

VINGROUP JOINT STOCK COMPANY



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



No: 198/2014/CV-TGD-VINGROUP

Hanoi, 25th July 2014

**INFORMATION DISCLOSURE ON THE WEBSITES OF THE STATE
SECURITIES COMMISSION AND HO CHI MINH STOCK EXCHANGE**

Respectfully submitted to: - *State Securities Commission*
- *Ho Chi Minh City Stock Exchange*

Company: Vingroup Joint Stock Company (“Vingroup”)

Securities Code: VIC

Head Office: No. 7, Bang Lang 1 Street, Vinhomes Riverside Eco-urban area, Viet Hung Ward,
Long Bien District, Hanoi

Tel: (84 4) 3974 9999

Fax: (84 4) 3974 8888

Person in charge of information disclosure: Duong Thi Mai Hoa – General Director

Address: No. 50, Tho Xuong Alley, Phu Doan Street, Hang Trong Ward, Hoan Kiem District,
Hanoi

Tel: (84 4) 3974 9999

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Type of disclosed Info.: 24 hour 72 hour extraordinary requested regular

Content of disclosed information:

- On 24 July 2014, on behalf of the Vingroup’s General Shareholders, Chairman of the Board of Management issued the Resolution of the General Shareholders’ Meeting regarding the plan for dividend distribution from 2013 undistributed earnings to shareholders of Vingroup (details in the attached document).

This information has been published on Vingroup’s website at www.vingroup.net - Shareholder Relation section on 25 July 2014.

We certify that the above information is true and correct and take full responsibility under the law for the published information.

Attachment:

- *The Minutes of Counting votes of Shareholders and the Resolution of Vingroup’s General Shareholders’ Meeting.*

On behalf of Vingroup

Chief Executive Officer

(signed & sealed)

DUONG THI MAI HOA

VINGROUP JOINT STOCK COMPANY



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No.: 02/2014/NQ-DHDCD-VINGROUP

Hanoi, 24 July 2014

RESOLUTION OF THE GENERAL SHAREHOLDERS' MEETING

VINGROUP JOINT STOCK COMPANY

(Obtaining votes in the form of written ballots)

This resolution of the General Shareholders' Meeting of Vingroup Joint Stock Company ("**Vingroup**") is formulated for obtaining votes through written ballot in compliance with the provisions of the Enterprise Law 2005 and the Charter of Vingroup (Article 24).

VINGROUP JOINT STOCK COMPANY

Head Office: No 7, Bang Lang 1 Street, Vinhomes Riverside Eco-urban Zone, Viet Hung Ward, Long Bien District, Hanoi.

Enterprise Registration Certificate No.: 0101245486 firstly issued on 3 May 2002 by the Business Registration Office No. 1 of the Department of Planning and Investment of Hanoi.

List of the shareholders participated in the vote obtaining in the form of written ballots as at 19 June 2014.

Based on the voting result from the Vote Counting Report formulated by the Board of Management of Vingroup ("**the BoM** ") on 24 July 2014, the General Shareholders' Meeting ("**the GSM**") has passed and issued the following resolutions:

THE RESOLUTION

APPROVING THE PLAN FOR DIVIDEND DISTRIBUTION FROM 2013 UNDISTRIBUTED EARNINGS

The General Shareholders' Meeting approves the dividend distribution using 2013 undistributed earnings to shareholders of Vingroup in accordance with Proposal of the Board of Management No. 10/2014/TT-HĐQT-VINGROUP dated 4 July 2014 attached hereto.

This resolution is passed by 83.890% of the total shares with voting rights and shall take effect immediately.

EFFECTIVENESS PROVISION

1. This resolution shall take effect as of the signing date. The Board of Management is responsible to organise and implement this resolution;
2. This resolution is sent to all of Vingroup's shareholders.

To:

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

**ON BEHALF OF THE BOARD OF
MANAGEMENT
CHAIRMAN**

(signed & sealed)

PHAM NHAT VUONG



No: 10/2014/TTr-HDQT-VINGROUP

*Hanoi, July 4th, 2014***PROPOSAL OF THE BOARD OF MANAGEMENT****Re: Approval of plan for dividend distribution from 2013 undistributed earnings****Respectfully submitted to: THE GENERAL SHAREHOLDERS' MEETING OF
VINGROUP JOINT STOCK COMPANY**

Pursuant to the Resolution No. 01/2014/NQ-DHĐCĐ-VINGROUP dated Apr. 18th, 2014 of the General Shareholders' Meeting of Vingroup Joint Stock Company ("Vingroup"), after comparing the dividend policies of other real estate companies in the region and based on Vingroup's separate undistributed earnings of **VND 6,562,874,420,378** and consolidated undistributed earnings of **VND 7,727,938,813,282** as reported in the audited financial statement by Ernst & Young Viet Nam Company Limited as at December 31, 2013.

The Board of Management ("BoM") would like to propose to the General Shareholders for consideration and approval the dividend distribution scheme for 2013 as follows:

- I. Cash dividend to existing shareholders in the following proportion:
For ordinary shares: 21.49%/share (01 share will receive VND 2,149)
 1. Eligibility: Existing shareholders whose names appear in the Shareholder Register List of shareholders entitled to receive a cash dividend, at the close of trading on the record date.
 2. Form of distribution: cash dividend shall be distributed by a rights exercise.
 3. Expected timing of distribution: 3rd Quarter 2014.
- II. Share dividend to existing shareholders in accordance with their ownership percentage:
 1. Eligibility: Existing shareholders whose names appear in the Shareholder Register List of shareholders entitled to receive share dividends, at the close of trading on the record date.
 2. Form of distribution: the share dividend shall be distributed by a rights exercise.
 3. Distribution ratio: distributed in the ratio of 1,000 : 487 to the existing shareholders as at the closing record date (Each existing shareholder who holds 1,000 shares will be entitled to receive an additional 487 shares). The total number of additional shares to be issued is expected to be approximately 452,734,000 shares, equivalent to par value of VND4,527,340,000,000.
 4. Share dividend to be distributed are fully paid-up ordinary shares with par value of VND 10,000/share.
 5. Treatment of fractional shares: The number of shares to be distributed will be rounded down to the nearest integer number of shares; fractional shares (if any) will be cancelled.

For example, if shareholder Nguyen Van A owns 789 VIC shares, he will theoretically receive $789 \times 487 / 1,000 = 384.243$ VIC shares. However, he will actually receive only 384

VIC shares due to the rounding-down to the nearest integer number of shares, with the fractional shares cancelled.

The positive difference between the Vingroup's profit in 2013 and the total value of shares actually distributed to the existing shareholders as dividends for 2013 will remain as retained earnings of Vingroup.

6. Source of capital: Undistributed earnings as of December 31, 2013.

According to the separate financial statements audited by Ernst & Young Viet Nam Company Limited, the undistributed earnings of Vingroup as of December 31, 2013 is VND 6,562,874,420,378;

7. Expected timing of distribution: 3rd Quarter 2014

8. Structure of the charter capital after the issuance of shares:

- Total number of outstanding shares: 929,638,512 shares

- Total number of shares to be issued: 452,734,000 shares

In which

+ Expected dividends for 2013 distributed as shares: 452,734,000 shares

- Type of shares: ordinary share

- Par value: VND10,000/share

- Expected total number of shares after the issuance: 1,382,372,512 shares

- Charter capital after the issuance (at par value) is expected to increase to VND13,823,725,120,000 (In words: Thirteen trillion, eight hundred twenty three billion, seven hundred twenty five million, one hundred and twenty thousand Vietnam Dongs).

- Limitations of the issuance: The additional shares to be issued as share dividend to existing shareholders are not subject to transfer restrictions.

9. The newly issued shares from share dividend to existing shareholders (based on the actual results of the issuance) will be registered with the Vietnam Securities Depository (VSD) and listed on the Ho Chi Minh Stock Exchange (HOSE).

The specific date for the additional listing will be decided by the Chairman of the BoM.

III. The remaining profits will be added to the capital of Vingroup.

IV. Authorization to implement:

To ensure efficient and expeditious implementation of the share issuance, the BoM would like to seek the GSM's approval to authorize the Chairman of the BoM to act, including but not limited to the following tasks:

- 1.** To complete all relevant required procedures, to consider and determine specific contents of the plan to distribute dividends in cash and shares to existing shareholders in compliance with statutory regulations and Vingroup's Charter, and to protect the interests of shareholders;
- 2.** To choose the time and method for the distribution of dividends in cash and in shares to existing shareholders;
- 3.** To complete all necessary procedures to increase the Charter capital and amend the Charter of Vingroup JSC in line with the actual issuance results;

4. To complete all the procedures to register with the VSD and list on the HOSE the additional shares from the distribution of share dividend to existing shareholders;

Receivers:

- As mentioned above;
- Office for archives.

**ON BEHALF OF
THE BOARD OF MANAGENENT
CHAIRMAN**

(signed)

Pham Nhat Vuong

**MINUTES OF COUNTING VOTES OF SHAREHOLDERS OF
VINGROUP JOINT STOCK COMPANY
(IN THE FORM OF WRITTEN BALLOTS)**

VINGROUP JOINT STOCK COMPANY

Head Office: No. 7, Bang Lang 1 Street, Vinhomes Riverside Eco-urban Zone, Viet Hung Ward, Long Bien District, Hanoi.

Enterprise Registration Certificate Number: 0101245486 first issued by the Business Registration Office of the Department of Planning and Investment of Hanoi on 3 May 2002.

Today, on 24th July 2014, at the Office of Vingroup Joint Stock Company (“**Vingroup**”), Vingroup’s Vote Counting Committee consisted of the members of the Board of Management (the “**BoM**”), Head of the Inspection Committee and the representative of the supervising shareholder as follows:

1. Mr. Pham Nhat Vuong – Chairman of the BoM;
2. Ms. Nguyen Dieu Linh – Vice Chairwoman of the BoM cum the Deputy General Director;
3. Ms. Mai Huong Noi – Member of the BoM cum Deputy General Director;
4. Mr. Nguyen The Anh – Head of the Inspection Committee;
5. Ms. Duong Anh Thu – Supervising shareholder.

The members of the Vote Counting Committee together counted the votes on the decisions of the General Shareholders in the form of written ballots.

I. Purposes and the matters to be voted upon

1. **Purposes of obtaining the shareholders’ opinions:** to approve the detailed dividend payment plan to Vingroup’s shareholders from 2013 undistributed earnings.
2. **Matters requiring approval by written ballots:** to approve the detailed dividend payment plan to Vingroup’s shareholders from 2013 undistributed earnings.

II. Vote counting results

- Total shares of Vingroup: 929,638,512 shares (based on the list of shareholders made by Vietnam Securities Depository on 19th June 2014)
- Total treasury shares: 35,398,107 shares (based on the list of shareholders made by Vietnam Securities Depository on 19th June 2014)
- Total floating shares of Vingroup (after deducting treasury shares): 894,240,405 shares, representing 100% of voting rights.
- Total number of voting forms sent to shareholders: 5,252 forms, equivalent to 894,240,405 shares, representing 100% of the total votes;

- Number of voting forms submitted by the shareholders: 229 ballots, equivalent to 750,289,339 shares, representing 83.902% of the total votes;

In which:

- Number of valid ballots: 211 forms, equivalent to 750,204,326 votes, representing 83,893% of the total votes;
 - Number of invalid ballots: 18 forms, equivalent to 85,013 votes, representing 0.010% of the total votes.
- Number of voting forms not submitted by the shareholders: 5,022 voting forms, equivalent to 143,950,519 shares, representing 16.098% of the total votes;
 - Number of non-deliverable voting forms due to various reasons (unclear/inaccurate addresses, changed addresses, failure to reach shareholders after multiple delivery attempts...): 1 voting form, equivalent to 547 shares, representing 0.000% of the total votes;

III. Voting results: to approve the detailed dividend payment plan to Vingroup's shareholders from 2013 undistributed earnings pursuant to BoM proposal No. 10/2014/TT-HĐQT-VINGROUP dated 4th July 2014.

- + *Number of votes in favor: representing 750,174,309 shares, accounting for 83.890% of the total votes;*
- + *Number of votes against: representing 0 share, accounting for 0% of the total votes;*
- + *Number of abstentions: representing 30,017 shares, accounting for 0.003% of the total votes.*

IV. The decisions that have passed are as follows: approved the detailed dividend payment plan to Vingroup's shareholders from 2013 undistributed earnings pursuant to BoM proposal No. 10/2014/TT-HĐQT-VINGROUP dated 4th July 2014.

This Decision has been passed by 83.890% of the total voting shares voting in favor of the decision and shall become effective immediately.

The Vote Counting Minutes are recorded in 2 copies and archived in the Office of Vingroup.

Signatures of the members of the Vote Counting Committee:

Chairman of the BoM

(signed)

Pham Nhat Vuong

**Vice Chairwoman of the BoM
cum the Deputy General Director**

(signed)

Nguyen Dieu Linh

**Member of the BoM
cum the Deputy General Director**

Head of the Inspection Committee

(signed)

Mai Huong Noi

(signed)

Nguyen The Anh

Supervising shareholder

(signed)

Duong Anh Thu