
No.: 01/2014/BB-DHDCD-VINGROUP

2014 ANNUAL GENERAL SHAREHOLDERS' MEETING MINUTES

VINGROUP JOINT STOCK COMPANY

- Headquarter: No 7, Bang Lang 1 Street, Viet Hung Ward, Long Bien District, Ha Noi.
- Business Registration Certificate No.: 0101245486 issued by the Business Registration Office No. 1 – Department of Planning and Investment of Ha Noi on May 3rd, 2002.

Time and Venue of the Meeting: The Meeting commenced at 8:30 am, April 18th 2014 at Melia Hanoi Hotel, 44B Ly Thuong Kiet, Hoan Kiem District, Ha Noi.

A. Constitution

1. Purpose of the Meeting

The MC announces purpose of the Meeting and notes the 2014 Annual General Shareholders' Meeting has been convened in compliance with legal requirements and the Charter of Vingroup with announcement of the agenda and motions of the Board of Directors.

2. Report on Shareholders' eligibility verification:

Mr. Nguyen The Anh – Head of the Supervisory Committee (the “SC”) and Head of the Shareholders' Eligibility Verification Committee reported the Meeting attendance with the shares represented as follows:

- (i) The total number of shareholders : **184**
representing **787.783.529** shares
equivalent to **87%** the shares with voting rights
(pursuant to the List of Shareholders reserving rights to attend the 2014 GSM provided by Vietnam Securities Depository dated March 03, 2014).
- (ii) Pursuant to Vingroup's Charter, the Meeting may be conducted when the attendance represents a minimum of 65% of the eligible VIC shares with voting right. This requirement has been made for the Meeting to proceed.

3. Introduction of the Standing Committee and the Chairman of the Meeting:

- Mr. Pham Nhat Vuong – Chairman of the BoM, Chairman of the Meeting
- Mr. Le Khac Hiep – Vice Chairman of the BoM
- Ms. Mai Huong Noi – Member of the BoM
- Mr. Joseph Raymond Gagnon – Member of the BoM
- Ms. Duong Thi Mai Hoa – General Director

4. Chairman of the Meeting appoints the following people as secretaries:

- Ms. Nguyen Thu Hien – Legal Procedure Officer

- Ms. Nguyen Thi Ngoc Anh - Lawyer

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

- Mr. Tran Dang – Lawyer, 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
- Supervising shareholder: Mr/Ms Ngo Phuong Hanh. – Member of the Vote Counting Committee

B. CONTENT

I. Agenda and Constitutional approval

1. The Chairman announces and the Shareholders approve Vingroup’s Meeting Agenda (*attached hereto as Appendix 1*), which is passed by 100% of the total shares with voting rights.
2. The Meeting is conducted in accordance with the Regulations on Organization and Operations of the Annual General Shareholders’ Meeting and the Extraordinary General Shareholders’ Meeting of Vingroup, which was approved by the 2012 Annual General Shareholders’ Meeting.

II. Reports and Proposals to be discussed and approved by shareholders in the Meeting

1. Mr. Le Khac Hiep – Vice Chairman of the BoM, presents Report from the BoM on business management in 2013.
2. Ms. Duong Thi Mai Hoa – General Director, presents Report of business performance in 2013 and Business Plan in 2014.
3. Mr. Nguyen The Anh – Head of the Supervisory Committee, presents the Report from the Supervisory Committee on the management activities of the BoM and the BoD in 2013.
4. Ms. Nguyen Thi Thu Hien – Chief Accountant, presents the 2013 audited financial statements.
5. Mr. Le Khac Hiep – Vice Chairman of the BoM, presents the Proposal on plan for using 2013 profit after tax.
6. Ms Duong Thi Mai Hoa – General Director, presents the Report on the international convertible bonds status and proposal for the approval of the related matters.
7. Ms Duong Thi Mai Hoa – General Director, presents the Report on approval of new shares issuance and shares exchange.
8. Ms Duong Thi Mai Hoa – General Director, presents the Proposal for international issuance and listing of new shares on a foreign stock exchange.
9. Mr Le Khac Hiep- Vice Chairman of the BoM, presents the proposal regarding approval of the BoM and the Supervisory Committee remuneration.
10. Mr Le Khac Hiep- Vice Chairman of the BoM, presents the Proposal regarding approval of the change in address of Vingroup Joint Stock Company headquarter.
11. Mr. Pham Thieu Hoa – Project Development Director, presents the Report on Vingroup’s project development progress.

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

IV. VOTING AND RESULT ANNOUNCEMENT

1. The Head of the Vote Counting Committee updates the results of shareholders’ eligibility verification and provides guidance on how to vote and voting rules as follows:

- Updating the results of shareholders' eligibility verification before the Shareholders' voting as at 10.23 am.
 - Total shareholders attending in person and via eligible proxies: **200** people, representing **790,149,065** shares, accounting for **87%** of the total shares with voting rights.
 - Instructions on voting.
2. The Shareholders vote for the matters that require approval of the General Shareholders' Meeting.
 3. The Vote Counting Committee counts the votes and announces the voting and election results in the Meeting.

V. APPROVALS

1. **2013 Business Management Report by the BoM (attached hereto as Appendix 3).**

This report is approved by 790,148,409 shares, equivalent to 100% of shares with voting rights represented by the registered shareholders either in person or through proxies at the Meeting.

2. **2013 Business Performance Report and 2014 Business Plan by the BoD (attached hereto as Appendix 4).**

This report is approved by 790,148,809 shares with voting right, equivalent to 100% of shares with voting right represented by the registered shareholders either in person or through proxies at the Meeting.

3. **2013 Corporate Governance Report by the Supervisory Committee's ("SC") (attached hereto as Appendix 5).**

This report is approved by 790,147,459 shares with voting rights, equivalent to 100% of shares with voting right represented by the registered shareholders either in person or through proxies at the Meeting.

4. **2013 Audited Financial Statements.**

These reports are approved by 790,148,809 shares with voting right, equivalent to 100% of shares with voting right represented by the registered shareholders either in person or through proxies at the Meeting.

5. **2013 profit after tax utilization plan (attached hereto as Appendix 6).**

The plan is approved by 790,148,169 shares with voting rights, equivalent to 100% of shares with voting right represented by the registered shareholders either in person or through proxies at the Meeting.

6. **Report on the issuance, offering and listing of additional shares on foreign stock exchange according to the Proposal of the BoM at the Meeting (attached hereto as Appendix 7).**

This proposal is approved by 790,148,459 shares with voting rights, equivalent to 100% of shares with voting right represented by the registered shareholders either in person or through proxies at the Meeting.

7. **New shares issuance and shares exchange proposal (attached hereto as Appendix 8).**

This proposal is approved by 787,164,468 shares with voting right, equivalent to 99.6% of shares with voting right represented by the registered shareholders either in person or through proxies at the Meeting.

8. **Request for reapproval of the issuance, offering and listing of new shares on foreign stock exchange (attached hereto as Appendix 9).**

This proposal is approved by 768,614,110 shares with voting right, equivalent to 97.3% of shares with voting right represented by the registered shareholders either in person or through proxies at the Meeting.

9. Request for approval of the Board of Management and the Supervisory Committee Remuneration Plan.

- Actual remuneration in 2013
 - In 2013, the BoM consisted of 11 members, and the SC numbered 5 members.
 - Remuneration for the BoM was VND10 billion – equivalent to 0.14% of the 2013 profit after tax
 - Remuneration for the SC was VND1.3 billion – equivalent to 0.02% of the 2013 profit after tax

Thus the total remuneration for the BoM and SC comply with the Resolutions from the 2013 Annual General Shareholders' Meeting.

- Remuneration Plan for 2014:
 - For BoM's members: up to 0.4% of 2014 profit after tax (the same rate as proposed in 2013)
 - For the SC's members: up to 0.1% of 2014 profit after tax (the same rate as proposed in 2013)

The Chairman set specific rates of remuneration for the members of BoM and of the SC within the limits above.

This proposal is approved by 790,147,059 shares with voting right, equivalent to 100% of shares with voting right represented by the registered shareholders either in person or through proxies at the Meeting.

10. Request for approval of the address change of Vingroup Joint Stock Company Headquarters

The new headquarters address is: No. 7 Bang Lang Street, Vinhomes Riverside, Viet Hung Ward, Long Bien District, Hanoi.

Regarding the timing of change of headquarters address in the Business Registration Certificate, the General Shareholders' Meeting authorize the Chairman of Vingroup to determine the appropriate timing to change the address of Vingroup headquarters no later than 12 months from the date of approval at the General Shareholders' Meeting.

The General Shareholders' Meeting approve the amendment of Clause 3, Article 3 of Vingroup's current Charter regarding the change of the headquarters address corresponding to the above change, and authorize the Legal Representative of Vingroup to complete, sign and publish an Appendix of the Charter noting the change in Vingroup's headquarters address.

This proposal is approved by 790,148,409 shares with voting right, equivalent to 100% of shares with voting right represented by the registered shareholders either in person or through proxies at the Meeting.

C. MEETING MINUTES PASSED AND CLOSING

The Meeting Minutes and enclosed Appendixes are hereby adopted and approved by 100% of total votes.

The Chairman of the Meeting closes Vingroup's 2014 Annual General Shareholders' Meeting at 11.30am on the same day.

Meeting Secretaries

(signed)

Nguyen Thu Hien

(signed)

Nguyen Thi Ngoc Anh

Chairman of the Meeting

(signed & sealed)

Pham Nhat Vuong