

No.: 16/2013/TTr-HDQT-VINGROUP

Hanoi, 19 August 2013

PROPOSAL OF THE BOARD OF MANAGEMENT

Re: Proposal for merging PFV Investment and Trading Joint Stock Company into Vingroup Joint Stock Company and Proposal for issuing additional shares for share swap and other related matters

Respectfully submitted to: THE GENERAL SHAREHOLDERS' MEETING OF VINGROUP JOINT STOCK COMPANY

Vingroup is aiming to restructure its business activities, to efficiently use the resources, to boost brand development, and to bring together management resources; thus the Board of Management ("BoM") would like to seek the approval of the General Shareholders' Meeting ("GSM") to merge PFV Investment and Trading Joint Stock Company ("PFV Company") - a subsidiary of Vingroup Joint Stock Company ("Vingroup"), into Vingroup and to issue additional shares to increase Vingroup's charter capital, as follows:

A. MERGER PROPOSAL

1. The Merging Company:

- ✓ **PFV Investment and Trading Joint Stock Company ("PFV Company")**
- ✓ Address: 191 Ba Trieu Street, Le Dai Hanh Ward, Hai Ba Trung District, Ha Noi
- ✓ Enterprise Registration Certificate No. 0101787915 issued by the Department of Planning and Investment of Hanoi on 10 July 2008, amended for the 9th time on 23 April 2013
- ✓ Charter Capital: 600 billion dong, equivalent to 60,000,000 ordinary shares at par value of VND10,000/share
- ✓ Scope of business activities: Development of high-end commercial properties and providing high-quality services.
- ✓ Vingroup currently owns 58,406,400 ordinary shares, representing 97.34% of the total outstanding shares of PFV Company.

2. Mechanism of the Merger:

PFV Investment and Trading Joint Stock Company will be merged into Vingroup Joint Stock Company. The merger will be conducted by way of share swap. Accordingly, Vingroup will issue shares to the shareholders of PFV Investment and Trading Joint Stock Company, except to the shareholder Vingroup itself, to swap for their shares in PFV Company following the herein swap ratio below. After the merger, PFV Investment and Trading Joint Stock Company shall cease to exist; Vingroup is entitled to the legitimate rights and interests and is responsible for the unpaid indebtedness, labor contracts and other property obligations of

PVF (including but not limited to business licences, land use rights, receivables, payables, contractual rights and obligations that PFV Company signed with any third party, labor contracts that PFV Company signed with its employees etc.) as a whole and intact.

3. Swap Ratio:

01 share of Vingroup (Securities Code: VIC) will be swapped for 02 shares of PFV Company (Securities Code: PFV).

4. Swap Principle:

The number of swapped VIC shares to be received by each PFV shareholder will be rounded down to the nearest whole share, eliminating any decimal.

For example: If shareholder A owns 1,243 PFV shares, after the swap at the ratio of VIC:PFV=1:2, he will, theoretically, receive 621.5 shares VIC. However, he will receive 621 VIC shares only due to the rounding-down to the nearest whole share.

5. Vingroup's Business Management after the merger:

The GSM has agreed not to register as founding shareholders; all shareholders at the time of the merger are ordinary shareholders.

The GSM passes to maintain the composition and term of office of the existing Board of Management and Inspection Committee, as follows:

- a. The members of the Board of Management:
 - Mr. Pham Nhat Vuong – Chairman
 - Ms. Pham Thuy Hang - Vice Chairwoman
 - Ms. Pham Thu Huong - Vice Chairwoman
 - Ms. Nguyen Dieu Linh - Vice Chairwoman
 - Ms. Le Thi Thu Thuy - Vice Chairwoman
 - Ms. Vu Tuyet Hang - Vice Chairwoman
 - Mr. Le Khac Hiep - Vice Chairman
 - Mr. Ling Chung Yee Roy - Member of the BoM
 - Ms. Mai Huong Noi - Member of the BoM
 - Mr Marc Villiers Townsend - Member of the BoM
 - Mr. Joseph Raymond Gagnon - Member of the BoM
- b. The members of the Inspection Committee
 - Mr. Nguyen The Anh - Chief of the Inspection Committee
 - Mr. Dinh Ngoc Lan - Member of the Inspection Committee
 - Ms. Nguyen Thi Van Trinh - Member of the Inspection Committee
 - Ms. Do Thi Hong Van - Member of the Inspection Committee
 - Ms. Hoang Thuy Mai - Member of the Inspection Committee

All the employees of PFV Company will continue to work at Vingroup after the merger. Vingroup will inherit all the rights and obligations arising out of the labours employed by PFV Company and Vingroup might exercise its discretion to rearrange the work force (if

necessary) in compliance with the laws.

6. Business plan after the merger:

After the merger, Vingroup's business activities will still be carried out as approved by Vingroup's 2013 GSM.

This resolution is passed by% of the total shares with voting rights and shall take effect immediately. (*Excluding the shares of the related shareholders in accordance with the laws and Vingroup's Charter*).

B. MERGER AGREEMENT BETWEEN VINGROUP AND PFV COMPANY

Approving the Merger Agreement with the contents in the enclosed draft of the Merger Agreement and authorising the legal representative or the authorised person of the legal representative to negotiate, finalise and sign the Merger Agreement; and amend, supplement the Merger Agreement (if necessary) between Vingroup and PFV Company based on the actual situation and in compliance with statutory regulations.

C. PLAN FOR ISSUANCE OF ADDITIONAL SHARES FOR SHARE SWAP

1. Purpose for additional share issuance for the swap

The Company will issue additional shares to swap for PFV's shares as mentioned above.

2. Plan for share issuance for the swap

– Type of shares to be issued:	Ordinary shares
– Face value of share:	VND10,000/shares
– Expected number of VIC shares to be issued:	796,800 shares
– Issuance purpose:	to swap for PFV's shares
– Expected total issuing value:	VND7,968,000,000
– Expected Charter Capital after the share issuance:	VND9,296,036,790,000

(This was calculated based on the charter capital recorded on Vingroup's Enterprise Registration Certificate amended for the 48th time on 29 July 2013).

- Issued to: the shareholders of PFV Company except the shareholder Vingroup itself.
- Swap ratio and principle:

01 VIC share (Securities Code: VIC) will be swapped for 02 PFV shares (Securities Code: PFV).

The number of swapped VIC shares to be received by each PFV shareholder will be rounded down to the nearest whole share, eliminating any decimal.

For example: If shareholder A owns 1,243 PFV shares, after the swap at the ratio of VIC:PFV=1:2, he will, theoretically, receive 621.5 shares VIC. However, he will receive 621 VIC shares only due to the rounding-down to the nearest whole share.

3. Determination of swap ratio

Swap ratio is determined on the basis of comparing the prices determined by different share price valuation models for both VIC and PFV shares, as follows:

3.1 VIC share price

The share price chosen as the basis for calculating swap ratio is VND63,385/share. This is VIC's average trading price on the Ho Chi Minh City Stock Exchange and is weighted based on VIC share trading volume on the stock market in one year from 11 July 2012 to 11 July 2013. This price is higher than VIC's book value as at 30 June 2013 (based on the unaudited consolidated financial statements as at 30 June 2013).

3.2. PFV share price

The share price chosen as the basis for calculating swap ratio is PFV's weighted average price of average trading price on the stock exchange and is weighted based on PFV share trading volume on the stock market in one year from 11 July 2012 to 11 July 2013 and PFV's share price is determined by NAV method as at 30 June 2013, as follow:

- ✓ PFV's average market price from 11 July 2012 to 11 July 2013 is VND35,000/share
- ✓ PFV's share price by NAV as at 30 June 2013 is VND30,250/share

Based on the above share price determination methods and principle, the swap ratio is calculated and rounded at the ratio of 1 VIC share = 02 PFV shares.

4. Dilution:

Upon completion of additional share issuance for share swap, Vingroup's total number of outstanding shares will increase, resulting to share dilution and affecting the EPS (earnings per share), BV (book value) of the Company and the rights of the shareholders in proportion to their ownership. However, due to the number of outstanding VIC shares as at 29 July 2013 are 928,806,879 shares, Vingroup intends to issue 796,800 shares to swap for PFV shares, the number of shares in this issuance only account for 0.086% of the total outstanding shares of Vingroup and it does not significantly affect the level of dilution to the EPS, the BV of one share and the rights of the shareholders.

5. Expected Schedule of Share Issuance:

Within 90 days and any extension for the issuance (if necessary) upon the receipt of the Offering Certificate issued by the State Securities Commission.

6. Existing shareholders' pre-emptive right in respect of the new shares:

Vingroup's existing shareholders agree and confirm that they will waive their pre-emptive right in respect of the new share purchase during this share issuance.

7. Increase the Company's Charter Capital

The GSM approves the increase of charter capital corresponding to the actual result of the share issuance for the purpose of share swap, as follows:

The Charter Capital is expected to increase to VND9,296,036,790,000, equivalent to the number of shares of 929,603,679 shares (at par value of VND10,000/share).

(This Charter Capital was calculated based on the charter capital recorded on Vingroup's Enterprise Registration Certificate amended for the 48th time on 29 July 2013. This figure may change based on the most updated data at the time of the charter capital increase for the merger, and depending on the increase of charter capital as a result of the conversion of the International convertible bonds as approved by Vingroup's General Shareholders' Meeting of the Resolution No.: 01/2012/NQ-DHDCD-VINCOM JSC dated 22 March 2012).

Schedule for the increase of charter capital: Upon the completion of the share swap, the Chairman of the BoM will decide the increased amount in the charter capital corresponding to the actual result of the share issuance for the purpose of share swap for PFV shares;

Vingroup will then proceed with amending its Charter accordingly. Form of increasing the charter capital: by issuance of additional VIC shares to swap for PFV shares as specified in the merger proposal that was approved by the GSM.

D. DEPOSIT AND LISTING OF ADDITIONAL ISSUED SHARES AT VIETNAM SECURITIES DEPOSITORY AND ON THE HO CHI MINH STOCK EXCHANGE

All additional issued shares (based on the actual result of the issuance) will be deposited at Vietnam Securities Depository and listed on the Ho Chi Minh Stock Exchange.

E. IMPLEMENTATION

In order to organise the issuance quickly and smoothly, the Board of Management would like to propose to the GSM to approve and authorise the legal representative or the authorised person of the legal representative to organise the implementation, including but not limited to, of the following tasks:

1. Negotiate, amend, supplement and sign the Merger Agreement between Vingroup and PFV Company in compliance with statutory regulations.
2. Perform all necessary procedures to terminate the operation of PFV Company after its merger into Vingroup.
3. Approve the amendment to Vingroup's Charter in terms of increase of the charter capital based on the actual results of the issuance referred herein.
4. Perform all necessary procedures to issue VIC shares to swap for PFV shares, and to increase Vingroup's charter capital in compliance with statutory regulations and the Charter of the Company;
5. Perform all necessary procedures to list and deposit the additional issued shares in compliance with statutory regulations and the Charter of the Company;

We hereby would like to submit this Proposal for the GSM's consideration, voting and passing on the abovementioned matters./.

Sincerely yours,

To:

- *The shareholders;*
- *Vingroup office for record.*

**ON BEHALF OF THE BOARD OF
MANAGEMENT**

CHAIRMAN

(signed)

PHAM NHAT VUONG