

VIETNAM RUBBER GROUP (VNRG) – IPO NOTE

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IPO information

IPO Date	Feb 02, 2018
Price (VND/share)	13,000
Shares offered (mn shares)	475
% of current outstanding shares	11.9%
Structure	Primary and secondary

Key statistics

Market cap @ initial price(VNDbn)	52,000
2017 EPS (VND)	923
2017 ROE	6.2%
2017 P/E (*)	14.1x
2017 P/B (*)	3.1x

(*) Calculated based on IPO starting price

Ownership after IPO

Public	2.5%
Strategic investors	21.2%
ESOP	1.2%
Government stake	75.0%

VNRG, the largest rubber plantation operator in Vietnam, held its IPO auction on February 2nd, 2018. The company's solid core operations will support earnings growth in the future. The IPO valuation was not cheap enough to draw the attention of a local strategic investor or the public, and there will not be any foreign investors in the post-IPO divestment. However, we are looking for a more detailed development plan on around 10k ha of "repurposed" land in highly valuable locations, which could improve VNRG's current poor asset turnover relative to its peer group; this could be a positive price catalyst when announced.

VNRG has a huge land bank, but lacks an execution plan. VNRG is now in possession (through long-term leases) of nearly 520k ha of land, including a 68k ha parcel located in the most active industrial area of the country (Binh Duong, Dong Nai) of which 6,000 ha is already developed as industrial park area in Dong Nai and Binh Duong province; 4,000 ha of this is already under operation with around 70% blended occupancy rates; the remaining undeveloped land bank could be highly valuable for future project development.

The company's young plantation ensures that it will have strong volume growth in the future despite no acreage expansion. Half of VNRG's rubber plantation profile consists of pre-mature fields (40% of total plantations). Most of these plantations will be ready for tapping during 2018-2020, which should drive a 15% CAGR in volume over this period. The total plantation could be capped by the government's nationwide plantation zoning system. Therefore, VNRG will not be able to achieve further volume growth by expanding its acreage.

The company is targeting a 31% CAGR in earnings between 2018-2020, which we believe is achievable. Despite the expectation for moderate growth in rubber prices over the period (5-10%/annum), VNRG can still deliver its targeted 23% CAGR in revenue thanks to strong volume growth. Furthermore, disposable income from its aged rubber fields will contribute to its bottom line, which will be supported by continued favorable rubber wood prices.

The specter of hidden liabilities from past investment failures has been lifted. VNRG has declared its divestment plan for non-core assets, although the amount of financial income that it will generate through these sales is still unclear. It has also now fully explained the core-businesses capital injection and intercompany transactions worth a total of over VND5trl and therefore there are no major obligations to the state in the future. This should alleviate concerns over potential irregularities in past capital allocation decisions, which could have invited regulatory scrutiny and consequent penalties, and consequently tarnished management's image.

Poor IPO performance may hamper efforts to bring in strategic investors. The starting auction price does not appear attractive, equating to a FY18 forward P/E of 9.0x, versus the sector average of 8.6x. The IPO auction closed with registered bids equal to only 21% of the total offer size. The average successful bid price was VND13,011/share with 100.8mn shares matched. The remaining 374.3mn shares will be dumped into a strategic package. It is doubtful that this strategic package will receive interest from the market, as foreign investors will not be allowed to join this round.

COMPANY PROFILE

Complex and sprawling structure has compromised quality of capital allocation

Vietnam Rubber Group (VNRG) was founded in October 2006, and is solely owned by the state of Vietnam and under control of the Ministry of Agriculture and Rural development (MARD). Since its commencement, VNRG has focused on not only rubber plantations and latex production, but has also been extending its activities into rubber products, industrial property, industrial wood and wooden furniture. The company generated substantial cash flow during 2009-2012 due to favorable rubber prices, and some of its cash-rich member companies recklessly dumped their money into other risky sectors outside of its core operations, such as hydropower and tourism. These have now become a dead-weight on the group's profitability due to their inefficient operations and poor earnings.

Complex and sprawling subsidiary structure. The group has been following a centralized business structure, in which the parent company became a shell corporation which has absolute control over critical decisions regarding both financial and operating issues in its subsidiaries. VNRG now directly watches over 104 subsidiaries and ten other associate companies. A major portion of its 88% owner's equity comes from its 67 rubber companies, and the rest from the other 12 segments. The massive entity structure is difficult to monitor and constrains its members' operating flexibility. This also caused a number of noticeable investment failures.

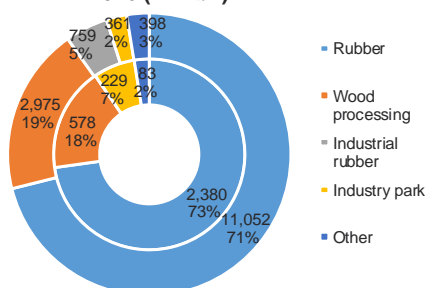
OPERATION AND EARNINGS TARGETS

Rubber is still the key to the company's future

Earnings still largely depend on the price of rubber. Rubber plantations account for 71% of VNRG's revenue and 73% of its earnings, which results in the company having significant exposure to widely fluctuating rubber prices. Vietnamese rubber producers have no pricing power due to limited scale relative to leading global players (the top three producing countries account for ~70% of the global output). Therefore, VNRG is completely exposed to rubber spot price movements. The price of rubber has declined by 17% on average per year from 2013 to 2016, which mainly explained the 13% decline in EBT (CAGR), despite 2% sales volume CAGR realized during this period. We focus on the internal tapping volume rather than total volume, as the traded latex volume has very limited impact on earnings due to very low gross margins (1-2%).

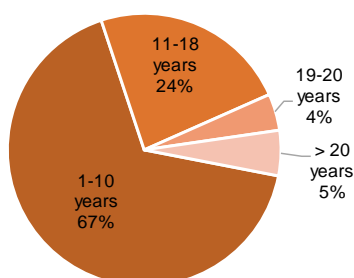
There is not much room for plantation expansion, but total tapping area is still very adequate. VNRG manages nearly 410k hectares of rubber plantation area, which includes a 115k hectare rubber field in Cambodia and Laos. As of the end of 2016, less than 40% of the total plantation acreage. The remaining premature field area was mostly attributed to off-shore projects for new rubber plantations and replanting fields in Vietnam. Most of the rubber fields outside of Vietnam were planted between 2007-2013, which will help VNRG to increase its output during 2014-2020 after 6-7 years of young tree cultivation. This lends credence to management's projections for 15% annual rubber volume growth during 2018-2020. Future expansion of plantation area is capped due to the following factors: 1) The group is reaching the master plan limit for its rubber area in Vietnam; 2) Laos and Cambodia will not provide much additional land

Figure 1: Revenue (outside) & EAT (inside) mix in FY2016 (VNDbn)



Source: VNDIRECT, VNRG

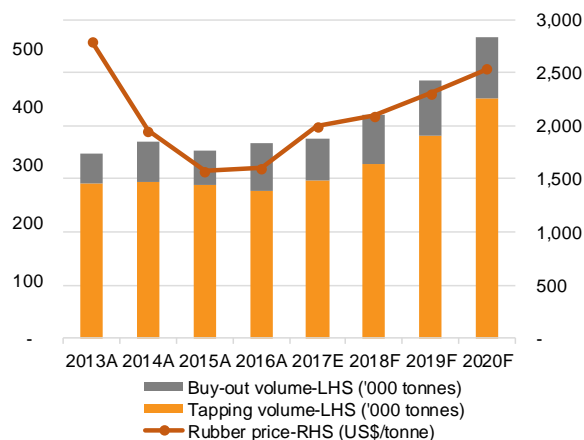
Figure 2: Rubber area by tapping age



Source: VNDIRECT, VNRG

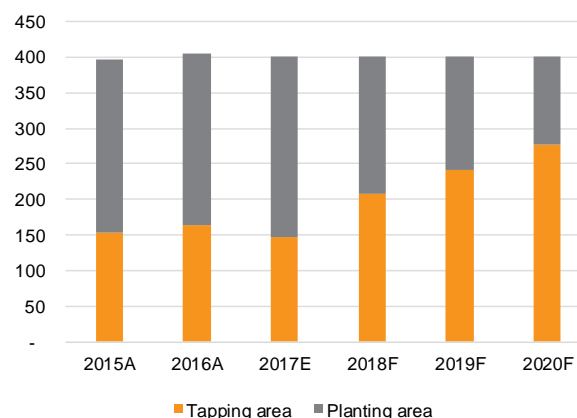
for new plantations, based on information disclosed by other rubber companies.

Figure 3: Latex volume and rubber prices: past and targeted



Source: VNDIRECT, VNRG

Figure 4: Rubber field area ('000 ha)

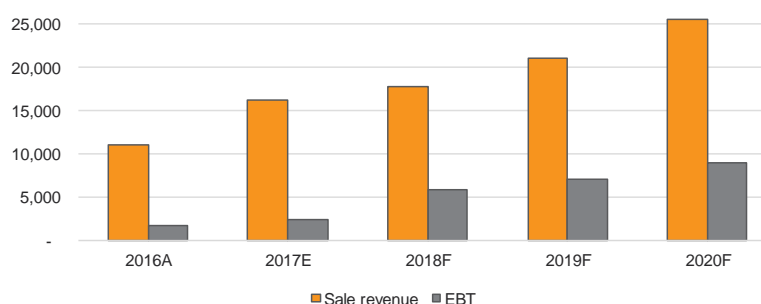


Source: VNDIRECT, VNRG

The company's huge plantation carries huge potential for future rubber wood disposals. According to VNRG's IPO prospectus, the group expects 12 - 14k ha of aged rubber plantation liquidation per annum. Rubber wood is seeing strong demand due to the abundance of wooden furniture producers in the region. We have seen the disposed wood price surge by 60-90% to around VND200 - 250mn/ha for several listed rubber companies, depending on the location and the field density; this translates to VND2,400 - 2,800bn of annual contribution to VNRG's bottom line based on its disposal plan (equivalent to around 30-40% of total targeted earnings). This is likely linked to the strong demand for wood feedstock from newly launched domestic wooden fiber panel factories, as well as the impact of the logging ban in China which has crimped regional timber supply.

Rubber price and tapping volume will fuel earnings growth. As we believe that there will be a long-term global rubber supply deficit for the next 5 years, rubber prices may see steady growth of 10%/year over the period. VNRG could therefore realize ~25% tapping rubber revenue, based on the aforementioned volume growth targets. However, VNRG is conservative for its rubber sales growth targets, only projecting 10% growth for FY18. This indicates their view that the price of rubber will remain flat in the next year, while volumes will increase. VNRG is aiming for 26% rubber EAT growth in FY18, significantly helped by rubber wood disposals. The group also expects EAT to grow by 19% and 28% in FY19 and FY20, respectively.

Figure 5: Rubber segment performance: actual and targets (VNDbn)



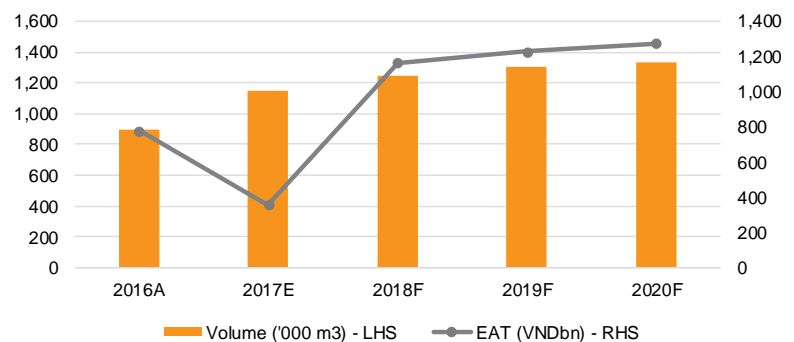
Source: VNDIRECT, VNRG

Tax incentives for overseas projects are still unclear. The company's preferential tax rate on rubber plantation earnings is 15%, but this may be reduced to 10% for specified areas in Vietnam. As seen from the case of DRI, most rubber projects in Laos and Cambodia have not yet delivered a profit, and do not have an incurred tax obligation to the Vietnamese tax office. We expect that there will be official guidance for these projects this year to clarify whether or not these projects will have the same tax policy as applied to projects in Vietnam.

Wood processing is emerging into a growth engine

We are optimistic about the prospects of the timber industry, which could strongly support both disposal earnings and its wood fiber panel (MDF) factories' performance; this is expected to generate VND1,100 - 1,300bn EAT per annum and become the group's second earnings contributor in the next 3 years. The total processing capacity is now 720k m³/year fulfilling 52% of the estimated domestic MDF demand in 2016. VNRG also believes that there will be 10-15% growth in demand for this product in the next 3 years, but is also concerned about the supply surge from imported MDF from Malaysia and Thailand. VNRG also plans to expand its raw material supply through its own forestry plantations, which will cost around VND286.6bn for the whole planting period (4 - 5 years) over 389.8 ha of planted area. The Melaleuca plantation area in Kieng Giang province will supply input materials for its MDF factories nearby once internal rubber wood generation from disposals likely runs out after 2020.

Figure 6: Wood processing volume and earnings: actual and targets



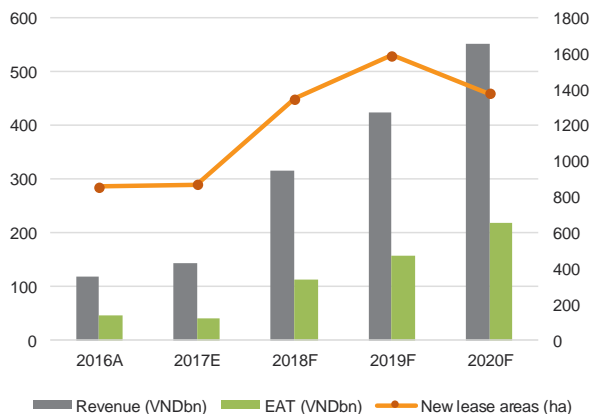
Source: VNDIRECT, VNRG

Industrial Park (IP) segment is still small but seeing strong demand; accounting changes could bring an earnings windfall in the next few years

VNRG is running 13 IP projects on a 6,000 ha area, including 2,000 ha of new projects announced recently. Most of the existing projects are located in satellite provinces around HCM city such as Binh Duong, Dong Nai, and Tay Ninh province. The group estimated their average occupancy at 60%, but some projects in Binh Duong and Dong Nai are showing healthier occupancy rates above 70%. Jones Lang La Salle (JLL)'s 4Q17 report also pointed out that the IP vacancy was tight in these areas (Figure 8) given strong and fast growing demand mostly from FDI flow which should ensure good absorption of VNRG's upcoming IP projects. The group's leasing price is now US\$60-65/m² for the whole term (50 years) and this will keep increasing (CBRE, JLL). The group is booking rental and earnings on a recurring, periodic basis, while mostly collecting prepayment for the full lease term. It plans to switch into a onetime upfront revenue recognition for the entire

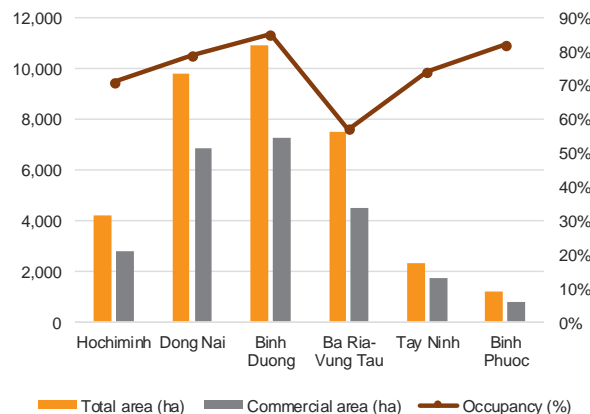
lease term in the next period. This will help improve transparency around lease terms but will also increase earnings volatility in the future.

Figure 7: Industrial park performance: past and targets



Source: VNDIRECT, VNRG

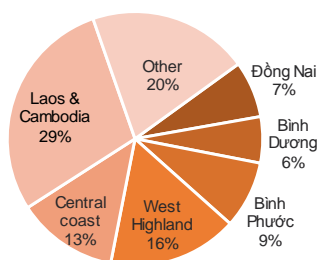
Figure 8: Industrial park performance 4Q 2017



Source: VNDIRECT, JLL

Colossal land bank and post-IPO land recall plan could contain hidden catalysts for a re-rating

Figure 9: Share of land bank by location



Source: VNDIRECT, VNRG

VNRG is monitoring more than a 500k ha land bank including 115k ha of rubber fields in Laos and Cambodia, making it one of the biggest land holders in Vietnam along with Becamex (IJC VN) and HAG (HAG VN). However, the large share of plantation land carries less profit potential compared to the non-agri land bank. VNRG’s IP area is just 9% of the total 68,000 ha land area located in Binh Duong and Dong Nai. That being said, this land has very strong potential for the development of both residential and infrastructure projects.

The group may restructure its land bank to transfer or repurpose the land for infrastructure development. Specifically, a 27,940 ha land area will be returned to the local authorities, causing the group’s total land bank to shrink by 5% to reach 491k ha. Per the details of the land recall schedule, there will be some valuable portions of this recalled land area such as a 10,000 ha land parcel in Dong Nai, which could generate significant compensation for the group in the future. PHR’s disclosure that the compensation for rubber land in Binh Duong is around VND1bn/ha provides a price reference or benchmark that can be applied for VNRG’s land in Dong Nai, but this has not yet been confirmed by VNRG.

The reorganization of its subsidiaries and divestment of non-core assets could improve investor sentiment on the company

VNRG attracted a lot of attention due to the state’s requirement to divest its non-core activities and other investments identified in a state inspection in 2014. The inspection results also pointed out a total of VND8,367bn value from inappropriate investments and financial practices in the period of 2006-2011. Because of this, VNRG was required to report back to the prime minister for clarification or resolution. The details of this amount are below:

- 1) VND5,000bn of unreported capital injection into its solely owned subsidiaries, which has been approved and included into the company’s IPO valuation with no further action requested.

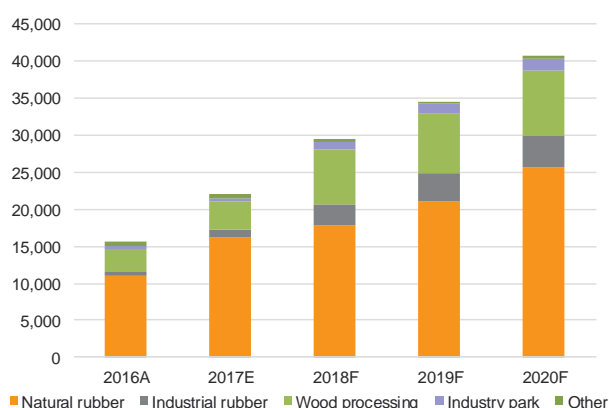
- 2) VND1,656bn of non-core investments: VNRG plans to clear ~VND1000bn in hydro-power projects and expects a consideration of VND1,400bn within this year and after its IPO. The remaining will be executed within 2019-2020.
- 3) VND645bn of bad-debt was handed over to VAMC and excluded from VNRG's book value.
- 4) The remaining amount mostly related to internal transactions and tax issues, which have been declared and approved by the state.

We believe that this investigation damaged management's image and could have been partly responsible for the weak IPO demand. However, more clarity and an imminent clean-up should lift some of this negative sentiment in coming years.

2017 earnings growth estimated to be robust

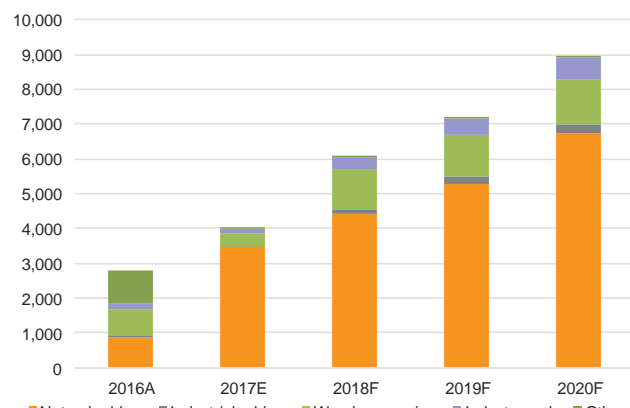
Based on VNRG's estimates, the company's FY17 revenue may touch VND22,000bn (+42%) due to the major support from the rubber price recovery in the beginning of last year. The company's bottom line is also estimated at VND4,000bn for FY17, surging 43%. The company's management also attributed part of the earnings surge to the 60-70% increase in the rubber wood price, which helped the group to increase its rubber field disposal proceeds last year. Based on its announced business plan for 2018-2020, the company's topline should grow at a 23% CAGR and its earnings should rise at a 31% CAGR over the period. This heady growth would largely be driven by the rubber segment, which we expect to improve in both volume and ASP terms as mentioned earlier. From our observations, most of the listed rubber companies usually commit to their annual volume target in normal planting conditions and there is rarely too much variance between actual performance and targets. Given the conservative ASP assumptions inherence in management's outlook, we believe VNRG will likely be able to deliver what they promised to the public and strategic investors.

Figure 10: Revenue by business segment (VNDbn)



Source: VNDIRECT, VNRG

Figure 11: Earnings after tax segment (VNDbn)



Source: VNDIRECT, VNRG

Note: The industrial park revenue and earnings plans do not factor in the proposed change in the revenue and earnings recognition policy

IPO results and initial divestment plan

VNRG issued 120mn shares to increase its charter capital from VND38,803bn to VND40,000bn. The IPO will help the group to fund its development plan for its core operations in 2018-2020, which requires more than VND5,800bn in capital investment. The state divestment will be a 2-stage process of which phase 1 has already been completed:

- 1) On the 2nd of Feb 2018, 100.8mn primary shares (21% of total offer) were publicly sold to investors at an average matching price of VND13,011/share. The remaining 375mn shares will be re-allocated to the strategic package in order to finally reduce the state holding to 75%. The weak demand from public investors was widely attributed to the absence of foreign investors in the next divestment stage. The stock will initially be listed on UPCOM in the next two months before moving to the mainboard.
- 2) After the auction, the combination of 475.1mn shares and unsold shares in the IPO will be offered to strategic investors, which are required to be a domestic investors with a minimum of VND5,000bn in the prior year's charter capital, positive EAT in the last 3 years and positive retained earnings; or at least VND1,000bn of the prior year's charter capital, positive EAT in the last 3 years, positive retained earnings and operations in similar business segments. The shares offered to strategic investors will be locked up for 5 years from the IPO date. The last package of 50mn shares (1.2% holdings) will be offered to laborers, contractual farmers, and labor unions, with an offering price that is 60% of the lowest matched bidding price or 60% of the matched price of the strategic investor package.

Figure 12: Tentative IPO & divestment plan

Pre IPO			Post IPO			Post strategic divestment		
Shareholder	No. of Share (mn share)	Ownership	Shareholder	No. of Share (mn share)	Ownership	Shareholder	No. of Share (mn share)	Ownership
State	4,000.0	100.0%	State	3,899.2	97.5%	State	3,000.0	75.0%
			Public	100.8	2.5%	Public	100.8	2.5%
						Labour	48.6	1.2%
						Contractual farmer	0.3	0.0%
						Labour Union	0.8	0.0%
						Strategic investor	849.5	21.2%
Total	4,000.0	100.0%		4,000.0	100.0%		4,000.0	100.0%

Source: VNDIRECT, VNRG

If the public package or the last package are not fully sold, the unsold shares will be offered to a strategic investor to keep the state holdings at 75%. All of the shares will be listed on UPCOM first and it will then take 2-3 months to move to the mainboard, once all the listing requirements are satisfied.

Investment thesis

VNRG's premature rubber fields should help ensure 15% volume growth in the long-term, while we forecast that the price of rubber will stay strong for the next 4 years. We also like the prospects created by rubber wood disposals since rubber wood prices have been soaring this year; we believe that this type of wood will be in demand in the long-term, providing sustained price support. The compensation from the land recall by the authorities constitutes substantial upside but is unquantifiable at the present. Based on the company's earnings target and the starting IPO price, the FY18 forward PE works out to 9.0x,

slightly above its local peers, however did reflect the long-term growth or any potential benefit discussed above. Solely based on its performance, VNRG does not look attractive at the price of VND13,000/share in mid-term, and the high possibility of an unsuccessful strategic divestment creates some uncertainty in post-listing liquidity of the stock. If the strategic divestment fail, the offer would be closed and the state will sell their stake directly in the stock exchange. Therefore, we advocate keeping an eye on the company but waiting until the company is listed before making an investment decision.

Figure 13: Peer valuation

Company	Country	Market Cap (US\$mn)	TTM NPAT growth	TTM EPS growth	ROA	ROE	D/E (x)	TTM P/E (x)	P/B (x)
PHR VN	Vietnam	165.2	32.5%	30.6%	6.2%	12.4%	28.5%	13.4	1.7
DPR VN	Vietnam	75.1	179.6%	179.7%	4.5%	11.4%	8.3%	6.4	0.8
RTB VN	Vietnam	42.6	66.5%	N/A	3.8%	9.2%	25.7%	10.8	0.9
DRI VN	Vietnam	39.3	N/A	N/A	N/A	N/A	45.7%	5.3	1.2
TRC VN	Vietnam	39.0	104.4%	104.3%	4.1%	7.5%	9.9%	6.2	0.6
TNC VN	Vietnam	10.7	19.5%	19.4%	8.1%	8.6%	0.0%	9.1	0.8
BRC VN	Vietnam	5.7	-31.0%	-23.0%	7.8%	10.5%	18.5%	8.6	0.7
Peer average		53.9	61.9%	62.2%	5.7%	9.9%	19.5%	8.6	1.0
Peer Median		39.3	49.5%	30.6%	5.3%	9.9%	18.5%	8.6	0.8
VNRG (*)	Vietnam	2,290.7	43.0%	43.0%	3.6%	6.2%	54.4%	14.1	3.1

(*) All VNRG pricing information is based on IPO starting price of VND13,000/share

Pricing information for all other tickers are based on closing prices as of 28th January, 2018

Source: Bloomberg, VNDirect

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- Hold The stock's total return is expected to be between negative 10% and positive 15% over the next 12 months.
- Reduce The stock's total return is expected to fall below negative 10% over the next 12 months.

The total expected return of a stock is defined as the sum of the:(i) percentage difference between the target price and the current price and (ii) the forward net dividend yields of the stock. Stock price targets have an investment horizon of 12 months.

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Definition:

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- Neutral A Neutral rating means stocks in the sector have, on a market cap-weighted basis, a neutral absolute recommendation.
- Underweight An Underweight rating means stocks in the sector have, on a market cap-weighted basis, a negative absolute recommendation.

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- Neutral A Neutral rating means investors should be positioned with a neutral weight in this country relative to benchmark.
- Underweight An Underweight rating means investors should be positioned with a below-market weight in this country relative to benchmark.

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