

**Names of Newspapers:** Financial Tribune, Donya-e-eqtesad, Etemad

**Publishing Dates:** First Announcement (May 17, 2015), Second Announcement (May 24, 2015)

**Iranian Privatization Organization (IPO)**

### **"Block Offering of Shares and Properties"**

By virtue of assignments envisioned in "The law of the Enforcing of General Policies of Article 44 of the Constitution", its relevant rules and regulations, and approvals of the Divesture Board, hereinafter the Board, the Iranian Privatization Organization, hereinafter the Organization, intends to transfer stocks/assets of the following enterprises with the terms and conditions as mentioned in this advertisement.

Shares transfer																	
No.	Name of Enterprise	Stock Transferring Method	Size of Enterprise	Capital Million IRR	No. of Shares (Properties) Presentable - in million			Block Size %	Base Value of Transferrable Shares		Deposit amount (IRR)	Sales Conditions			Shareholders	Field of activity of enterprise	Trading date/ Tender opening session
					Block	Employees	Total		Each Stock (IRR)	Total (IRR)		Cash down payment percentage	Installment duration (year)	Deadline for cash payment (business day)			
1	Ghaemshahr Textile Spinning & Weaving Co.	Tender	Average	5/243	4,584	241	4,825	92/03	86,824,833	418,929,819,225	12,567,894,577	10	8 stepwise	20	IDRO (92/03%), Mr. Seyed Mohammad Hadi Hashemi Nasab. (6/87%), Other Shareholders (1/1%)	Spinning, weaving, designing, dyeing & etc.	June 08, 2015
2	Offshore Industries Co.	Tender	Average	370,625	6,092	320	6,412	8/65	57,579,656	369,200,754,272	11,076,022,628	10	6	20	IDRO (8/65%) - Darya FanQeshm Industries Co-SADAF (23/55%), Other shareholders (67/8%)	Contracting, installation & launching installations & fixed/moving offshore structures	June 08, 2015
3	Fars Province Urban Development & Housing Co.	Tender	Average	18,000	8,527	448	8,975	49/87	16,884,944	151,542,372,400	4,546,271,172	30	3	20	Iranian Urban Development & Revitalization Corporation (49/87%), Shiraz Municipality (49/99%), Other shareholders (0/14%)	Desingning and construction of towns and residential units, revitalization and renovation of urbar textures, etc.	June 08, 2015

4	<b>Mehr Industry Development Entrepreneurs</b>	Tender	Small	100,000	9,500,000	500,000	10,000,000	10	381	3,810,000,000	114,300,000	In Cash		10	IDRO (10%), Hesayar Multipurpose Coöperative Co. (80%), Mine and Industry Investment Co. (10%)	Production of food and drug industries processing of agricultural and animal husbandry products	June 08, 2015
5	<b>Cheragh Danesh Development Co.</b>	Tender	Small	50,000	12,729,905	669,995	13,399,900	26/8	50	669,995,000	20,099,850	In Cash		10	IDRO (26/8%), Social Security Org. (13/2%), Other shareholders (60%)	Production and construction of a variety of light vehicles and other lights	June 08, 2015
6	<b>Iran AirTours Airline</b>	Tender	Average	72,150	6,854,250	--	6,854,250	95	49,616	340,080,468,000		40	2	20	Hesayar Multipurpose Coöperative Co. (80%), Ehya Sanayeh Khorasan (15%), Othershareholders (5%)	Conducting the domestic and international charter flights, Transporting the passengers, shipment of the postal parcels and various freights	June 08, 2015

Properties transfer													
No.	Name of Properties	Transferring Method	Owner	Details of Properties	Area (m <sup>2</sup> )	Usage	Address	Total Base Value (IRR)	Deposit amount (IRR)	Sales Conditions			Trading date/ Tender opening session
										Cash down payment percentage	Installation duration (year)	Deadline for cash payment (business day)	
1	<b>Real States belonging to Iran East Iron Ore Co.</b>	Tender	Iranian Mines & Mining Industries Development & Renovation Org. (IMIDRO)	The exploitation right of land	434/55	--	No.377- between Koohsangi 19 & 21- Koohsangi St., Mashhad City	39,110,000,000	1,173,300,000	50	1	20	June 08, 2015
				Administrative Building	715	Business							
2	<b>Joonaghan Industrial Slaughterhouse (Chaharmahal Bakhtiyari)</b>	Tender	State Livestock Affairs Support Co.	Land to the registered plate No. 463/598/814, building and landscaping industrial section of the Slaughterhouse and trees	410,000	Industrial	Road of Shahr-e-Kord to Joonaghan, Shahr-e-Kord, Chahar Mahal Bakhtiyari	393,006,185,000	11,790,185,550	10	7	20	June 08, 2015
				Machineries, equipments, installations and rights of the slaughterhouse	--	--							

3	<b>Fasaran Industrial Slaughterhouse</b>	Tender	State Livestock Affairs Support Co.	Land to the registered plate No. 68/635 including arid lands without plantation and water wells, occupation surplus and without permission, industrial buildings, landscaping and trees	1,514,184	Agricultural	In front of the Fasaran Village Esfahan-Naeen Road, Esfahan	201,793,720,000	6,053,811,600	10	7	20	June 08, 2015
					260,000	Industrial							
					12,521	Industrial							
					--	--							
4	<b>Mazandaran Band-e-Pey Industrial Slaughterhouse</b>	Tender	State Livestock Affairs Support Co.	Land of the Slaughterhouse	300,000	Agricultural	Khesht Rood Pey, West Band-e-Pey, Babol, Mazandaran	169,924,200,000	5,097,726,000	10	7	20	June 08, 2015
				Buildings including industrial buildings of the Slaughterhouse and etc	48,389								
				Machineries, equipments, installations and rights of the Slaughterhouse	--	--							

### 1- General Transaction Terms:

- 1.1. The abovementioned prices are shares/properties base prices. The highest bid price will be considered as the transaction price.
- 1.2. Bid envelopes will be opened at 14:00 O'clock on **Monday on June 08, 2015** at the Organization, 6th floor, and presence of bidders or their legal representatives in the session is allowed with owning identification documents and representation letter. Cash deposit for participating in the bid notice should be settled only in cash basis into SIBA Acc. No. 2170159008002 with Bank Melli Iran (BMI), Jame' Mosque Branch of Shahrak-e Ghods (Coded 1458), payable at all the branches of Bank Melli Iran (BMI). The original bank deposit receipt and completed bid proposal form should be submitted latest by the end of business hour on **Sunday on June 07, 2015** to the following address in the form of two separate envelopes inside a sealed envelope and take a receipt: **Guard Management Office, 7<sup>th</sup> Floor, No. 15, Mahestan St., Iran Zamin Ave., Phase 1, Shahrak-e Ghods, Tehran – IRAN**. Bid Proposal Form and Firm Financial Information are accessible on the website of the Organization at the following address: [www.ipa.ir](http://www.ipa.ir) (under "Tender Advertisement & Tender Forms" and "Pricing Information & Financial Statements").
- 1.3. Stock/enterprise ownership transfer will be conducted within the framework of mutual agreement. In view of the Organization, participating in bid notice and/or presence to compete in tender is meant that applicants have accepted all rules and regulations envisioned in the advertisement and internet website of the Organization. In other words, participating meant that applicants have accepted by details wholeheartedly, in which, purchasers are duty bound to observe its provisions.
- 1.4. In transactions conducted based on installments, time interval of installments from one another is set for a period of six months and the interest rate of installments is set 15%. Also equivalent of remaining amount of installments will be kept by the Organization until full payments of the installments are made. It should be noted that guarantee documents will be received from the purchaser on minimum 50% of the remaining total installments.
- 1.5. Transaction terms for purchasers of the private sector (people subject to paragraph 2 of "Instruction of Encouraging Real Private Sector for Engaging in the Privatization", Approved on February 15, 2014 by the Board, accessible on the official website of the organization, section

“Current Laws and Regulations related to Incentives and Controlled Block Shares Discounts”), including: **A-** Decreasing the sales interest rate by 3% (12 percent) **B-** Increasing the period and the total number of installments up to one-third of total installments. **C-** Stepwise repayment of installments with the gradient of 10% annual growth and with 100 sources for midterm figure of installments has been stipulated case by case at paragraph 2 of this advertisement.

- 1.6. For further information and receiving representation letter for visiting the transferable companies, applicants can refer to the Organization, 5<sup>th</sup> Floor, and/or send their request via the following fax number: +98 21 880 85622.
- 1.7. Cooperative sector will enjoy purchase priority in equal conditions in offering shares/properties via bid/negotiation notice.

## ***2. Exclusive Transaction Terms:***

- 2.1. **Ghaemshahr Textile Spinning & Weaving Company:** **1-** If the purchaser wants to establish and complete the new factory on Rostam Kala Industrial town, he may obtain the permission from IPO to sell current factory on Ghaemshahr City so that the company’s activity remain the same. **2-** In case of purchasing the shares by private sector, parts A, B and C of the above paragraph (1-5) will be applied.
- 2.2. **Offshore Industries Company:** According to paragraph A of article 12 of the Constitution of the company, shareholders of group A at General Assembly for each share have five votes and shareholders of group B for each share have 1 vote. The transferrable shares belonging to IDRO are shares of group B.
- 2.3. **Real States belonging to Iran East Iron Ore Company:** The land is Astan Quds Razavi Endowment.

## ***3. Employees Shares (If Allocated):***

Transferring maximum five percent (5%) of shares of enterprises to the managers, staff and personnel and the retired of the same enterprise will be based on the following terms and conditions:

**A:** Managers and employed staff and assignee personnel (whether official or contractual member) in enterprise subject to stock transfer and also those who assignee to other enterprises that have minimum one-year experience are eligible for the shares. Stocks will not belong to the managers and staff whom paying insurance premium or subtraction of their retirement are made from origin of mission. **B:** Employees in those companies that more than 50 percents of their capital belong to the transferable company are eligible for the shares. **C:** If there are surplus shares of enterprise after transferring shares to the mentioned individuals, the remained shares will allocate to the retired individuals of the same enterprise. Simultaneous use of advantages of voucher privatization plan (Saham Edallat) and Employee Shares is not allowed for the retired.

Employees’ shares are transferred only in the form of written request. The qualified and eligible persons should submit their request along with detailed specifications of applicants, as approved by the enterprise, Voucher privatization Plan Secretariat and Social security Organization (SSO), to the Organization maximum within 30 days as of publishing date of first advertisement.

#### ***4. Financial and Nonfinancial Incentives and Controlled Block Shares Discounts:***

Controlled block shares purchasers who embark on increasing the number of staffs and personnels of the company more than what has been registered in stock transfer document during installments period and/or if these purchasers fulfill measures such as new investment, they will be given incentives and discounts, subject of “The Instruction of the How to Exertion of Financial and Nonfinancial Incentives” and “The Instruction of the How to Receive Commitments, and Granting Discounts to the Controlled Block Shares Purchasers of State-Run Companies”.

***Further information of transferring conditions stated at “Bid Proposal Form” envisioned at internet website of the Organizaion as the following address: [www.ipo.ir](http://www.ipo.ir).***