

INFORMATION OBLIGATIONS OF PRIVATE PLACEMENT CORPORATE BOND ISSUERS

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The obligation of companies issuing private bonds to disclose information spans the entire bond issuance process, from the initial preparation of bond offering documents to the sale and issuance of bonds, continuing through the bond's tenure until maturity or early redemption. These obligations are regulated under Decree No. 153/2020/NĐ-CP dated December 31, 2020, and amended by Decree No. 65/2022/ND-CP and Decree No. 08/2023/ND-CP governing private bond offerings in the domestic market and international corporate bond sales (collectively "**Decree 153**"). Though there have yet to be any conditions on the disclosure language, expectedly, in the near future, a new rule in this respect will be issued in alignment with the recent circular on disclosure of information on the securities market.

1. Pre-Issuance Disclosure

At least one (01) business day before the issuance, the issuer must notify registered investors and submit disclosure documents to the Stock Exchange ("**SE**")¹. Permissible methods of disclosure pursuant to Article 6 Circular No. 122/2020/TT-BTC dated December 31, 2020 providing guidance on information disclosure and reporting prescribed in Decree 153 ("**Circular 122**"), including:

- (i) Paper documents;
- (ii) Electronic documents;
- (iii) Information posted on the websites of issuers;

¹ Article 19 of Decree 153

Disclaimer:

The article cannot and does not contain any legal advice. The information is provided for general informational purposes only and is not a substitute for professional advice.

Accordingly, before taking any actions based upon such information, I encourage you to consult with the appropriate professionals. The use or reliance of any information contained in this article is solely at your own risk.

(iv) Information posted on the Corporate Bond Information Webpage of the Hanoi Stock Exchange (“**HNX**”)².

The disclosure content, as specified in Appendix I attached to Circular 122, includes:

(v) A summary of information on the bond issuance, covering: Company information; Bond issuance details;

(vi) Detailed information on the bond issuance, covering: Information about key individuals responsible for disclosure; Company information; Details on the bond issuance; Plans for using the proceeds from the bond issuance and for repaying principal and interest to investors; Involved entities; Potential risks associated with the bond issuance³.

In cases where the issuer discloses information on the HNX Corporate Bond Information Webpage (“**Webpage**”) (as per Point (d), Clause 1, Article 6 of Circular 122), additional information is required, including the decision to appoint the legal representative and chief accountant of the company. This must be consistent with the documents in the information disclosure dossier submitted prior to the issuance.

2. Post-Issuance Disclosure of Bond Offering Results

No later than five (05) business days after completing the bond issuance, the issuer must inform investors and submit a disclosure of results to the SE⁴. This disclosure must include the following information, as specified in Annex II of Circular 122:

(i) Issuer information;

(ii) Details of the bond offering results;

² As prescribed in Article 32 of Decree 153

³ Article 5 of Operation Regulations for the HNX Webpage issued in conjunction with Decision No. 14/QĐ-SGDVN dated October 19, 2021, by the General Director of the Vietnam SE (“Operation Regulations”)

⁴ Article 20 of Decree 153

- (iii) Investor list; and
- (iv) Related parties involved in the issuance.

In case the issuer discloses the information by posting it on the HNX Webpage, the information must meet the additional requirements outlined in Annex III of the Operation Regulations⁵.

3. Periodic Disclosure During Bond Tenure⁶

Issuers must provide semi-annual and annual disclosures to both bond investors and the SE until the bond reaches maturity. These periodic reports should include:

- (i) Financial statements (semi-annual and annual) that are audited or reviewed, depending on availability;
- (ii) Financial information as per the prescribed template;
- (iii) Reports on bond principal and interest payments;
- (iv) Utilization reports of bond proceeds; and
- (v) Compliance status reports concerning issuer obligations to bondholders, with additional requirements for green bonds.

4. Extraordinary Disclosure of Significant Events⁷

Issuers must report within 24 hours any significant events that could impact bond repayment ability, including:

- (i) Suspension or alteration of business operations;
- (ii) Changes affecting previously disclosed bond conditions;
- (iii) Mandatory early redemption; or
- (iv) Regulatory or legal penalties.

5. Disclosure for Bond Conversion to Equity or Warrants⁸

⁵ Article 6 of Operation Regulations

⁶ Article 21 of Decree 153

⁷ Article 22 of Decree 153

⁸ Article 23 of Decree 153

Within five (05) business days after completing the bond conversion to shares or exercising warrant rights, the issuer must report to the SE using specified templates. The SE aggregates and discloses this information to the Webpage.

6. Early Redemption or Bond Swap Disclosure⁹

Ten (10) days before executing early redemption or bond swapping, the issuer must notify bondholders and the SE of terms and conditions, volume, and procedures. After completion, the issuer must report to the relevant authority within ten days and submit information for publication on the Webpage.

The SE monitors all submitted data for consistent, timely disclosure on its bond portal and reports periodically or as required to the SSC regarding bond issuance activities.

⁹ Article 23 of Decree 153