



**VINGROUP JOINT STOCK COMPANY**  
**2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**MEETING MINUTES**

**VINGROUP JOINT STOCK COMPANY**

- Headquarters: No. 7, Bang Lang 1 Street, Vinhomes Riverside Ecology Urban Area, Viet Hung Ward, Long Bien District, Hanoi.
- Business Registration Certificate No.: 0101245486 issued by the Business Registration Office No. 1 - Hanoi Authority for Planning and Investment on May 3, 2002.

**Time and Venue:** The 2015 Annual General Meeting of Shareholders (“the Meeting” or “the AGM”) was called to order at 9:00 am, April 23, 2015 at Almaz Convention Center, Hoa Lan Street, Vinhomes Riverside Ecology Urban Area, Phuc Loi Ward, Long Bien District, Hanoi.

**A. PRE-MEETING FORMALITIES**

**1. Announcement of the Meeting’s purpose**

The MC announced the purpose of the Meeting: The 2015 Annual General Meeting of Shareholders was convened in compliance with the applicable laws and Vingroup’s Charter to seek shareholder approval on a number of issues falling under the jurisdiction of the AGM.

**2. Shareholder Attendance Report**

Mr. Nguyen The Anh – Head of the Supervisory Committee (the “SC”) cum Head of the Eligibility Verification Committee gave the shareholder attendance report at 8:58am:

- Total number of shareholders attending either directly or by proxy was 192, representing 1,281,394,807 shares, equivalent to 88.10% of voting rights (based on the Shareholders of Record on March 23, 2015 as provided by the Vietnam Securities Depository)
- Pursuant to Vingroup’s Charter, a Meeting is validly convened when there is a quorum of 65% voting rights represented by shareholders attending either directly or by proxy. The Meeting satisfied the provision and could proceed.

**3. Introduction of the Presiding Committee and the Chairman of the Meeting:**

- Mr. Pham Nhat Vuong – Chairman of the BOM cum Chairman of the Meeting
- Mr. Le Khac Hiep – Vice Chairman of the BOM
- Madame. Nguyen Dieu Linh – Vice Chairwoman of the BOM cum Deputy CEO
- Mr. Joseph Raymond Gagnon – Member of the BOM
- Madame Duong Thi Mai Hoa – Chief Executive Officer

**4. Nomination of Meeting Secretaries:**

The following people were nominated Meeting Secretaries by the Meeting Chairman, which was passed by 100% of shareholders and proxies attending the AGM:

- Ms. Nguyen Thu Hien – Legal Procedure Officer
- Ms. Le Thi Thoa - Attorney

**5. Nomination of the Vote Counting Committee: approved by 100% of the shareholders at the Meeting, as follows:**

The following people were appointed members of the Vote Counting Committee by the AGM Chairman, which was passed by 100% of shareholders and proxies attending the Meeting:

- Mr. Tran Dang – Attorney, Head of Legal Procedure Department – Head of the Vote Counting Committee
- Mr. Nguyen The Anh – Head of the Supervisory Committee – Member of the Vote Counting Committee
- Ms Hoang Thi Lan Anh – Supervisory Shareholder, Member of the Vote Counting Committee

**B. CONTENT OF THE AGM**

**I. MEETING AGENDA AND REGULATIONS ON THE ORGANIZATION AND OPERATION OF THE ANNUAL AND EXTRAORDINARY MEETINGS OF SHAREHOLDERS**

1. The Meeting Chairman announced the Meeting Agenda (*attached hereto as Appendix 1*), which was passed by shareholders and proxies representing 100% of voting rights.
2. The Meeting was conducted in accordance with the Regulations on Organization and Operations of the Annual and Extraordinary General Meetings of Shareholders of Vingroup, which was approved by the 2012 AGM.

**II. REPORTS AND PROPOSALS DISCUSSED AND APPROVED BY THE AGM**

1. Mr. Le Khac Hiep – Vice Chairman of the BOM, presented a Summary of the Report of the BOM on Business Review and Outlook.
2. Madame Duong Thi Mai Hoa – CEO, presented a Summary of the Report of the Executive Committee on 2014 Business Results and 2015 Business Plan.
3. Mr. Nguyen The Anh – Head of the Supervisory Committee, presented a Summary of the Report of the SC on the Management and Operation of Vingroup in 2014 by the BOM and the Executive Committee.
4. Madame Nguyen Thi Thu Hien – Chief Accountant, presented a Summary of the the 2014 Audited Financial Statements.
5. Madame Duong Thi Mai Hoa – CEO, presented a Summary of the Proposed re-approval of the Issue and Exchange Plan
6. Madame Duong Thi Mai Hoa – CEO, presented a Summary of the International Convertible Bonds status update and other related matters.
7. Mr. Le Khac Hiep – Vice Chairman of the BOM, presented a Summary of the proposed Appropriation Plan for the 31 December 2014 retained earnings and the expected Quarter I/ 2015 net income.
8. Mr. Le Khac Hiep – Vice Chairman of the BOM, presented a Summary of the proposed remuneration for the BOM and the SC
9. Mr. Le Khac Hiep – Vice Chairman of the BOM, presented a Summary of the proposed amendments to the abbreviated company name and additional registered business lines.
10. Mr. Le Khac Hiep – Vice Chairman of the BOM, presented a Summary of the proposed amendments and supplements to a number of Articles in the Vingroup Charter.
11. Mr. Pham Thieu Hoa – Project Development Director, presented a Summary of Vingroup’s project development progress in 2014.

During this AGM, Vingroup received the resignation from Ms. Hoang Thuy Mai, a member of the Supervisory Committee. Pursuant to Vingroup's Charter, Ms. Hoang Thuy Mai ceased to be a member of the Supervisory Committee effective immediately.

### **III. Q&A SESSION** *(attached hereto as Appendix 2)*

### **IV. VOTING AND ANNOUNCEMENT OF VOTING RESULTS**

1. The Head of the Vote Counting Committee updated the number of shareholders currently present at the meeting and gave voting instructions:
  - Updates on number of shareholders by 10.04 am.
  - Total shareholders attending in person and by proxy: **247** people, representing **1,291,856,562** shares, accounting for **88.81%** of voting rights.
  - Voting instructions were given.
2. Voting session.
3. Vote counting and announcement of voting results:
  - Total number of voting cards distributed to shareholders: 247 cards, representing: 1,291,856,562 shares, accounting for 100% voting rights at the Meeting.
  - Total number of voting cards collected: 234 cards, representing: 1,291,838,028 shares, accounting for 100% of voting rights at the Meeting.  
(Detailed results are shown in the 2015 AGM Vote Counting Minutes).

### **V. APPROVALS**

1. **Approved: Report of the BOM on Business Review and Outlook** *(attached hereto as Appendix 3)*.

*This Report was adopted by 1,291,792,793 shares, equivalent to 100% of the total votes.*

2. **Approved: Report of the EC on 2014 Business Results and 2015 Business Plan** *(attached hereto as Appendix 4)*.

*This Report was adopted by 1,291,789,591 shares, equivalent to 100% of the total votes.*

3. **Approved: Report of the SC regarding the Management and Operation of Vingroup in 2014 by the BOM and the EC** *(attached hereto as Appendix 5)*.

*This Report was adopted by 1,291,787,968 shares, equivalent to 100% of the total votes.*

4. **Approved: 2014 Audited Financial Statements.**

*This Report was adopted by 1,291,716,234 shares, equivalent to 99.99% of the total votes.*

5. **Approved: Appropriation Plan for the 31 December 2014 retained earnings and the expected Quarter I/ 2015 net income according to the Proposal of the BOM at the Meeting** *(attached hereto as Appendix 6)*.

*This Plan was approved by 1,291,759,647 shares, equivalent to 100% of the total votes.*

6. **Approved: Issue and Exchange Plan according to the Proposal of the BOM at the Meeting** *(attached hereto as Appendix 7)*.

*This Plan was approved by 1,291,777,094 shares, equivalent to 100% of the total votes.*

7. **Approved: Remuneration for the BOM and the SC according to the Proposal of the BOM and the SC at the Meeting.**

#### 7.1 Actual remuneration for 2014:

- In 2014, the BOM consisted of 11 members, and the SC numbered 5 members.
- Remuneration for the BOM of VND9.6 billion – equivalent to 0.26% of the 2014 profit after tax
- Remuneration for the SC of VND1.6 billion – equivalent to 0.04% of the 2014 profit after tax

The total remuneration for the BOM and the SC complies with the Resolution from the 2014 AGM.

7.2 Remuneration Plan for 2015:

- The BOM and the SC requested AGM approval of the 2015 remuneration plan for the BOM and the SC as follows (equivalent to the proposed remuneration plan in 2014):
  - + BOM remuneration limited to a maximum of 0.4% of 2015 profit after tax
  - + SC remuneration limited to a maximum of 0.1% of 2015 profit after tax

The AGM authorised the Chairman of the BOM and the Head of the SC to set specific remuneration for the members of the BOM and the SC within the limits above.

*This Plan was approved by 1,291,770,340 shares, equivalent to 100% of the total votes.*

- 8. Approved: Proposal to amend the abbreviated company name and additional registered business lines according to the Proposal of the BOM at the Meeting (attached hereto as Appendix 8).**

*This Proposal was approved by 1,291,716,705 shares, equivalent to 99.99% of the total votes.*

- 9. Approve the proposal to amend and supplement Vingroup Charter according to the Proposal of the BOM at the Meeting (attached hereto as Appendix 9).**

*This Proposal was approved by 1,290,394,964 shares, equivalent to 99.89% of the total votes.*

- 10. Approved: the International Convertible Bonds status update and other related matters according to the Report of the BOM at the Meeting (attached hereto as Appendix 10).**

*This Proposal was approved by 1,235,410,761 shares, equivalent to 95.63% of the total votes.*

**C. ADOPTION OF MINUTES AND MEETING ADJOURNMENT**

The Meeting Minutes and enclosed Appendices were adopted and approved by 100% of total votes.

The Chairman of the Meeting adjourned Vingroup's 2015 Annual General Meeting of Shareholders at 11.30am on the same day.

**Meeting Secretaries**

*(signed)*

**Nguyen Thu Hien**

*(signed)*

**Le Thi Thoa**

**Chairman of the Meeting**

*(signed & sealed)*

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**Pham Nhat Vuong**

## About Vingroup

The Company and its subsidiaries (the "**Group**"), with a market capitalization of VND64.9 trillion as of April 16, 2015, are the largest listed developer and manager of real estate, hospitality and entertainment properties in Vietnam. The Group has developed a diversified portfolio across six business segments: **Property**: *Vinhomes* luxury apartments & villas, *Vincom* and *Vincom Mega Mall* shopping centers, and *Vincom Office* space for lease; **Hospitality and entertainment**: 5-star *Vinpearl Resort*, upscale *Vinpearl Luxury* resorts, *Vinpearl Land* amusement parks and family entertainment centers, *Vinpearl Premium* resorts and villas, and *Vinpearl Golf Club*; **Retail**: *VinMart* supermarkets, *VinMart+* convenience stores, *VinFashion*, *VinDS* chain of specialty retail stores, *VinPro* electronics and appliance stores, and *Adayroi* comprehensive E-commerce platform.

In addition to these three business segments, Vingroup participates in other segments aimed at improving the quality of life for the Vietnamese people. Among these segments are **Healthcare**: *Vinmec* quality healthcare services; **Education**: *Vinschool* quality education, and **Agriculture**: *VinEco* – Trusted quality source of food and the Group's newest sector.

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