



VINGROUP JOINT STOCK COMPANY

**DISCLOSURE REGARDING APPROVAL OF GUARANTEE ISSUANCE TO SECURE
PAYMENT OF INTERNATIONAL BOND**

On 04 October 2018, Chairman of Board of Directors of Vingroup JSC (BoD), representing the BoD, issued the Resolution relating to the approval of guarantee issuance to secure the payment of the international bond of Vinpearl JSC (details attached herein)

No.: 40/2018/NQ-HĐQT-VINGROUP

Hanoi, October 4, 2018

**RESOLUTION OF THE BOARD OF DIRECTORS
VINGROUP JOINT STOCK COMPANY**

(Re: Approving the guarantee with respect to the payment obligations of international bonds issued by Vinpearl Joint Stock Company)

BOARD OF DIRECTORS

Pursuant to:

- *Law on Enterprises No. 68/2014/QH13 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2014 and its implementing regulations;*
- *Charter of Vingroup Joint Stock Company (“Vingroup”); and*
- *Functions, tasks and powers of the Chairman of the Board of Directors of Vingroup (“BOD”).*

RESOLVES:

Article 1: Approving the provision of guarantee with respect to the payment obligations of international bonds issued by Vinpearl Joint Stock Company

The BOD approves the provision of guarantee by Vingroup (the “**Guarantee**”) to secure all payment obligations of its subsidiary being Vinpearl Joint Stock Company (“**Vinpearl**”) under, with respect to or in relation to the international bonds issued by Vinpearl with the total value of USD 125,000,000 in accordance with the issuance plan as approved by Vinpearl General Meeting of Shareholders in the Resolution No. 07/2018/NQ-ĐHĐCĐ-VINPEARL dated 17 September 2018 (the “**Bonds**”).

Article 2: Approving the transaction documents

1. The BOD approves all the terms, conditions and transactions under the following contracts and agreements in relation to the Guarantee and the Bonds:
 - (a) Supplemental Trust Deed which will be executed between Vinpearl, Vingroup and The Bank of New York Mellon, London Branch to adjust and supplement the Trust Deed signed between Vinpearl, Vingroup and The Bank of New York Mellon, London Branch dated 11 June 2018;

- (b) Supplemental Paying and Exchange Agency Agreement which will be executed between Vinpearl, Vingroup and The Bank of New York Mellon, London Branch to adjust and supplement the Paying and Exchange Agency Agreement signed between Vinpearl, Vingroup, The Bank of New York Mellon, London Branch and The Bank of New York Mellon SA/NV, Luxembourg Branch; and
 - (c) Subscription Agreement which will be executed between Vinpearl, Vingroup, Credit Suisse (Singapore) Limited.
2. The BOD approves (i) the execution and delivery by Vingroup of the aforesaid contracts and agreements and other contracts, agreements, and documents to which Vingroup is required to execute and/or deliver in relation to the Guarantee and the Bonds (collectively, the “**Bond Guarantee Documents**”), (ii) all transactions as contemplated under the Bond Guarantee Documents, and (iii) the performance by Vingroup of the transactions as contemplated under the Bond Guarantee Documents and its obligations, undertakings, and agreements as provided in the Bond Guarantee Documents.

Article 3: Approving the implementation

1. To assign and authorize the General Director of Vingroup to perform the followings:
- (a) To decide the contents of the Bond Guarantee Documents other than the contracts and agreements as listed out in Article 2.1;
 - (b) To decide the amendment and adjustments of the Bond Guarantee Documents to the extent in accordance with Article 1;
 - (c) To execute and deliver the Bond Guarantee Documents on behalf of Vingroup, to perform the transactions as contemplated under the Bond Guarantee Documents and obligations, undertakings, and agreements of Vingroup as provided under the Bond Guarantee Documents; and
 - (d) To decide and implement other necessary works and tasks to ensure the full performance by Vingroup of its obligations in accordance with the Guarantee;
 - (e) To decide the adjustment of the documents content as provided in Article 2 above and all other agreements, documents, and other relating payment orders for the purpose of implementation of the tasks; and
 - (f) To cooperate and assign tasks to relevant divisions/departments/units in order to perform the aforementioned tasks.
2. The General Director of Vingroup may authorize other personnel of Vingroup to perform any of the authorized tasks above.

Article 4: Effective and implementation

1. This Resolution takes effect from the signing date.
2. The members of the BOD, Board of Management and relevant departments of Vingroup are responsible for implementing this Resolution.

Recipients:

- *BOD members;*
- *Board of Management;*
- *Inspection Committee;*
- *Archives.*

**P.P. BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF DIRECTORS**

(signed)

PHAM NHAT VUONG