



No.: 002/2013/CV-TGD-VINGROUP

Re: Information disclosure of Resolutions of the  
General Shareholders Meeting of Vingroup JSC

Hanoi, 03 January 2013

**Respectfully submitted to:** - *The State Securities Commission*  
- *Ho Chi Minh City Stock Exchange*

The Vingroup Joint Stock Company (“Vingroup”), having the securities code of VIC, would like to present our compliments to you.

For the compliance with the obligation to disclose information of listed companies as laid down in Circular No. 52/2012/TT/BTC dated 05 April 2012 of the Ministry of Finance, Vingroup hereby notifies you that:

Based on the Minutes of counting votes from shareholders of Vingroup (in the form of collecting written votes) dated 02 January 2013, the Chairman of the Board of Management of Vingroup has on behalf of the General Shareholders’ Meeting issued the Resolution No. 01/2013/NQ-DHDCD-VINGROUP dated 03 January 2013.

We attach hereto the foresaid Decisions for your reference.

Thank you very much!

**VINGROUP JOINT STOCK COMPANY  
GENERAL DIRECTOR**

To:

- As stated above;
- Office for record.

(signed & sealed)

**LE THI THU THUY**

No: 01/2013/NQ-DHDCD-VINGROUP

*Hanoi, 03 January 2013*

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

This Resolution of the General Shareholders' Meeting of Vingroup Joint Stock Company (“**Vingroup**”) is made based on written vote of shareholders in accordance with provisions of the Enterprise Law 2005 and Charter of the Company (Article 24).

**VINGROUP JOINT STOCK COMPANY**

Head Office: No.191 Ba Trieu Street, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi

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

**List of shareholders to obtain written vote was made on 02 November 2012**

Based on the vote counting results stated in the Minutes of Counting Votes issued by the Board of Management of the Company (the “BoM”) dated 02 January 2013, the General Shareholders' Meeting (“GSM”) hereby passes and issues the following resolutions:

**THE FIRST RESOLUTION**

**Approving the plan of issuing shares to increase the share capital from the capital surplus**

The GSM of Vingroup approve the plan of issuing shares to increase share capital from the capital surplus under the Proposal No. 14/2012/TTr-HDQT-VINGROUP dated 14 December 2012 of the BOM enclosed hereto.

This Resolution has been passed by agreement of 89.091 % of the total present voting shares and shall become effective immediately.

**THE SECOND RESOLUTION**

**Approving the supplementation of business lines of Vingroup**

The GSM of Vingroup agree to add the following to the Company's business lines:

- Designing and planning construction works;
- Providing architectural design for construction works;
- Designing the interior and exterior for construction works;
- Designing structure for civil and industrial construction works;

- Designing electricity system for civil and industrial construction works and technical infrastructure;
- Designing heating, ventilation and air conditioning (HVAC) system for civil construction works;
- Designing water supply and drainage system - water environment for construction works;
- Managing construction investment projects;
- Supervising the building and completion of civil and industrial construction works;
- Preparing cost estimations for construction works;
- Appraising designs, construction drawing and cost estimations for construction works.

Schedule of the registration for the supplementation of the Company's business lines: to authorize the Chairman of the BOM to issue Decision on the supplementation at a proper time but no later than 12 months since this Resolution is approved.

The GSM agrees to amend Clause 2, Article 4 of the current Charter of Vingroup and to assign the legal representative of Vingroup to organize the amendment thereof and issue the amended Charter in line with the aforementioned supplementation.

This Resolution has been passed by agreement of 89.089% of the total present voting shares and shall become effective immediately.

#### **IMPLEMENTATION**

1. This Resolution takes effect from the signing date. The BoM shall be responsible for implementing this Resolution.
2. This Resolution shall be circulated to all Shareholders of Vingroup.

*To:*

- *All shareholders;*
- *Vingroup's Office for record.*

**ON BEHALF OF  
THE GENERAL SHAREHOLDERS' MEETING  
CHAIRMAN OF THE BOM**

*(signed & sealed)*

**PHAM NHAT VUONG**



Hanoi, 14 December 2012

## PROPOSAL OF THE BOARD OF MANAGEMENT

**Re: Plan of issuing shares to increase share capital from capital surplus**

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

### **A. Plan of issuing shares to increase share capital from capital surplus to existing shareholders:**

Based on the figures audited by Ernst & Young Vietnam Limited, the accumulative Capital surplus shown in the consolidated financial statement as at 30 June 2012 of Vingroup Joint Stock Company (“Vingroup”) is VND3,810,853,254,555.

The Board of Management (the “BoM”), therefore, would like to submit the following Plan of issuing shares to increase share capital from the capital surplus to the General Shareholders’ Meeting (the “GSM”) of Vingroup JSC for your approval:

1. To issue shares to increase ordinary Share Capital from capital surplus to existing shareholders in the ownership ratio of 1,000:325, which will help increase charter capital by VND2,276,501,680,000.
  - 1.1 **Eligibility:** Existing shareholders whose names appear in the Shareholder Register on the record date for being entitled to receive the new shares, as provided by Vietnam Securities Depository (VSD);
  - 1.2 **Form of distribution:** the Shares shall be distributed by mean of exercising right;
  - 1.3 **Distribution ratio:** distributed in the ratio of 1,000:325 to the existing shareholders as at the agreed record date (Each existing shareholder who holds 1,000 shares will be entitled to receive 325 shares more). The total number of shares planned to be issued additionally is about 227,650,168 shares, equivalent to a par value of VND2,276,501,680,000.
  - 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 **Settlement of the undistributed shares:** The number of shares to be distributed will be rounded down to the nearest whole share.

For example, if shareholder Nguyen Van A owns 789 VIC shares, he will theoretically receive  $789 \times 325 / 1,000 = 256.425$  VIC shares. However, he will actually receive 256 VIC shares only due to the rounding-down to the nearest whole share.

The positive difference in value between Vingroup JSC’s capital surplus planned to be distributed and the total value of shares actually distributed to existing shareholders will be retained for the capital surplus of Vingroup.

- 1.6 **Capital source:** from the accumulative capital surplus as at 30 June 2012

According to the consolidated financial statements audited by Ernst & Young Viet Nam Limited, the accumulative capital surplus of Vingroup as at 30 June 2012 is VND3,810,853,254,555.

**1.7 Tentative schedule for increasing capital from the capital surplus: Quarter I/2013**

**2. Structure of the charter capital after the issuance of shares:**

- Type of share: ordinary share
- Par value: VND10,000/share
- Total number of outstanding shares: 700,462,055 shares
- Total number of shares planned to issue: 227,650,168 shares
- Total issuance value at par value: VND2,276,501,680,000
- Expected total number of shares after the issuance: 928,112,223 shares
- Charter capital after the issuance (at par value) is expected to increase to VND9,281,122,230,000 at maximum (In words: Nine thousand two hundred and eighty-one billion one hundred and twenty-two million two hundred and thirty thousand Vietnamese Dongs).
- Limitations of the issuance: The additional shares to be issued from the distribution of the Capital surplus to existing shareholders are not subject to transfer limitations.

**3. The newly issued shares from the distribution of capital surplus to existing shareholders (based on the actual results of the issuance) will be deposited and listed on VSD and Ho Chi Minh Stock Exchange (HOSE). The specific date for the deposit and additional listing will be decided by the Chairman of the BoM.**

**B. Implementation:**

For rapid and smooth implementation of the share issuance, the BoM would like to seek GSM's approval for authorizing the Chairman of BoM to organize the implementation, including but not limited to the following tasks:

1. To complete all necessary relevant procedures; to consider and determine specific contents of the charter capital increase plan in the form of distributing Capital surplus to existing shareholders, the plan for utilizing the proceeds from the Charter capital increase in compliance with statutory regulations and Vingroup JSC's Charter and to ensure shareholders' rights;
2. To fix the time for the distribution of capital surplus to existing shareholders;
3. To complete all necessary procedures to increase the Charter capital and amend the Charter of Vingroup JSC in line with the actual issuance results;
4. To complete all the procedures for the deposit and additional listing of the additional shares from the distribution of Capital surplus to existing shareholders at VSD and on HOSE;

We would look forward to your consideration and approval!

Sincerely yours,

*Recipients:*

- *As above;*
- *Vingroup's Office for record.*

**ON BEHALF OF THE BOM  
CHAIRMAN**

*(signed & sealed)*

**Pham Nhat Vuong**

**MINUTES OF COUNTING VOTES OF SHAREHOLDERS OF  
VINGROUP JOINT STOCK COMPANY  
(IN THE FORM OF OBTAINING WRITTEN VOTE)**

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**VINGROUP JOINT STOCK COMPANY**

**Head Office:** 191 Ba Trieu Street, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi.

**Enterprise Registration Certificate Number:** 0101245486 issued for the first time by the Business Registration Office of Hanoi Department of Planning and Investment on 03 May 2002.

Today, on 02 January 2013, at the Office of Vingroup Joint Stock Company ( “**Vingroup**”), No.7 Bang Lang 1 Street, Vincom Village Eco-urban Zone, Viet Hung Ward, Long Bien District, Hanoi, Vingroup’s Vote Counting Committee consisted of members of the Board of Management (the “**BoM**”), Head of the Inspection Committee and representative of supervising shareholder as follows:

1. Mr. Pham Nhat Vuong – Chairman of the BoM;
2. Ms. Le Thi Thu Thuy – Vice Chairwoman of the BoM cum the General Director;
3. Ms. Nguyen Dieu Linh – Vice Chairwoman of the BoM cum the Deputy General Director ;
4. Mr. Nguyen The Anh – Head of the Inspection Committee;
5. Ms. Nguyen Thu Hien – Supervising shareholder.

Together counted the votes on the decisions of the General Shareholders in the form of obtaining written ballots.

**I. Purposes and voting matters****1. Purposes of obtaining shareholders’ opinions:**

- a. To approve the plan of issuing shares to existing shareholders to increase the share capital from the capital surplus;
- b. To approve the supplementation of business lines of Vingroup.

**2. Matters requiring approval through written ballots:**

- a. To approve the plan of issuing shares to existing shareholders to increase the share capital from the capital surplus as described in the BoM’s proposal attached hereto;
- b. To approve the supplementation of business lines of Vingroup as described in the BoM’s proposal attached hereto.

**II. Vote counting results**

- Total shares of Vingroup: **700,462,055 shares** (based on the list of shareholders made by Vietnam Securities Depository on 02 November 2012)
- Total voting shares: **700,462,055 shares**, equivalent to 100% total votes

- Total number of shareholders entitled to vote: **3,926** shareholders, representing for 100% of the total votes;
- Total number of voting papers sent to shareholders: **3,926** papers, equivalent to **700,462,055 shares**, accounting for **100%** of the total votes;
- Number of voting papers submitted by the shareholders: 134 ballot papers, equivalent to 624,051,508 shares, accounting for 89.091% of the total votes;
- Number of voting papers not submitted by the shareholders: 3,787 voting papers, equivalent to 76,410,500 shares, accounting for 10.909% of the total votes;
- Number of voting papers not reaching the shareholders due to various reasons (unclear/inaccurate addresses, addresses changed, failure to reach shareholders after many times of delivery ...): 5 voting papers, equivalent to 47 shares, accounting for 0.000% of the total votes;

**Results:**

- Total number of voting shareholders: 134 shareholders, representing 624,051,508 votes, accounting for 89.091% of the total votes

Of which:

- Number of valid ballot papers: 131 papers, representing: 624,049,507 votes, accounting for 89.091% of the total votes;
- Number of invalid ballot papers: 3 papers, representing: 2,001 votes, accounting for 0.000% of the total votes.

**III. Voting results of each issue**

1. **Issue 1:** To approve the plan of issuing shares to existing shareholders to increase the share capital from the capital surplus;

**Voting results:**

- + *Number of votes for: representing 624,049,507 shares, accounting for 89.091% of the total votes;*
- + *Number of votes against: representing 0 share, accounting for 0% of the total votes;*
- + *Number of abstentions: representing 0 shares, accounting for 0% of the total votes;*

2. **Issue 2: To approve** the supplementation of business lines of Vingroup.

**Voting results:**

- + *Number of votes for: representing 624,036,744 shares, accounting for 89.089% of the total votes;*
- + *Number of votes against: representing 0 shares, accounting for 0% of the total votes;*
- + *Number of abstentions: representing 12,763 shares, accounting for 0.002% of the total votes;*

**IV. Voted issues:**

1. **Issue 1:** To approve the plan of issuing shares to existing shareholders to increase the share capital from the capital surplus.

*This Resolution has been passed by agreement of 89.091% in favour of the resolution out of the total voting shares and shall become effective immediately.*

2. **Issue 2:** To approve the supplementation of business lines of Vingroup.

*This Resolution has been passed by agreement of 89.089% in favour of the resolution out of the total voting shares and shall become effective immediately.*

This Vote Counting Minutes is made in 2 copies and recorded in the Office of Vingroup.

**Signatures of members of the Vote Counting Committee:**

**Chairman of the BoM**

(signed)

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**Pham Nhat Vuong**

**Vice Chairwoman of the BoM  
cum the Deputy General Director**

(signed)

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**Nguyen Dieu Linh**

**Vice Chairwoman of the BoM  
cum the General Director**

(signed)

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**Le Thi Thu Thuy**

**Supervising shareholder**

(signed)

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**Nguyen Thu Hien**

**Representative of the Inspection Committee**

(signed)

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**Nguyen The Anh**