

APPENDIX 6
(Attached to the Minutes of 2015 Annual General Meeting of Shareholders)

PROPOSAL OF THE BOARD OF MANAGEMENT

**Re: the Appropriation Plan for the 31 December 2014 retained earnings
and the expected Quarter I/ 2015 net income**

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS

As at 31 December 2014, Vingroup's unconsolidated retained earnings as audited by Ernst & Young Viet Nam was **VND2,053,772,082,866**.

Vingroup's estimated net income for Quarter I/ 2015 is expected to be **VND2,200,000,000,000**.

The Board of Management (the "**BOM**") would like to submit to the Annual General Meeting of Shareholders (the "**AGM**") for approval of the Appropriation Plan for the 31 December 2014 retained earnings and the expected Quarter I/ 2015 net income as follows:

- I.** To add VND5,000,000,000 (five billion dong) to the Financial Reserve Fund, as specified in the Charter of the Company.
- II.** To distribute stock dividends from the retained earnings at year end 2014 and the expected Quarter I/ 2015 net income to the eligible shareholders as follows:
 - 1. Eligibility:** Shareholders of record on the record date to be subsequently announced.
 - 2. Form of distribution:** Ordinary shares
 - 3. Ratio:** distributed at the ratio of 1,000:258 to eligible shareholders (Each eligible shareholder who holds 1,000 shares will be entitled to receive 258 shares as dividends) in which:
 - i. To distribute stock dividends from the retained earnings at year end 2014 at the ratio of 1,000:140. The total amount of dividends to be distributed is VND2,036,377,140,000 (two trillion, thirty-six billion, three hundred seventy-seven million and one hundred forty thousand dong), equivalent to VND1,400 per share.
 - ii. To pay stock dividends in advance from the expected net income for Quarter I/ 2015 at the ratio of 1,000:118. The total amount of dividends to be distributed is VND1,716,375,020,000 (one trillion, seven hundred sixteen billion, three hundred seventy-five million and twenty thousand dong), equivalent to VND1,180 per share.
 - 4.** The total number of additional shares to be issued is approximately 375,275,216 shares, equivalent to a total par value of VND3,752,752,160,000.
 - 5. Type of distributed shares:** Fully paid-up ordinary shares with par value of VND10,000/share.
 - 6. Treatment of fractional shares:** The number of shares to be distributed will be rounded to the nearest integer number of shares; fractional shares (if any) will be cancelled.
For example: Shareholder Nguyen Van A, who owns 789 VIC shares, will be eligible to receive $789 \times 258 / 1,000 = 203.562$, which would be rounded down to 203 VIC shares.
The positive difference in value between Vingroup's retained earnings and the total par value of shares actually distributed to eligible shareholders will remain as retained earnings of Vingroup.
 - 7. Source of Capital:** Retained earnings as at 31 December 2014 and expected Quarter I/ 2015 net income

As stated in the unconsolidated financial statement audited by Ernst & Young Viet Nam, the total retained earnings of Vingroup as at 31 December 2014 is VND2,053,772,082,866 and the expected Quarter I/ 2015 net income is VND2,200,000,000.

8. Expected timing of distribution: Quarter II of 2015

9. Structure of the Charter capital after the issuance

- Total number of outstanding shares: 1,454,555,098 shares
 - Total number of shares to be issued: 375,275,216 shares
 - Type of share: ordinary share
 - Par value: VND10,000/share
 - Expected total number of shares after the additional issuance of shares: 1,829,830,314 shares
 - The Charter capital after the issuance (at par value) is expected to increase to VND18,298,303,140,000 (eighteen trillion, two hundred ninety-eight billion, three hundred and three million and one hundred forty thousand dong).
 - Limitations of the issuance: the additional shares to be issued as stock dividends to eligible shareholders are not subject to transfer restrictions.
- 10.** The newly issued shares dividends to eligible shareholders (based on the actual results of the issuance) will be registered with Vietnam Securities Depository (VSD) and listed on Ho Chi Minh Stock Exchange (HOSE).

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

III. The remaining retained earnings will be part of the business capital of Vingroup.

IV. Authorization to implement:

To ensure efficient and expeditious implementation of the share issuance, the BOM would like submit for AGM 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 appropriation plan to eligible shareholders in compliance with statutory regulations and Vingroup's Charter and to protect the interests of shareholders.
2. To choose and decide the time of the distribution of the stock dividends to eligible shareholders.
3. To complete all necessary procedures to increase the Charter capital and amend the Charter of the Company corresponding to the issuance results.
4. To complete all necessary procedures for additionally listing and depositing the additional shares on HOSE and at VSD.

Kindly submit for AGM consideration and endorsement.

Thank you very much.

To:

- As stated above;

- Vingroup archives.

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

(signed)

Pham Nhat Vuong