



No.: 31/2013/QD-HDQT-VINGROUP

Hanoi, 2 May 2013

**DECISION OF THE BOARD OF MANAGEMENT  
OF VINGROUP JOINT STOCK COMPANY**

*(Re: Approving the increase of charter capital due to the conversion of international Bonds into shares)*

**THE BOARD OF MANAGEMENT**

- Pursuant to the Law on Enterprises of Vietnam dated 29 November 2005;
- Pursuant to the Charter of Vingroup Joint Stock Company (“Vingroup”);
- Pursuant to Resolution of the General Shareholders’ Meeting of Vingroup No. 01/2012/NQ-DHDCD-VINCOM JSC dated 22 March 2012 (obtained by collecting written opinion)
- Pursuant to Meeting minutes of the Board of Management of Vingroup No. 07/2013/BB-HDQT-VINGROUP dated 11 March 2013 regarding approval in principal for the conversion of international Bonds into shares;
- Pursuant to Report of the General Director of Vingroup on the result of the conversion of international bonds into shares dated 26 April 2013.

**DECIDES:**

**Article 1: To increase the Charter Capital of Vingroup, as follows:**

1. Registered charter capital: **VND 9,281,450,480,000**
2. Increased amount: **VND 1,393.330.000**
3. Amended charter capital (upon the increase): **VND 9,282,843,810,000**

*(in words: Nine thousand two hundred eighty two billion eight hundred forty three million eight hundred and ten thousand dong)*

4. Date of amendment: 23 April 2013

5. Form of increasing charter capital: issuing additional ordinary shares due to the conversion of international bonds into shares (the 2<sup>nd</sup> time)
6. Upon the increase of charter capital, the shareholding structure shall be changed as follows:

<b>No.</b>	<b>Name of Shareholder</b>	<b>Total number of shares upon the increase of charter capital (share)</b>	<b>Total value of the shareholding upon the increase of the charter capital (VND)</b>	<b>Percentage of the shareholding</b>
<b>1</b>	<b>Pham Hong Linh</b> <b>(founding shareholder)</b>	3,941,508	39,415,080,000	0.42%
<b>2</b>	<b>Other shareholders</b>	924,342,873	9,243,428,730,000	99.58%
	<b>Total</b>	<b>928,284,381</b>	<b>9,282,843,810,000</b>	<b>100%</b>

**Article 2: Amendment to Schedule 2 of the current Vingroup Charter to be compatible with the aforementioned revised content, as follows:**

Amendment to Schedule 2: Details of Vingroup Charter Capital

Assigning the Legal representative of Vingroup to complete and execute for the issuance of the amended Schedule of the current Charter of Vingroup, which has been updated with the revised content mentioned above.

**Article 3: Implementation**

Assigning the legal representative of Vingroup and/or other person as authorized by the legal representative to execute documents, to carry out necessary procedures for the conversion, registration of the increased charter capital, depository and additional listing of shares being issued for the purpose of the conversion at State Securities Commission, the Business

Registration Office, Ho Chi Minh City Stock Exchange, Vietnam Securities Depository and other relevant authorities.

**Article 4: Effectiveness**

This Decision takes effects as from the signing date.

The Board of Management, the Board of Directors, and Heads of pertinent Department/Divisions of Vingroup are responsible for implementing this Decision.

To:

- As stated in Article 4;
- Vingroup's office for filing

**ON BEHALF OF**  
**THE BOARD OF MANAGEMENT**  
**CHAIRMAN**  
*(signed & sealed)*  
**PHAM NHAT VUONG**