

No.: 17/2013/TTr-HDQT-VINGROUP

Hanoi, 19 August 2013

PROPOSAL OF THE BOARD OF MANAGEMENT

Re: The amendments and supplements of a number of articles of the Charter of Vingroup Joint Stock Company

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

The Board of Management would like to submit a proposal to the General Shareholders' Meeting for consideration and approval of the amendments and supplements of the Charter of Vingroup Joint Stock Company (“**Vingroup**”) as a result of the merger of PFV Investment and Trading Joint Stock Company (“**PFV Company**”) into Vingroup, as follows:

1. **Amendment of Article 9:** In compliance with Article 23 of Decree No. 102/2010/ND - CP dated 1 October 2010 providing implementation guideline for some Articles of the Enterprise Law regulating the merger of different joint stock companies and the unnecessary of having founding shareholder.
2. **Amendment of Article 29.5:** Further clarification
3. **Amendment of Appendix 1 of the Charter:** Due to the fact that Vingroup no longer has founding shareholders after the merger of PFV Company into Vingroup.

The amendments and supplements made to Vingroup's Charter are specified in the enclosed appendix of this proposal. The Board of Management would like to submit the amendments and supplements to the new Charter for the consideration and approval of the General Shareholders' Meeting. The new Charter will take effect from the date of approval and will replace the existing Charter signed on 8 June 2013 and its enclosed amendments and supplements. Authorise Vingroup's legal representative to complete, sign and publish the new Charter.

Thank you very much.

To:

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

**ON BEHALF OF THE BOARD OF
MANAGEMENT**

CHAIRMAN

(signed)

PHAM NHAT VUONG

APPENDIX

CONTENT OF THE AMENDMENTS AND SUPPLEMENTS OF VINGROUP'S CHARTER

No.	Related Article	Content of the Current Charter	Content of the Amendment/Supplements	Reason for amendments and supplements								
1.	Article 9	<p>Founding Shareholders</p> <p>9.1 The names, addresses, number of ordinary shares and other details of the Founding Shareholders required by the Enterprise Law are attached as Appendix 1, which is a part of this Charter.</p> <p>9.2 Since the period of three (3) years from the Establishment Date has already expired, all restrictions applied to the ordinary shares held by Founding Shareholders have been removed.</p>	<p>Founding Shareholders</p> <p>The Group does not have founding shareholders, all shareholders of the Group at the time of the merger of PFV Investment and Trading Joint Stock Company into Vingroup are ordinary shareholders.</p>	In compliance with Article 23 of Decree No. 102/2010/ND - CP dated 1 October 2010 providing implementation guideline of some Articles of the Enterprise Law regulating the merger of different joint stock companies and the unnecessary of having founding shareholder.								
2.	Article 29.5	In case where it deems necessary and complies with provisions of law, the Chairman of the BoM may authorise Vice Chairman to deal with each specific case or regularly authorise the Vice Chairman or decentralize the power to them to sign documents on behalf of the Chairman, and exercise certain power, responsibilities and duties of the Chairman. The authorised Vice Chairman must be responsible to the Chairman for implementation of the authorised jobs.	In case where it deems necessary and complies with provisions of law is not in violation of law , the Chairman of the BoM may authorise Vice Chairman to deal with each specific case or regularly authorise the Vice Chairman or decentralize the power to them to sign documents on behalf of the Chairman, and exercise certain power, responsibilities and duties of the Chairman. The authorised Vice Chairman must be responsible to the Chairman for implementation of the authorised jobs.	Further clarification.								
3.	Appendix 1	<p>Appendix 1</p> <p>List of Founding Shareholders</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>No</u></th> <th style="text-align: left;"><u>Name of founding shareholder</u></th> <th style="text-align: left;"><u>Address</u></th> <th style="text-align: left;"><u>Number of shares</u></th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	<u>No</u>	<u>Name of founding shareholder</u>	<u>Address</u>	<u>Number of shares</u>					<p>Appendix 1</p> <p>List of Founding Shareholders</p>	Due to the fact that Vingroup no longer has founding shareholders after the merger of PFV Company into Vingroup.
<u>No</u>	<u>Name of founding shareholder</u>	<u>Address</u>	<u>Number of shares</u>									

		<p>1. Tran Hung Dao Engineering Company</p> <p>No. 114 Mai Hac De Street, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi</p> <p><i>Withdrawn</i></p>		
		<p>2. Vietnam Commercial General Company Ltd. ("VINACOM")</p> <p>No. 193 C2, Ba Trieu Street, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi</p> <p><i>Withdrawn</i></p>		
		<p>3. Mr. Pham Nhat Vu</p> <p>Group 66A, Trung Tu Ward, Dong Da District, Hanoi</p> <p><i>Withdrawn</i></p>		
		<p>4. Ms. Pham Hong Linh</p> <p>Group 41, O Cho Dua Ward, Dong Da District, Hanoi</p> <p><i>3,941,508</i></p>		

		5. Mr. Nguyen Ngoc Quang	Room No. 7, A13, Yen Lang Living- quarters, Dong Da District, Hanoi	<i>Withdrawn</i>		
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