



VINGROUP JOINT STOCK COMPANY



No.: 001/2022/CV-TGD-VINGROUP

THE SOCIALIST REPUBLIC OF VIETNAM

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Hanoi, January 04, 2022

**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

Headquarters: No. 7, Bang Lang 1 Street, Vinhomes Riverside Eco-Logical Urban Area, Viet Hung Ward, Long Bien District, Hanoi

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

Title: Vice Chairperson cum Chief Executive Officer

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

The content of information disclosure:

On January 04, 2022, the Chairman of the Board of Directors of Vingroup Joint Stock Company ("**Vingroup**"), on behalf of the Board of Directors, issued the Resolution on the issuance plan of ordinary shares to convert Vingroup's convertible preference shares issued in 2018 and related matters (details as per attached).

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

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

Attachments:

- *Resolution of the Board of Directors of Vingroup.*

THE LEGAL REPRESENTATIVE OF VINGROUP

(signed)

NGUYEN VIET QUANG

Vice Chairperson cum Chief Executive Officer

**RESOLUTION OF THE BOARD OF DIRECTORS
VINGROUP JOINT STOCK COMPANY**

(Re: Approving the issuance plan of ordinary shares to convert Vingroup’s convertible preference shares issued in 2018 and related matters)

THE BOARD OF DIRECTORS

- Pursuant to the Law on Enterprises and its guiding documents;
- Pursuant to the Law on Securities and its guiding documents;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 on elaboration of some articles of the Law on Securities (“**Decree 155**”);
- Pursuant to the Charter of Vingroup Joint Stock Company (“**Vingroup**”);
- Pursuant to Resolution No. 29/2018/NQ-HĐQT-VINGROUP of the Board of Directors (“**BOD**”) dated July 25, 2018 on approving the work related to the issuance of convertible preference shares;
- Pursuant to Official Letter No. 5037/UBCK-QLCB of the State Securities Commission (“**SSC**”) dated August 14, 2018;
- Pursuant to Resolution No. 07/2019/NQ-DHDCD-VINGROUP of the General Meeting of Shareholders dated October 30, 2019 on the approval of converting Vingroup’s preference shares into ordinary shares and the related tasks; (“**GMS’s Resolution No. 07/2019**”);
- Based on the Minutes of vote counting of BODs’ members dated 04/01/2022.

RESOLVES:

Article 1: Approving the issuance of ordinary shares to convert Vingroup’s convertible preference shares issued in 2018, following shareholder’s notice dated December 20, 2021

- 1. Approving the issuance plan of ordinary shares (“**Ordinary Shares**”) to convert Vingroup’s convertible preference shares (“**Preference Shares**”) issued in 2018 following shareholder’s notice received on December 20, 2021 (“**Issuance Plan**”) as set forth in Appendix 1 attached to this Resolution.**
- 2. Approving the registration dossier of the offering of Ordinary Shares**
Approving the registration dossier of the offering of Ordinary Shares which shall be submitted to the SSC and/or competent authorities, including a list of documents as prescribed in Article 43 of the Decree 155 as listed below:
 - (i) The registration application of securities offering;
 - (ii) The GMS’s resolution No. 07/2019;
 - (iii) The BOD’s resolution on the following issues:
 - Approving the issuance plan of Ordinary Shares to convert Preference Shares;
 - Approving the plan to guarantee that the issuance of Ordinary Shares complies with regulations on foreign ownership ratio.
 - (iv) The commitment of Vingroup on non-violation of regulations on cross-ownership;
 - (v) Other documents.
- 3. Approving the plan to guarantee that the issuance of Ordinary Shares complies with regulations on foreign ownership ratio**
 - (i) Vingroup has announced the maximum foreign ownership ratio in accordance with Decree

155 and has received Document No. 3669/UBCK-PTTT of the SSC on July 16, 2021 (“**Document No. 3669**”), in which accordingly, the current foreign ownership limit of Vingroup is 49%.

- (ii) Pursuant to the State Securities Commission’s (“SSC”) Official Letter No. 5037/UBCK-QLCB dated August 14, 2018 regarding the private offering of Vingroup’s preference shares, the SSC has approved for Vingroup to adjust the foreign ownership limit applicable to Vingroup’s HOSE-listed shares from 49% to 41% in order to maintain a legitimate foreign ownership limit after the completion of the offering and conversion of preference shares to ordinary shares for the foreign investor.
- (iii) According to the list of Vingroup’s shareholders as of November 30, 2021, the number of VIC shares owned by foreign investors accounted for 13.28% of Vingroup’s charter capital.
- (iv) According to the Issuance Plan in Appendix 1 of this Resolution, the number of Ordinary Shares converted from Preference Shares to KEB Hana Bank which is the trustee of Hanwha Vietnam Opportunity Private Fund 1, which is the owner of Preference Shares, is 8,720,770 shares, accounting for 0.22% of Vingroup’s charter capital.

Thus, after the issuance of Vingroup’s Ordinary Shares, the new foreign ownership limit remains complied with the current foreign ownership limit set forth in the Document No. 3669. Vingroup guarantees and commits to fully comply with regulations on foreign ownership limit when issuing Ordinary Shares according to the Issuance Plan in Appendix 1 attached to this Resolution.

4. Approving the increase of charter capital, amending and supplementing Vingroup's Charter after the issuance

- (i) Registered charter capital: VND 38,675,532,570,000
- (ii) Additional charter capital (expected): VND 13,040,490,000
- (iii) New Charter capital: VND 38,688,573,060,000
 - Total number of shares: 3,868,857,306 shares, of which
 - Ordinary shares: 3,813,935,561 shares
 - Preference shares: 54,921,745 shares
 - Par value of the shares: 10,000 VND/share
- (iv) Form of increasing charter capital: By issuing additional Ordinary Shares to convert Preference Shares issued in 2018 following the notice of Preference Shares owner.

Approving the amendment and supplementation of Article 7.1 and Appendix 02 of the current Charter of Vingroup to suit the increase of charter capital after the issuance.

Assigning the Chief Executive Officer – the legal representative of Vingroup to complete, sign the amended Charter Annex recording the changed content.

The amended and supplemented charter takes effect from the date that Vingroup is granted the revised enterprise registration certificate containing the updated information on charter capital by the Business Registration Office.

Article 2: Approval of implementation

Assign the Chief Executive Officer based on the actual situation to decide on (i) matters that are related to the issuance of Ordinary Shares under the Issuance Plan approved under this Resolution (including the amendment and supplementation to the Issuance Plan); (ii) registration dossier of the offering of Ordinary Shares (including the amendment and supplementation of the list of documents at the request of the competent authority); and (iii) to increase the charter capital of Vingroup according to the actual capital amount after the issuance; (iv) other tasks related to successfully carrying out the issuance of Ordinary Shares in accordance with the law.

Article 3. Effectiveness

This Resolution takes effect from the date of signing.

The BOD's members, management and the relevant Departments/Divisions of Vingroup shall be responsible for the implementation of this Resolution.

Recipient:

- As per Article 3;
- Vingroup's archives.

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

(signed)

PHAM NHAT VUONG

APPENDIX 1 - ISSUANCE PLAN OF ORDINARY SHARE TO CONVERT VINGROUP JOINT STOCK COMPANY'S PREFERENCE SHARES FOLLOWING THE NOTICE OF PREFERENCE SHARES OWNER RECEIVED ON DECEMBER 20, 2021

(attached to Resolution No: 01/2021/NQ-HĐQT-VINGROUP of the Board of Directors dated January 04, 2022)

This issuance plan (“**Issuance Plan**”) is the basis for the issuance of Ordinary Shares of Vingroup converted from Preference Shares to Preference Shares owner under the preference share issuance plan approved by the Resolution of Vingroup’s BOD No. 29/2018/NQ-HĐQT-VINGROUP dated 25/07/2018, approved by the State Securities Commission in accordance with official letter no. 5037 /UBCK-QLCB 14/08/2018.

I. LEGAL BASIS

- Pursuant to the Law on Enterprises and its guiding documents;
- Pursuant to the Law on Securities and its guiding documents;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 on elaboration of some articles of the Law on Securities;
- Pursuant to Resolution No. 29/2018/NQ-HĐQT-VINGROUP of the Board of Directors dated on July 25, 2018 on approving the work related to the issuance of convertible and dividend preference shares;
- Pursuant to Official Letter No. 5037/UBCK-QLCB of the State Securities Commission dated August 14, 2018;
- Pursuant to Resolution No. 07/2019/NQ-DHDCD-VINGROUP of the General Meeting of Shareholders dated October 30, 2019 on the approval of converting Vingroup’s preference shares into ordinary shares and related tasks
- Pursuant to the Charter of Vingroup Joint Stock Company
- Base on the notice of Preference Shares owner received on December 20, 2021

II. ISSUERS

General information about the Issuer

- Name of Issuer : Vingroup Joint Stock Company
- Abbreviations : Vingroup
- Charter capital according to the Business Registration Certificate : VND 38,675,532,570,000
- Actual charter capital : VND 38,675,532,570,000
- Office address : No 7, Bang Lang 1 Street, Vinhomes Riverside Ecological Urban Area, Viet Hung Ward, Long Bien District, Hanoi
- Business Registration Certificate : 0101245486 was first issued by the Hanoi Department of Planning and Investment on May 3, 2002, and the 70th amendment on September 10, 2021)
- Legal representative : Mr. Nguyen Viet Quang,
Title: Chief Executive Officer
- Main business lines: Real estate trading (Code: 6810).

III. ISSUANCE PURPOSE AND CAPITAL USE PLAN

1. Purpose: Ordinary Shares to be issued to convert Preference Shares.
2. Use of proceeds:
As Vingroup plans to issue Ordinary Shares to convert Preference Shares for Preference

Shares owner according to the Preference Shares issuance plan approved by the Resolution of Vingroup's BOD No. 29/2018/NQ-HDQT-VINGROUP dated July 25, 2018, approved by the State Securities Commission under Official Letter No. 5037/UBCK-QLCB dated August 14, 2018, no capital is raised from this issuance. Specifically, 7,416,721 Preference Shares will be converted into 8,720,770 Ordinary Shares, of which: (i) 7,416,721 Ordinary Shares will be issued using the capital of 7,416,721 Preference Shares, and (ii) 1,304,049 Ordinary Shares will be issued using capital surplus from the issuance of Preference Shares.

IV. DETAILS OF ISSUANCE PLAN

1. Name of Shares : Shares of Vingroup Joint Stock Company
2. Type of shares : Ordinary shares
3. Par value : VND 10,000 (Ten thousand Vietnamese Dong)
4. Purpose : To convert Preference Shares
5. Issuing to : KEB Hana Bank as trustee of Hanwha Vietnam Opportunity Private Fund 1, owner of Preference Shares
6. Number of Preference Shares to be converted : 7,416,721 Preference Shares
7. Conversion price : VND 94,381 /share
8. Conversion rate : 1.18 Ordinary Share/1 Preference Share
9. Number of Ordinary Shares to be issued to convert Preference Shares : 8,720,770 Ordinary Shares
10. The total par value of Ordinary Shares to be issued to convert Preference Shares : VND 87,207,700,000
11. Expected charter capital after the issuance :
 - (i) Charter capital prior to the issuance: VND 38,675,532,570,000
 - (ii) Expected increased amount in charter capital: VND 13,040,490,000
 - (iii) Charter capital after issuing Ordinary Shares: VND 38,688,573,060,000
12. Execution time : The 1st quarter of 2022
13. Transfer restrictions : Ordinary Shares converted from Preference Shares are not subject to transfer restrictions
14. Amendments, supplements : The amendment and supplement to this Issuance Plan will follow the Decision of the Chairman of the Chief Executive Officer from time to time.
15. Depository and listing of Ordinary Shares : The entire number of additional Ordinary Shares to be issued to convert Preference Shares shall be deposited at the Securities Depository Center (VSD) and additionally listed on the Stock Exchange.