



VINGROUP JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

No: 163/2021/CV-TGD-VINGROUP

Hanoi, 14 April 2021

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

**To: The State Securities Commission  
Ho Chi Minh City 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

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The person making the disclosure of information: Mr. Nguyen Viet Quang

Title: Vice Chairman cum Chief Executive Officer

Type of information disclosed: 24-hour 72-hour extraordinary as requested periodic

The content of information disclosure:

On April 13, 2021, the Chief Executive Officer of Vingroup Joint Stock Company ("**Vingroup**") issued the Decision approving related matters to the issuance of exchangeable bonds of Vingroup to international market (details as attached).

This information is disclosed on Vingroup's website via: [www.vingroup.net/en](http://www.vingroup.net/en), under the Investor Relations section.

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

Attachment:  
*- Decision of the Chief Executive  
Officer of Vingroup.*

**THE LEGAL REPRESENTATIVE OF VINGROUP  
VICE CHAIRMAN CUM CHIEF EXECUTIVE  
OFFICER  
(signed)**

**NGUYEN VIET QUANG**

No: 015/2021/QD-TGD-VINGROUP

Hanoi, 13 April 2021

**DECISION OF THE CHIEF EXECUTIVE OFFICER  
VINGROUP JOINT STOCK COMPANY**

*(Re: Approving related matters to the issuance of exchangeable bonds  
of Vingroup Joint Stock Company to international market)*

**THE CHIEF EXECUTIVE OFFICER**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 promulgated by the National Assembly on 17 June 2020 and its guiding documents ;
- Pursuant to the Charter of Vingroup Joint Stock Company (“**Vingroup**”) issued on 31 May 2018, as amended from time to time;
- Pursuant to the Resolution No. 02/NQ/ĐHDCD-VINGROUP of Vingroup Shareholders’ Meeting dated 31 March 2021 approving and passing the issuance and listing of exchangeable bonds to international market and the use of proceeds therefrom;
- Pursuant to the Resolution No. 08.1/2021/NQ-HDQT-VINGROUP of the Board of Directors dated 3 April 2021 approving the issuance and listing of exchangeable bonds and the use of proceeds therefrom; and
- Pursuant to the functions, duties and authority of the Chief Executive Officer of Vingroup.

**DECIDES**

**Article 1:** Approving the terms and conditions of the exchangeable bonds issued by Vingroup to international market (the “**Bonds**”) with the following key terms (“**Transaction**”):

- (a) Issue size: USD 500,000,000 (in words: five hundred million US dollars)
- (b) Maturity: 5 (five) years (maturing in 2026)
- (c) Coupon: 3% per annum
- (d) Denomination: USD 200,000 and integral multiples thereof
- (e) Issue Price: 100.00%
- (f) Type of Bond: exchangeable into ordinary shares of Vinhomes Joint Stock Company listed on Ho Chi Minh Stock Exchange (“**VHM Shares**”)
- (g) Initial Exchange Price: VND 123,000 per share (120% of the closing price of VHM Shares on the issuance date, being 13 April 2021)
- (h) Initial Exchange Ratio: 37,513.8211 shares per Bond at the Initial Exchange Price
- (i) Listing: Application will be made for the listing of Bonds on the Singapore Exchange Securities Trading Limited.

**Article 2:** Approving (1) the terms and conditions of, and the transactions contemplated in, the following Transaction documents (collectively the “**Bonds Documents**”); and (2) the execution, delivery and performance of the provisions of the Bonds Documents:

- (a) The Subscription Agreement between Vingroup, Credit Suisse (Singapore) Limited, The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, Morgan

- Stanley Asia (Singapore) Pte.(“**Subscription Agreement**”);
- (b) The Trust Deed between Vingroup and The Bank of New York Mellon, London Branch (“**Trust Deed**”);
  - (c) The Paying and Exchange Agency Agreement between Vingroup, The Bank of New York Mellon, London Branch as the principal agent, exchange agent, paying agent and trustee and The Bank of New York Mellon SA/NV, Dublin Branch as the registrar and transfer agent (“**Agency Agreement**”);
  - (d) The Offering Circular of Vingroup (“**Offering Circular**”); and
  - (e) Such other documents as defined and regulated under the Subscription Agreement, the Trust Deed, the Agency Agreement and the Offering Circular to be executed between relevant parties from time to time.

**Article 3: Implementation:**

Authorising Ms. Mai Huong Noi – the Deputy Chief Executive Officer to review, decide and implement the followings:

- (a) Executing the Bonds Documents and other related agreements and documents with counter-parties and other relevant parties (if any) in accordance with applicable laws;
- (b) Where necessary, negotiating and deciding the contents of, and executing documents to supplement, amend, terminate and liquidate the Bonds Documents (if any) during the implementation of the Transaction from time to time (collectively the “**Amended Bonds Documents**”);
- (c) Deciding on and executing any other documents or notices arising from and related to the Bonds Documents and/or the Amended Bonds Documents from time to time during the implementation of the Transaction; and
- (d) Deciding on and implementing such other issues or procedures that the Deputy Chief Executive Officer considers necessary to execute and perform the Bonds Documents, the Amended Bonds Documents and other related agreements and documents.

**Article 4: Effectiveness**

This Decision takes effect from the date of signing.

The Management and relevant Departments/Divisions of Vingroup are responsible for the implementation of this Decision./.

**CHIEF EXECUTIVE OFFICER**

Recipients:

- As provided for under Article 4;
- Vingroup Archive.

**(signed)**

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**NGUYEN VIET QUANG**