statement when the services are rendered, by reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided.

(c) Interest income

Interest income is recognised on an earned basis.

(d) Dividend income

Income from dividend is recognised when the Company has established the receiving right from investees.

2.20 Cost of sales

Cost of sales are mainly depreciation expense and other operational costs of leased BTS during the period, and recorded on the basis of matching with revenue and on prudent concept.

2.21 Financial expense

Finance expenses are expenses incurred in the period for financial activities including interest expenses, losses incurred when selling foreign currencies, losses from exchange rate differences.

2.22 General administration expenses

General administration expenses represent expenses for administrative purposes which mainly include salary expenses of administrative staffs (salaries, wages, allowances,...); social insurance, medical insurance, unemployment insurance of administrative staff, expenses of office materials, tools and supplies, depreciation of fixed assets used for administration, office rental, provision for bad debts, outside services and other cash expenses.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.23 Current and deferred income tax

Income taxes include all income taxes which are based on taxable profits. Income tax expense comprises current tax expense and deferred tax expense.

Current income tax is the amount of income taxes payable or recoverable in respect of the current year taxable profit and the current tax rates. Current and deferred tax should be recognised as income or an expense and included in profit or loss for the period, except to the extent that the tax arises from a transaction or event which is recognised, in the same or a different period, directly in equity.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the separate financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of occurrence affects neither the accounting nor the taxable profit or loss. Deferred income tax is determined at the tax rates that are expected to apply to the financial year when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted by the separate balance sheet date.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

2.24 Dividend distribution

Dividend distribution to the owners of the Company is recognised as a liability in the Company's separate financial statements in the period in which the dividends are approved by the Company's General Assembly of Shareholders.

2.25 Related parties

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

3 CASH AND CASH EQUIVALENTS

	2015 VND	2014 VND
Cash on hand	775,969	27,056,814
Cash at banks	2,396,776,137	11,331,731,708
	2,397,552,106	11,358,788,522

4 SHORT-TERM TRADE ACCOUNTS RECEIVABLE

	2015 VND	2014 VND
Trade accounts receivable - third parties	11,700,080,173	21,892,690,311
Including:		
- The Southern Network Center (VMS)	*8,711,610,754*	*8,120,563,974*
- The Center Network Center (VMS3)	*623,440,131*	*7,664,625,227*
- 55 Co.,Ltd.	*1,800,000,000*	*4,578,358,743*
- Others	*565,029,288*	*1,529,142,367*
Trade accounts receivable - related parties (Note 27(b))	1,299,062,840	-
	12,999,143,013	21,892,690,311

5 PREPAID EXPENSES

(a) Short-term prepaid expenses

	2015 VND	2014 VND
Land rental for BTS	5,018,677,433	4,938,592,326
Others	295,283,824	93,047,409
	5,313,961,257	5,031,639,735

(b) Long-term prepaid expenses

	2015 VND	2014 VND
Tools and equipment	2,752,546,791	1,304,234,542
Arrangement fee and other expenses relating to the Maybank loan (Note 14(b))	2,811,656,208	3,173,648,334
Overhaul	7,814,631,496	4,324,839,000
Others	611,337,315	1,461,956,623
	13,990,171,810	10,264,678,499

6 OTHER CURRENT ASSETS

	2015 VND	2014 VND
Security deposit for acquiring subsidiary (*)	-	42,000,000,000
Others	-	107,366,833
	-	42,107,366,833

(*) As at 31 December 2014, the Company was in the progress of acquiring Vien Tin JSC. The amount of VND 42,000,000,000 is a guarantee deposit for the acquisition. The Company completed the acquisition in March 2015.

7 FIXED ASSETS

(a) Tangible fixed assets

	Machinery and equipment VND	Motor vehicles VND	Office equipment VND	Total VND
Historical cost				
At 1 January 2015	9,751,096,181	784,289,091	34,818,182	10,570,203,454
New purchases	4,331,800,000	-	-	4,331,800,000
At 31 December 2015	14,082,896,181	784,289,091	34,818,182	14,902,003,454
Accumulated depreciation				
At 1 January 2015	1,829,163,228	563,796,247	34,818,182	2,427,777,657
Charge for the year	1,926,070,517	130,714,848	-	2,056,785,365
At 31 December 2015	3,755,233,745	694,511,095	34,818,182	4,484,563,022
Net book value				
At 1 January 2015	7,921,932,953	220,492,844	-	8,142,425,797
At 31 December 2015	10,327,662,436	89,777,996	-	10,417,440,432

Historical cost of fully amortised tangible fixed assets as at 31 December 2015 was VND 34,818,182 (2014: VND 34,818,182).

(b) Intangible fixed assets

	Software VND
Historical cost	
At 1 January 2015	262,470,000
At 31 December 2015	262,470,000
Accumulated amortisation	
At 1 January 2015	213,488,449
Charge for the year	38,981,548
At 31 December 2015	252,469,997
Net book value	
At 1 January 2015	48,981,551
At 31 December 2015	10,000,003

Historical cost of fully amortised intangible fixed assets as at 31 December 2015 was VND 222,470,000 (2014: nil).

8 INVESTMENT PROPERTIES

	Base Transceiver Stations (BTS) VND
Historical cost	
At 1 January 2015	328,433,968,681
Additions during the year	743,030,000
Write-off during the year	(313,763,638)
At 31 December 2015	328,863,235,043
Accumulated depreciation	
At 1 January 2015	187,541,560,375
Charge for the year	33,151,133,049
Write-off during the year	(186,597,081)
At 31 December 2015	220,506,096,343
Net book value	
At 1 January 2015	140,892,408,306
At 31 December 2015	108,357,138,700

As at 31 December 2015, the Company's BTS were being mortgaged for the loan with Maybank International Labuan Branch (Note 14(b)).

9 INVESTMENTS IN SUBSIDIARIES

	2015 VND	2014 VND
Investments in subsidiaries		
- T&A Co., Ltd.	102,595,530,315	102,595,530,315
- Southern Star Telecommunication Equipment JSC.	238,283,933,752	237,935,498,647
- Vietnam Data and Aerial System Co., Ltd. (VINADAS)	-	-
- Vien Tin JSC	205,970,291,292	-
	546,849,755,359	340,531,028,962

9 INVESTMENTS IN SUBSIDIARIES

- T&A Co., Ltd. is a limited liability company established in SR Vietnam pursuant to Investment Certificate No. 011043002128 dated 14 October 2013 issued by People's Committee of Hanoi City. The charter capital of the subsidiary is VND 80,000,000,000. VNC-55 holds 100% of the subsidiary's charter capital. The principal business activity of the subsidiary is to lease BTS to telecommunication operators in Vietnam.

- Southern Star Telecommunication Equipment JSC., previously Southern Star Telecommunication Equipment Co., Ltd., is established in SR Vietnam pursuant to Business Registration Certificate No. 0305082818 issued by the Planning and Investment Department of Ho Chi Minh City on 13 July 2007. The registered share capital of the subsidiary is VND 34,000,000,000. VNC-55 holds 70% of the subsidiary's share capital. The principal business activity of the subsidiary is to lease IBS ("In-Building System") to telecommunication operators in Vietnam.

- Vietnam Data and Aerial System Co., Ltd. (VINADAS) is a limited company established in SR Vietnam pursuant to Investment Certificate No. 321043000231 dated 29 August 2014 issued by People's Committee of Da Nang City. The registered charter capital of the subsidiary is VND 50,000,000,000. As at 31 December 2015, the Company has not contributed capital to this subsidiary.

- Vien Tin JSC. is established in SR Vietnam pursuant to Business Registration Certificate No. 0101360048 issued by Hanoi Department of Planning and Development on 23 April 2003. The registered share capital of the subsidiary is VND 150,000,000,000. VNC-55 acquired the subsidiary in 2015 and holds 75% of the subsidiary's share capital. The principal business activity of the subsidiary is to lease IBS ("In-building System") to telecommunication operators in Vietnam.

10 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same taxation authority. The year-end balance of deferred tax is as follows:

	2015 VND	2014 VND
Deferred tax assets:		
Deferred tax asset to be recovered within 12 months	74,253,510	509,483,638

The movement in the deferred income tax is as follows:

	2015 VND	2014 VND
Beginning of year	509,483,638	827,434,104
Separate income statement charge (Note 26)	(435,230,128)	(317,950,466)
End of year	74,253,510	509,483,638

11 TAXES AND OTHER PAYABLES TO THE STATE BUDGET

	2015 VND	2014 VND
Value Added Tax	875,679,372	3,039,430,192
Others	74,999,294	27,126,938
	950,678,666	3,066,557,130

12 SHORT-TERM UNEARNED REVENUE

	2015 VND	2014 VND
Unearned revenue from BTS leasing	989,082,031	6,372,793,764

13 OTHER SHORT-TERM PAYABLES

	2015 VND	2014 VND
Payable in relation with subsidiary acquisition	3,975,233,108	11,500,000,000
Interest and rental proceeds payable to related parties (Note 27(b))	878,558,278	200,000,000
Others	124,946,258	1,038,250,844
	4,978,737,644	12,738,250,844

14 BORROWINGS

(a) Short-term borrowings

	2015 VND	2014 VND
Short-term loans from related parties (Note 27(b)) (*)	4,000,000,000	23,900,000,000
Current portion of long-term bank loan (Note 14(b))	78,890,090,160	36,738,281,250
	82,890,090,160	60,638,281,250

(*) Detail of short-term loans from related parties as at 31 December 2015 was as follows:

Lender	Year-end balance	Interest % per annum	Maturity date
- Truong Loc Telecommunication Trading & Service JSC.	4,000,000,000	5%	1-Dec-16