

## APPENDIX 9

*(Enclosed with the Minutes of the 2014 Annual General Shareholders' Meeting)*

### PROPOSAL FROM THE BOARD OF MANAGEMENT

**Re: Reapproval of the issuance, offering and listing of new shares on the foreign stock exchange**

**Respectfully submitted to: THE GENERAL SHAREHOLDERS' MEETING OF  
VINGROUP JOINT STOCK COMPANY**

On 8 June 2013, the General Shareholders' Meeting (the "**GSM**") of Vingroup Joint Stock Company ("**Vingroup**") issued Resolution No. 02/2013/NQ-DHDCD-VINGROUP ("**Resolution 02**") approving certain issues regarding the plan of issuing additional shares, offering and listing the additional shares on the Singapore Exchange Securities Trading Limited in 2013. However, due to unfavourable conditions in the international equity markets in the second-half of 2013, we were not guaranteed a positive result for the IPO Plan. Therefore, Vingroup has decided to postpone the IPO Plan in order to prevent it from avoidable risks and losses, whilst seeking alternative channels to raise international funding.

In order to diversify sources of funding and broaden investor base, and in consideration of signs of stabilization in the international financial market and favorable conditions for mobilizing funds from offshore, the Board of Management (the "**BOM**") would like to submit for the GSM's consideration and approval for the issuance of up to 120 million additional common shares, under the plan of issuing additional shares, offering and list on Singapore Exchange Securities Trading Limited or on another appropriate stock exchange (the "**Foreign Stock Exchange**"), (the "**IPO Plan**"). With the approval of the GSM, the BOM will decide on the implementation of this plan, from the second quarter of 2014 to the first quarter of 2015, in particular:

The plan to offer, issue and list additional shares on Singapore Exchange Securities Trading Limited or a Foreign Stock Exchange and the use of proceeds (referred herein as "**Issuing and Listing Shares on Foreign Stock Exchange**"):

1. Vingroup to issue additional ordinary shares ("**New Shares**"), offer and list the New Shares on a Foreign Stock Exchange for the purpose of supplementing working capital, funding investment projects and diversifying sources of equity capital of Vingroup, as follows:
  - a. Total number of New Shares to be issued: No more than 120,000,000 shares;
  - b. Type of New Shares: ordinary shares;
  - c. Par value: VND10,000/share or at the par value in accordance to the Laws where the New Shares are being listed;
  - d. Currency for the New Shares: local currency of the listing stock exchange;
  - e. Tentative schedule for the issuance of the New Shares: Within the period from the second quarter of 2014 to the first quarter of 2015;
  - f. Method of issue: offering and listing all of the New Shares on the Foreign Stock Exchange;
  - g. Others: the GSM authorizes the BOM to decide and implement the IPO plan.
2. The GSM to confirm that existing shareholders of Vingroup waive their pre-emptive right to purchase the New Shares in the foresaid issuance and offering.
3. The GSM to approve (i) the increase of Charter Capital by the issuance of the New Shares to investors on the SGX or another Foreign Stock Exchange; (ii) the registration for the increase of Charter Capital of Vingroup upon the completion of the offering of the New Shares.
4. The GSM to approve the plan on the utilisation of the proceeds received from the issuance of the New Shares for the following purposes: (i) to inject funds for the projects currently under

development of Vingroup and its subsidiaries; (ii) to supplement the general working capital of Vingroup; and (iii) other purposes for the general business operation of Vingroup and its subsidiaries.

5. For the prompt and smooth implementation of the IPO Plan, the BOM would like to seek GSM's approval to authorise the BOM to carry the following tasks:
- a. Making decision on the plan of issuing, offering and listing the New Shares, including, but without limitation to, actual number of the New Shares to be issued and offered, offering price, schedule of the offering and listing of the New Shares, using plan of the net proceeds from the issuance of the New Shares (if necessary) in compliance with the proceeds utilisation plan approved by the GSM, and other relevant issues in relation to the issuance, offering and listing of the New Shares on the Foreign Stock Exchange;
  - b. Making decision on the increase of Charter Capital in equivalent to the total value of the New Shares to be issued in actual and carrying out necessary procedures to increase Charter Capital of Vingroup;
  - c. Implementing all necessary procedures to amend the Charter of Vingroup due to the increase of Charter Capital of Vingroup and honouring commitments of the Company under the documents related to the issuance of the New Shares (if any);
  - d. Approving the selection and engagement of underwriter, financial, legal, accounting advisor and other relevant parties for the purpose of the issuance, offering and listing of the New Shares on the Foreign Stock Exchange;
  - e. Approving the prospectus, offering circular, other disclosure documents, contractual agreements and other documents in relation to the issuance, offering and listing of the New Shares on the Foreign Stock Exchange;
  - f. Carrying all relevant procedures and obtaining necessary approval from competent state authorities of Vietnam and Singapore in relation to the issuance, offering and listing of the New Shares on the Foreign Stock Exchange;
  - g. Making decision on all relevant issues, executing all documents and carrying all other works necessary for the completion of the issuance, offering and listing of the New Shares on the Foreign Stock Exchange in accordance with relevant domestic and foreign laws; and
  - h. Subject to specific case, allowing the BOM to authorize the General Director to carry out one or a number of specific tasks listed above.

Respectfully submitted to the General Shareholder's Meeting for consideration and approval.

Thank you!

To:

- As mentioned above;

- Vingroup archives.

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

(signed)

**Pham Nhat Vuong**