

No: 691/2019/CV-TGD-VINGROUP

Hanoi, 1 November 2019

**DISCLOSURE OF INFORMATION ON THE ELECTRONIC
INFORMATION PORTAL OF THE STATE SECURITIES COMMISSION
AND HO CHI MINH STOCK EXCHANGE**

**To: The State Securities Commission
Ho Chi Minh Stock Exchange**

- Company's name: VINGROUP JOINT STOCK COMPANY
- Ticker symbol: VIC
- Head office address: No. 7, Bang Lang 1 Street, Vinhomes Riverside Eco-Logical Urban Area, Viet Hung Ward, Long Bien District, Hanoi
- Tel: (84 24) 3874 9999
- Fax: (84 24) 3974 8888
- The person making the disclosure of information: Mr. Nguyen Viet Quang
- Title: Vice Chairman and Chief Executive Officer

Type of information disclosed: ☐ periodic ☐ extraordinary ☒ 24-hour ☐ as requested

The content of information disclosure:

On 1 November 2019, on behalf of the Board of Directors, the Chairman of the Board of Directors (“**BOD**”) issued the Decision to approve related matters on the issuance of Ordinary Shares to convert 2018 Convertible Dividend Preference Shares of Vingroup Joint Stock Company.

This information is disclosed on the Company's website via: www.vingroup.net/en, under the Investor Relations section.

We hereby certify that the above information is true and correct and we are fully responsible before the law with regards to the information disclosed.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE
BOARD OF DIRECTORS**

Attachments:

- *Resolution of the Board of Directors of Vingroup Joint Stock Company*

PHAM NHAT VUONG

DECISION OF THE BOARD OF DIRECTORS

VINGROUP JOINT STOCK COMPANY

(Approval in principle of the issuance of Ordinary Shares to convert 2018 Convertible Dividend Preference Shares of Vingroup Joint Stock Company)

THE BOARD OF DIRECTORS

- Pursuant to the Enterprises Law 2014 and implementing regulations;
- Pursuant to the Charter of Vingroup Joint Stock Company (“**Vingroup JSC**”);
- Pursuant to Resolution of the Board of Directors (“**BOD**”) of Vingroup JSC No. 29/2018/NQ-HDQT-VINGROUP dated 25 July 2018;
- Pursuant to the Official Letter No. 5037/UBCK-QLCB of State Securities Commission of Vietnam dated 14 August 2018
- Pursuant to the Resolution of the General Meeting of Shareholders (“**GMS**”) of Vingroup JSC No. 07/2019/NQ-DHDCD-VINGROUP dated 30 October 2019 to approve the conversion of Preference Shares of Vingroup JSC into Ordinary Shares and other related matters;
- Pursuant to functions, duties, authorities of Chairman of the Board of Directors of Vingroup JSC;
- Pursuant to the status and requirements of Vingroup JSC.

DECIDED THE FOLLOWING

Article 1: Approving the issuance plan for ordinary shares (“**Ordinary Shares**”) to convert the 2018 convertible dividend preference shares of Vingroup JSC (“**Preference Shares**”) for the owner of Preference Shares (“**Issuance Plan**”) as detailed in Annex 1 of this Decision.

Article 2: Implementation

The BOD is entitled to authorize Chief Executive Officer – the legal representative of Vingroup or the person authorized by the Chief Executive Officer to implement the works relating to approved contents in this Resolution:

- (i) Implement all matters relating to the issuance of Ordinary Shares in accordance with the approved Issuance Plan;
- (ii) Other works that the Chief Executive Officer considers as necessary to implement the issuance of Ordinary Shares in accordance with the approved Issuance Plan.

Article 3: Effectiveness

This Resolution takes effect from the date of signing.

The BOD's members, Board of Management and the relevant Departments/Divisions of Vingroup JSC are responsible for the implementation of this Resolution./.

Recipients:

- As Article 3;
- For Vingroup archives.

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN OF THE BOARD OF
DIRECTORS**

PHAM NHAT VUONG

ANNEX 1 - ISSUANCE PLAN OF ORDINARY SHARES TO CONVERT CONVERTIBLE PREFERENCE SHARES OF VINGROUP JOINT STOCK COMPANY

VINGROUP JOINT STOCK COMPANY

This issuance plan (“**Issuance Plan**”) is the basis for issuance of Ordinary shares (“**Ordinary Shares**”) of Vingroup Joint Stock Company (“**Vingroup JSC**”) to convert 2018 convertible preference shares of Vingroup Joint Stock Company (“**Preference Shares**”) for the owner of Preference Shares in accordance with the Issuance Plan of Preference Shares as approved in the Resolution of the Board of Directors of Vingroup JSC No. 29/2018/NQ-HDQT-VINGROUP dated 25 July 2018, and approved by State Securities Commission of Vietnam (“SSC”) in the Official Letter No. 5037/UBCK-QLCB dated 14 August 2018.

I. Legal Basis

- Pursuant to Law on Enterprise No. 68/2014/QH 13 dated 26 November 2014;
- Pursuant to Law on Securities No. 70/2006/QH 11 dated 29 June 2006;
- Pursuant to Law on Securities No. 62/2010/QH 12 dated 24 November 2010 on supplementation and amendment of a number of articles of Law on Securities;
- Pursuant to Decree No. 58/2012/ND-CP of the Government dated 20 July 2012 providing details and guidance for a number of articles of Law on Securities and Law on supplementation and amendment of a number of articles of Law on Securities;
- Pursuant to Decree No. 60/2015/ND-CP of the Government dated 26 June 2015 providing details and guidance for a number of articles of Law on Securities and Law on supplementation and amendment of a number of articles of Law on Securities;
- Resolution of the Board of Directors of Vingroup JSC No. 29/2018/NQ-HDQT-VINGROUP dated 25 July 2018;
- Official Letter 5037/UBCK-QLCB of SSC dated 14 August 2018;
- Pursuant to Resolution of the General Meeting of Shareholders of Vingroup JSC No. 07/2019/NQ-DHDCD-VINGROUP dated 30 October 2018 to approve the conversion of Preference Shares of Vingroup JSC into Ordinary Shares and other related matters;
- Pursuant to Charter of Vingroup Joint Stock Company.

II. ISSUER

1. General Information of Issuer

Name of Issuer : Vingroup Joint Stock Company

Abbreviated name	:	Vingroup
Registered Charter Capital	:	VND 34,299,353,890,000
Contributed Charter Capital	:	VND 34,299,353,890,000
Head office	:	No. 7, Bang Lang 1 Street, Vinhomes Riverside Eco-Logical Urban Area, Viet Hung Ward, Long Bien District, Hanoi.
Enterprise Registration Certificate	:	No. 0103001016 dated 03 May 2002 issued by Hanoi Department of Planning and Investment as reissued with Joint Stock Company Registration Certificate No. 0101245486 dated 12 May 2010 (as amended for the 67 th on 10 June 2019)
Legal Representative	:	Mr. Nguyen Viet Quang, Chief Executive Officer

2. Main business lines: Trading of real property (Code: 6810)

III. ISSUANCE PURPOSE AND USE OF PROCEEDS

1. Purpose: Ordinary Shares to be issued to convert Preference Shares.
2. Use of proceeds:

As Vingroup will issue Ordinary Shares to convert Preference Shares for the owner of Preference Shares in accordance with the Preference Share Issuance Plan as approved in the Resolution of the Board of Directors No. 29/2018/NQ-HDQT-VINGROUP dated 25 July 2018, and approved by the State Securities Commission of Vietnam in accordance with Official Letter No. 5037/UBCK-QLCB dated 14 August 2018, there is no proceeds to be collected from the issuance. In particular, 21,661,534 Preference Shares will be converted into 22,640,167 Ordinary Shares, in which: (i) 21,661,534 Ordinary Shares will be converted from 21,661,534 Preference Shares, and (ii) 978,633 Ordinary Shares will be converted from the capital surplus from the issuance of Preference Shares.

IV. DETAILED ISSUANCE PLAN

1. **Name of shares** : Vingroup Joint Stock Company shares
2. **Type of shares** : Ordinary shares
3. **Par value** : VND 10,000 (*Ten thousand Vietnam Dong*)

- 4. Purpose** : To convert Preference Shares
- 5. Subscriber** : KEB Hana Bank as the trustee of Hanwha Vietnam Opportunity Private Fund 1, the owner of Preference Shares
- 6. Number of Preference Shares to be converted** : 21,661,534 Preference Shares
- 7. Issuance price** : VND 106,179 per shares
- 8. Convertible rate** : 1.0451784 Ordinary Shares/1 Preference Share
- 9. Number of Ordinary Shares being converted from Preference Shares** : 22,640,167 Ordinary Shares
- 10. Total par value of Ordinary Shares being converted from Preference Shares** : VND 226,401,670,000
- 11. Expected increase in charter capital** : (i) Charter capital before issuance: VND 34,299,353,890,000
(ii) Expected incremental charter capital: VND 9,786,330,000
(iii) Charter capital after the issuance of Ordinary Shares: VND 34,309,140,220,000 (Vingroup JSC is carrying out procedures to offer shares of Vingroup JSC to swap shares of Sai Dong Urban Development and Investment Joint Stock Company in accordance with Resolution 06/2019/NQ-DHDCD-VINGROUP dated 30 October 2019; after completion, the charter capital of Vingroup JSC will increase to VND 138,550,500,000, and the total expected charter capital of Vingroup JSC after completing both transactions will be VND 34,447,690,720,000)
- 12. Implementation period** : Fourth quarter in 2019
- 13. Restriction on transfer** : Ordinary Shares being converted from Preference Shares will not be subject to transfer restriction
- 14. Amendment, supplementation** : The amendment and supplementation of this Issuance Plan will be subject to decision of the Board of Directors or Chief Executive Officer (in case of being authorized by the Board of Directors)