

**PROPOSAL OF THE BOARD OF DIRECTORS**

*(Re.: Approval of the international bond issuance, use of proceeds plan, and bond listing on foreign stock exchange of Vingroup Joint Stock Company)*

**Respectfully to: THE GENERAL MEETING OF SHAREHOLDERS**Pursuant to:

- Law on Enterprises No. 68/2014/QH13 promulgated by the National Assembly on 26 November 2014 and its implementing regulations;
- Law on Securities No. 70/2006/QH11 promulgated by the National Assembly on 29 June 2006 (as amended and supplemented by Law No. 62/2010/QH12 adopted by the National Assembly on 24 November 2010) and its implementing regulations;
- Decree No. 163/2018/ND-CP of the Government dated 04 December 2018 on issuance of corporate bonds;
- Decree No. 58/2012/ND-CP of the Government dated 20 July 2012 guiding the implementation of the Law on Securities and the Law on amendments and supplements of certain provisions of the Law on Securities (as amended and supplemented by Decree No. 60/2015/ND-CP of the Government dated 26 June 2015);
- Decree No. 219/2013/ND-CP of the Government dated 26 December 2013 on management of enterprises' borrowing and payment of foreign loans which are not guaranteed by the Government and its implementing regulations;
- The Charter of Vingroup Joint Stock Company (“**Company**” or “**Vingroup**”) has approved by General Meeting of Shareholder of the Company (“**GMS**”) on 31 May 2018; and
- The business plan and the capital needs of Vingroup.

The Board of Directors (the “**BOD**”) of Vingroup respectfully submits and proposes the following matters to the **GMS** for approval:

1. To approve the international bonds issuance (the “**Bonds**”) and use of proceeds plan (the “**Bonds Issuance Plan**”) with the key terms as follows:

<b>No.</b>	<b>Category</b>	<b>Information</b>
1.	Issuer	Vingroup Joint Stock Company
2.	Type of bonds	International, non-convertible, non-warrant linked, unsecured bonds.
3.	Currency of issuance and payment of principal and interest of the Bonds	United States Dollar (USD)
4.	Denomination	USD 200,000/Bond
5.	Total issuance amount	Estimated maximum of USD750,000,000 (Seven hundred and fifty million United States Dollars).
6.	Maturity	3 (three), 5 (five) or 7 (seven) years since the

		date of issuance in accordance with approval from the BOD subject to market conditions at the time of the Bond issuance .
7.	Estimated time of issuance	Estimated in 2019, the exact time for issuance will be decided by the BOD subject to market conditions and approvals from competent authorities.
8.	Purpose of issuance and use of proceed plan from Bonds issuance	The proceeds from the Bond issuance will be used for the following activities: (i) to pay all costs and service fee to consultants in relation to the issuance of the Bonds; (ii) to implement investment projects of Vingroup (including projects that Vingroup is the developer and projects that Vingroup co-laborates with its subsidiaries to develop ; and (iii) to increase the operating capital of Vingroup.
9.	Interest rate	Fixed or floating rate or a combination of fixed and floating rate as approved by the BOD based on the market conditions at the time of Bond issuance
10.	Payment method of principal and interest	Principal will be paid in one lump sum at the maturity date; interest will be paid semi annually in arrears (except when the Bonds are redeemed in accordance with the terms and conditions of the Bonds).
11.	Issuance market	The Bonds will be issued to international market
12.	Listing	The Bonds will be listed on the Singapore Exchange Securities Trading Limited (“ <b>SGX-ST</b> ”) The Bonds will not be offered, listed and traded in Vietnam.
13.	Other terms and conditions of the Bonds and details of the Bonds Issuance Plan	To assign and authorize the BOD to decide subject to the applicable laws and the market conditions at the time of issuance of the Bonds

2. To approve the listing of the Bonds on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

3. Authorization and implemetation.

The BOD hereby respectfully requests the GMS to consider and approve the following matters:

To assign and authorize the BOD to decide and take the necessary actions to implement the offering, issuance and listing of the Bonds as mentioned above, including, but not limited to, the following matters:

- (a) To decide on the details of the Bond Issuance Plan, use of proceeds plan from the Bonds issuance, the contents in relation to the offering, issuance and listing of the Bonds (including,

but not limited to, time of offering, offering price, issuance volume, interest, costs and expenses related to the issuance of Bonds, terms and conditions of the Bonds), including any amendment and supplement to the aforementioned contents pursuant to the actual situation and/or the request of the competent Government authorities;

- (b) To decide on and implement all necessary procedures with the authorities and organisations in Vietnam and abroad for the offering, issuance and listing of Bonds, including, but not limited to, the procedures with the State Bank of Vietnam, the State Securities Commission of Vietnam, other relevant authorities, Singapore Exchange Securities Trading Limited;
- (c) To decide on the contents, the execution of, and the amendments and supplements to all necessary contracts, agreements and documents in relation to the offering, the issuance and the listing of the Bonds;
- (d) To decide on the selection of consultants, underwriters, auditors/accountants, international and local legal counsels and other parties participating in the offering, issuance of listing of the Bonds; and
- (e) To decide on any other related matters and carry out all other procedures and works that are necessary for the success of the offering, issuance and listing of the Bonds.

The BOD is entitled to assign/authorize the Chairman of BOD, Chief Executive Officer of the Company or other persons to implement any works or decide any matters assigned/authorized to the BOD under this Resolution.

The GMS approves and ratifies all decisions and actions carried out by the BOD in relation to the abovementioned contents.

Respectfully submit to the GMS for consideration and approval.

Sincere thanks.

To:

- *As mentioned above;*
- *Company Office (for record).*

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

(signed)

**PHAM NHAT VUONG**