

No.: 05/2019/NQ-DHDCD-VINGROUP

Hanoi, 16 August 2019

**RESOLUTION OF GENERAL MEETING OF SHAREHOLDERS
OF VINGROUP JOINT STOCK COMPANY**

(Re.: Approval of the issuance plan and the plan for use of proceeds from the offering of bonds to international market, and the listing of bonds on foreign stock exchange of Vingroup Joint Stock Company)

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”) as approved by the General Meeting of Shareholder of the Company (“GMS”) on 31 May 2018; and*
- *Results of vote counting specified in the vote counting minutes dated 16 August 2019.*

RESOLVES:

Article 1: To approve the plan for overseas offering and issuance of bonds (the “**Bonds**”) and the plan for use of proceeds from the offering and issuance of the Bonds (the “**Bonds Issuance Plan**”) with the key terms as follows:

	Category	Information
1.	Issuer	Vingroup Joint Stock Company
2.	Bonds status	International, non-convertible, non-warrant attached, unsecured bonds.
3.	Currency of issuance and payment of principal and interest of the Bonds	United States Dollar (USD)
4.	Denomination	USD 200,000 each

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 Board of Directors (the “ BOD ”) subject to market conditions at the time of issuance of the Bond.
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 various competent authorities.
8.	Purpose of issuance and plan for use of proceeds from Bonds issuance	The proceeds from the Bond issuance will be used for the following activities: (i) to pay all costs and expenses to relevant consulting parties in relation to the issuance of the Bonds; (ii) to implement investment projects of Vingroup (including projects in which Vingroup is the investor and projects that Vingroup cooperates with its subsidiaries to implement; and (iii) to increase the operating capital of Vingroup.
9.	Interest rate	Can be 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 issuance of the Bonds.
10.	Payment method of principal and interest	Principal will be paid in one lump sum on 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 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

Article 2: To approve the listing of the Bonds on the Singapore Exchange Securities Trading Limited.

Article 3: Implementation

To assign and authorize the BOD to decide and take the necessary actions to implement the offering, issuance and listing of the Bonds as stipulated in Articles 1 and 2 above, including, but not limited to, the following matters:

- (a) To decide on the detailed contents of the Bond Issuance Plan, the plan for use of proceeds 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 issuance of Bonds, detailed 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 approve and ratify all decisions and actions carried out by the BOD in relation to the abovementioned contents.

Article 4: Validity

This Resolution takes effect from signing date.

The BOD, the Board of Management and the relevant Departments/Divisions of the Company are responsible for the implementation of this Resolution./.

To:

- *As mentioned in Article 4;*
- *BOD*
- *Supervisory Board;*
- *Board of Management;*
- *Vingroup's archives*

**ON BEHALF OF GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN OF BOARD OF DIRECTOR**

(signed)

PHAM NHAT VUONG