

No: /2016/NQ-ĐHĐCĐ-VINGROUP

Hanoi,

2016

(DRAFT)

RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS'**VINGROUP JOINT STOCK COMPANY****(by collecting written vote)**

These Resolutions of the General Meeting of Shareholders of Vingroup Joint Stock Company (“**Vingroup**”) are made based on written vote of shareholders in accordance with provisions of the Enterprise Law 2014 and Charter of the Company (Article 24).

VINGROUP JOINT STOCK COMPANY

Head Office address: No 7, Bang Lang 1 Street, Vinhomes Riverside Ecological Area, Viet Hung Ward, Long Bien District, Hanoi, Vietnam.

Business registration number: 0101245486 issued for the first time by the Business Registration Office of Hanoi Department of Planning and Investment on 03 May 2002.

List of shareholders to obtain written vote was made in accordance with the shareholder register of record provided by the Vietnam Securities Depository Center on 19 July 2016.

Based on the vote counting results stated in the Vote Counting Minutes issued by the Board of Directors of Vingroup (the “**BOD**”) dated _____, the General Meeting of Shareholders (“**GMS**”) hereby passes and issues the following resolutions:

THE FIRST RESOLUTION**Approve the appropriation plan for capital surplus**

Approving the appropriation plan for capital surplus with details as follows:

- 1. Method:** Using capital surplus to increase charter capital by issuing shares to existing shareholders.
- 1.1 Eligibility:** Existing shareholders in the shareholder register of record on the record date as provided by Vietnam Securities Depository (VSD).
- 1.2 Form of distribution:** the new shares shall be distributed by means of exercising shareholders’ right.
- 1.3 Distribution ratio:** distributed at the ratio of **1,000:225** to existing shareholders as at the record date (for every 1,000 shares, each existing shareholder will be entitled to receive 225 new shares). The total number of new shares to be issued is 484,477,828 shares, equivalent to a par value of VND4,844,778,280,000.
- 1.4 Features of distributed shares:** Shares to be distributed are ordinary shares with par value of VND10,000/share and have been fully paid for.
- 1.5 Treatment of fractional shares:** The number of shares to be distributed will be rounded down to the nearest integer number; fractional shares (if any) will be cancelled.

For example: Nguyen Van A, who owns 789 VIC shares, will be eligible to receive $789 \times 125 / 1,000 = 177,525$, which would be rounded down to 177 VIC shares.

1.6 The positive difference in value between Vingroup's intended capital surplus use and the total par value of shares actually distributed to eligible shareholders will remain as capital surplus of Vingroup.

1.7 Capital source: from the accumulative capital surplus as at 31 March 2016

According to the consolidated financial statements audited by Ernst & Young Viet Nam Limited, the accumulative capital surplus of Vingroup as at 31 March 2016 is **VND7,305,670,215,676**.

1.8 Tentative schedule for execution: Quarter IV/2016

2. Structure of the charter capital after share issuance:

- Type of share: Ordinary share
- Par value: VND10,000/share
- Total number of current outstanding shares: 2,153,234,792 shares
- Total number of shares planned to issue: 484,477,828 shares
- Charter capital after the issuance (at par value) is expected to increase by VND4,844,778,280,000 at maximum (In words: Four trillion, eight hundred forty-four billion, seven hundred seventy-eight million, two hundred and eighty thousand Viet Nam Dong).
- Expected total number of shares post-issuance: 2,637,712,620 shares
Expected charter capital post-issuance: VND26,377,126,200,000
- Limitations of the issuance: The additional shares to be issued from the distribution of capital surplus to existing shareholders are not subject to transfer limitations.

3. The new shares from the appropriation plan for capital surplus issued to existing shareholders (based on the actual results of distribution) will be registered with the Vietnam Securities Depository Center (VSD) and listed on the Ho Chi Minh City Stock Exchange (HOSE).

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

This Resolution is approved with ...% (*in words per cent.*) of total votes voting in favor and takes effect immediately.

THE SECOND RESOLUTION

Implementation

Authorizing the Chairman of BOD and the Legal representative to organize the implementation in accordance with internal division of responsibility and function, including but not limited to the following tasks:

1. Complete all required procedures, consider and determine details of the appropriation plan in compliance with statutory regulations and Vingroup's Charter to preserve the interests of shareholders.
2. Decide the timing of the stock dividend distribution to eligible shareholders.
3. Complete all necessary procedures to increase the charter capital and amend the Charter corresponding to the distribution results.
4. Complete all necessary procedures for depositing and listing of the newly issued shares at VSD and HOSE respectively.

This Resolution is approved with ...% (*in words per cent.*) of total votes voting in favor and takes effect immediately

IMPLEMENTATION

1. These Resolutions take effect from the signing date. The BOD is responsible for organizing and implementing all contents of these Resolutions;
2. These Resolutions shall be circulated to all Shareholders of Vingroup.

To:

- *Shareholders;*
- *Vingroup archives.*

**ON BEHALF OF THE GMS
CHAIRMAN OF THE BOD**

PHAM NHAT VUONG