

**VINGROUP JOINT STOCK COMPANY**



**THE SOCIALIST REPUBLIC OF VIET NAM**

Independence – Freedom – Happiness



No.: 224/2012/CV-VINGROUP-PC

Re: *Information disclosure on Resolution of the 2012  
General Shareholders' Meeting of Vingroup*

Hanoi, 26 April 2012

**Respectfully submitted to:**

- *State Securities Commission*
- *Ho Chi Minh City Stock Exchange*
- *Vietnam Securities Depository*

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

With regard to the obligation of information disclosure by the listed companies as laid down in Circular No. 09/2010/TT/BTC dated 15 January 2010 of the Ministry of Finance and Decision No. 14/2010/QĐ – SGDHCM dated 13 December 2010 of the Ho Chi Minh City Stock Exchange, Vingroup hereby notifies you that:

On 25 April 2012, the Chairman of the Board of Management of Vingroup on behalf of the General Shareholders of Vingroup issued Resolution No. 02/2012/NQ-DHDCD - VINGROUP

Please find attached the full text of this Resolution and enclosed documents for your reference.

Thank you very much!

**VINGROUP JOINT STOCK COMPANY  
GENERAL DIRECTOR**

To:

- *As stated above;*
- *Vingroup Office for record.*

*(signed & sealed)*

**MAI HUONG NOI**

No.: 02/2012/NQ-DHDCD-VINGROUP

Hanoi, 25 April 2012

## RESOLUTION

### 2012 ANNUAL GENERAL SHAREHOLDERS' MEETING GENERAL SHAREHOLDERS OF VINGROUP JOINT STOCK COMPANY

Pursuant to:

- Enterprise Law No. 60/2005/QH11 dated 29 November 2005;
- Securities Law No. 70/2006/QH11 dated 29 June 2006;
- Charter of Vingroup Joint Stock Company (the “Vingroup”)
- Minutes of the Annual General Shareholders' Meeting 2012 of Vingroup JSC dated 25 April 2012;
- Minutes of Vote Counting at the Annual General Shareholders' Meeting 2012 of Vingroup JSC dated 25 April 2012;

#### RESOLVES TO:

- 1. Approve the Vingroup Board of Management's Report on business management in 2011 (Appendix 1);**

*This Resolution was approved with the number of supporting voting shares of 498,311,493 shares, representing 100% of the total shares eligible for voting of the shareholders who attended the Meeting or through their proxies attending the Meeting.*

- 2. Approve the Board of Directors' Report on business performance in 2011 and the Business Plan for 2012 (Appendix 2);**

*This Resolution was approved with the number of supporting voting shares of 498,311,493 shares, representing 100% of the total shares eligible for voting of the shareholders who attended the Meeting or through their proxies attending the Meeting.*

- 3. Approve the Inspection Committee's report on 2011 Vingroup's management of the BoD and BoM (Appendix 3);**

*This Resolution was approved with the number of supporting voting shares of 498,311,494 shares, representing 100% of the total shares eligible for voting of the shareholders who attended the Meeting or through their proxies attending the Meeting.*

- 4. Approve the Audited Financial Statements for 2011;**

*This Resolution was approved with the number of supporting voting shares of 498,311,494 shares, representing 100% of the total shares eligible for voting of the shareholders who attended the Meeting or through their proxies attending the Meeting.*

**5. Approve the plan for utilizing profit after tax of 2011, distributing dividends of Quarter 1/2012 and the plan to increase the charter capital through the distribution of dividends in form of shares for current shareholders with some basic contents as follows:**

- To set aside VND5,000,000,000 (five billion Vietnamese Dongs) into Reserves as regulated in the Charter of the Vingroup;
- To pay dividends in form of bonus shares to existing shareholders at the ratio of 1,000:275; the total amount of dividends to be distributed is VND1,510,804,088,750 - equivalent to VND2,750/share, details are as follows:
  - + To distribute the dividends in form of shares from the accumulated profit as at the end of 2011 at the ratio of 1,000:124; the total amount of dividends to be distributed is VND681,235,298,200 (six hundred and eighty-one billion two hundred and thirty-five million two hundred and ninety-eight thousand two hundred Vietnamese Dongs) - equivalent to VND1,240 /share.
  - + To distribute dividends in form of shares from the profits of Quarter 1/2012 at the ratio of 1,000:151; the total amount of dividends to be distributed is VND829,568,790,550 (eight hundred and twenty-nine billion five hundred and sixty-eight million seven hundred and ninety thousand five hundred and fifty Vietnamese Dongs) - equivalent to VND1,510/share.
- The remaining profit will be added to the business capital of Vingroup.

*(Details are in line with the plan attached in the Appendix 4)*

*This Resolution was approved with the number of supporting voting shares of 498,311,494 shares, representing 100% of the total shares eligible for voting of the shareholders who attended the Meeting or through their proxies attending the Meeting.*

**6. Continue to ratify the total maximum value of the issuance of International Convertible Bonds of USD300,000,000 comprising: (i) USD185,000,000 issued in early April 2012; (ii) a maximum of USD115,000,000 may be issued as arranged by the Lead Manager (Credit Suisse (Singapore) Limited and the reservation of 22.9% for foreign ownership limit for the purpose of converting the International Convertible Bonds and the offering and listing of Vingroup's shares on the Singapore Stock Exchange.**

*This Resolution was approved with the number of supporting voting shares of 498,311,494 shares, representing 100% of the total shares eligible for voting of the shareholders who attended the Meeting or through their proxies attending the Meeting.*

**7. Approve the relocation of Vingroup's Head Office:**

Approve in principle the relocation of Vingroup's Head Office to the address: No.7, Bang Lang 1 Street, Vincom Village Eco-urban Zone, Viet Hung Ward, Long Bien District, Ha Noi.

The time for the decision to change the business registration for the new head office: assigning the Chairman of the BoM to determine appropriate time for the relocation of the head office but no later than 12 months as from the approved date by the GSM.

The General Shareholders agreed to amend the Charter as stipulated to be in line with the aforementioned changes and to assign a Vingroup's legal Representative to amend the Charter to recognize the relocation of the Head Office.

*This Resolution was approved with the number of supporting voting shares of 493,543,484 shares, representing 99.04% of the total shares eligible for voting of the shareholders who attended the Meeting or through their proxies attending the Meeting.*

**8. Approve the amendment and supplement to Vingroup's Charter as follows:**

Approve the amendment and supplement to a number of provisions in the Charter of Vingroup as per the BoM's proposal at the Meeting (*Appendix 5*).

Approve the new Charter of Vingroup with the amended and supplemented provisions. The new Charter shall become effective as from the date of passing and supersede the existing Charter signed on 15 November 2011, and its enclosed amendments and supplements. Assign the legal Representative of Vingroup to complete and sign for promulgation of the new Charter.

*This Resolution was approved with the number of supporting voting shares of 491,707,610 shares, representing 98.67% of the total shares eligible for voting of the shareholders who attended the Meeting or through their proxies attending the Meeting.*

**9. Approve the selection of the independent auditing company for the fiscal year 2012**

Approve the list of auditing companies to be selected for the fiscal year 2012 of the Group:

1. Ernst & Young Viet Nam Company Limited
2. KPMG Viet Nam Company Limited
3. Price Waterhouse Coopers Viet Nam Company Limited

Authorize the General Director of Vingroup to consider and select one of the above companies to be the auditor for the fiscal year 2012.

*This Resolution was approved with the number of supporting voting shares of 493,543,484 shares, representing 99.04% of the total shares eligible for voting of the shareholders who attended the Meeting or through their proxies attending the Meeting.*

**10. Election of the Inspection Committee (IC) for the new period 2012 – 2017, comprising the following persons:**

1. Mr. Nguyen The Anh
2. Mr. Dinh Ngoc Lan
3. Ms. Nguyen Thi Van Trinh
4. Ms. Do Thi Hong Van
5. Ms. Hoang Thuy Mai

The service term of the newly elected IC: 05 years (2012-2017).

After the announcement of the election results, the newly elected IC held the first meeting and elected Mr. Nguyen The Anh as the Head of the IC.

**11. Approve the remuneration for members of the BoM and the IC in 2012 as follows:**

- + Maximum remuneration for the BoM members is equal to 0.4% of profit after tax in 2012.
- + Maximum remuneration for the IC members is equal to 0.1% of profit after tax in 2012.

Assign the Chairman of the BoM to determine the remuneration of each member of the BoM and the Head of the IC to determine the remuneration of each member of the IC within the above limits.

*This Resolution was approved with the number of supporting voting shares of 491,707,610 shares, representing 98.67% of the total shares eligible for voting of the shareholders who attended the Meeting or through their proxies attending the Meeting.*

**12. Approve the Regulations on Organization and Operation of the Annual and Extraordinary General Shareholders' Meetings of Vingroup (Appendix 6).**

*This Resolution was approved with the number of supporting voting shares of 498,311,494 shares, representing 100% of the total shares eligible for voting of the shareholders who attended the Meeting or through their proxies attending the Meeting.*

**13. Implementing the Resolution**

This Resolution takes effects as from the signing date.

The BoM, the IC and the General Director of Vingroup shall be responsible for organizing and implementing all the contents of this Resolution./.

To:

- SSC, HOSE, VSD;
- All shareholders;
- Vingroup Office for record.

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

*(signed & sealed)*

**PHAM NHAT VUONG**

## APPENDIX 1

*(Enclosed with the Resolution of 2012 Annual General Shareholders' Meeting)*

### REPORT ON BUSINESS MANAGEMENT IN 2011 OF VINGROUP JOINT STOCK COMPANY BOARD OF MANAGEMENT

#### 1. Operations of Vingroup Joint Stock Company in 2011

The year 2011 was a stormy one for the Vietnamese economy with slow growth, high inflation and CPI (Consumer Price Index), gloomy financial and stock markets and a virtually frozen real estate market. Like other enterprises, over the past few years, Vingroup Joint Stock Company (former name: “**Vincom Joint Stock Company**”) (hereinafter referred to as “**Vingroup**”) has been faced with numerous difficulties and challenges in its attempts to overcome the crisis and continue developing. Nevertheless, thanks to its firm foundation of experience, good reputation and brand name, plus all-out efforts from its team of leaders and staff, Vingroup had a relatively successful year in its investments and business activities, as well as enterprise governance and administration. During 2011, Vingroup gained a total net revenue of VND2,314 billion and profits before tax of more than VND1,471 billion. It also gained outstanding progress in its professional management and administration capabilities and deployed large-scale projects across the country while markedly improving its sales figures. The merger of Vinpearl JSC into Vincom JSC to create Vingroup at the end of 2011 was another outstanding milestone in the evolution of the enterprise. The past year's achievements helped elevate Vingroup's status and brand name to a higher level, making it one of the leading private economic groups in Vietnam capable of integrating and competing in the international arena.

#### 2. Board of Management (BoM) activities

##### a. General activities:

In 2011, Vingroup's BoM mapped out strategies and introduced specific decisions and orientations that resulted in Vingroup's high economic and investment efficiency as well as its sustainable development.

The BoM of Vingroup passed a number of important resolutions in 2011 that marked significant milestones of strong growth for Vingroup:

- Strategic orientations were set out for Vingroup's businesses and investments during the year in an attempt to overcome the economic crisis and seize post-crisis opportunities for development while making opportune decisions on Vingroup's overall investments.
- The BoM devised a feasible plan and organized an extraordinary General Shareholders' Meeting (“**GSM**”) to seek approval from the General Shareholders on the Merger with Vinpearl JSC to form a powerful private international level economic group focusing on the development of four strategic brands: Vincom (real estate), Vinpearl (hospitality and recreation services), Vincharm (fitness and beauty), and Vinmec (high quality health care services). This strategic change is an attempt to combine strength, expand markets, and intensify the scale of operations, in addition to gaining synergistic efficiency and enhancing Vingroup's competitive status. (This plan was agreed and endorsed by the majority of shareholders at the EGM on 15 November 2011).
- The proposal to increase Vingroup's charter capital by converting international convertible bonds into shares was approved to raise funds for new projects.

- The proposal to dispose of the office space in Vincom Center Hanoi Tower B at 191 Ba Trieu, Le Dai Hanh Ward, Hai Ba Trung district, Hanoi was approved in principle and the space was subsequently transferred to Techcombank AMC.
- The BoM continued to guide Vingroup's development towards becoming a multisectoral corporation focused on high-end real estate and tourism, high-end and mixed-use urban complexes and large scale international class hotels and resorts.

#### **b. BoM supervisory activities**

The BoM has enhanced its role as monitor of the operation of the Board of Directors and other managers to ensure that all Vingroup's activities are in strict compliance with the laws and properly implemented to conform with the General Shareholders' and the BoM's Resolutions. Moreover, The BoM has focused on risk management and simultaneously implemented standardized governance procedures and regulations and strengthened the supervision and monitoring of these procedures and regulations in all aspects of Vingroup's operations. The BoM has also instructed Vingroup's divisions in charge of supervision and inspection, such as the Inspection Committee, Legal Division, and Internal Auditing, and collaborated with them to uncover and correct shortcomings, which has created momentum for sustainable development.

Regular and ad-hoc inspections have been conducted by Vingroup leadership, as well as heads of divisions and affiliated companies to avoid losses and damages to property, preclude violations in daily operations, and minimize waste and operational risks.

The BoM of Vingroup has studied and referred to advanced international organizational, administrative and governance models to use as a basis for Vingroup's internal administrative regulations, with the aim of gradually standardizing management, minimizing investment, business and operational risks, establishing transparency and creating favourable conditions for shareholders, investors and management authorities to effectively perform their supervision and inspection tasks.

### **3. Proposed plans**

With its new status achieved after the merger with the Vinpearl brand, Vingroup will develop towards sustaining and promoting its existing advantages and prestige with a strategic focus on investment and the sale of high-end real estate and tourism, and concentrate on uniform and consistent management to form Vingroup - an international standard brand in Vietnam.

To achieve this goal, in 2012, Vingroup will continue implementing the following plans:

- a. Stabilize management under the group's model and develop the new Vingroup brand, to maximize and promote the status, stature and prestige of the Vincom, Vinpearl, Vinmec, and Vincharm brands.
- b. Enhance service quality and management capacity; maximize shopping centres, offices, hotels, recreational complexes, international standard hospitals and Vincharm spas.
- c. Accelerate the construction and completion of Times City, Royal City and Vincom Village in Hanoi, and Eden A in District 1, Ho Chi Minh City to match the scheduled progress and put the projects into operation to generate a quick return on investment.

- d. Use Vingroup's existing advantages and experience to make key investments in real estate and tourism projects in major cities with an IRR of more than 20%.
- e. Consolidate and reinforce human resources, especially high-level personnel, to prepare for the anticipated development of the enterprise in the years to come. Invest in and strengthen training, and raise the quality of staff across the whole operation. Establish senior advisory councils made up of experienced experts in investment, finance, and legislation, and continue enhancing the management capacity of the enterprise.
- f. Accelerate diversified fundraising plans to reduce Vingroup's capital expenditures and finance specific projects.
- g. Expand cooperation with reputable advisory organizations and partners with experience in specialized fields to learn new ways to enhance the efficiency of investment projects while promoting Vingroup's image and status in the International arena.

**ON BEHALF OF THE BOM**

**CHAIRMAN - Pham Nhat Vuong**

## APPENDIX 2

*(Enclosed with the Resolution of 2012 Annual Shareholders' Meeting)*

# REPORT OF THE BOARD OF DIRECTORS ON 2011 BUSINESS PERFORMANCE AND 2012 BUSINESS PLAN OF VINGROUP JOINT STOCK COMPANY

The domestic economy encountered numerous difficulties in 2011 due to the global economic crisis, which also impacted the real estate market.

Within the context of these difficulties, Vingroup Joint Stock Company (former name: “**Vincom Joint Stock Company**”) (hereinafter referred to as “**Vingroup**”) continued to robustly implement its projects, moved forward with its progress and construction plans, kept its commitments to its customers and maintained the reputation of its brand. Vingroup's major projects included the Royal City, Times City, Vinmec International Hospital, and Vincom Village developments in Hanoi as well as the retail complex and five-star hotel in Eden A, Ho Chi Minh City.

The merger of Vinpearl JSC into Vingroup was also initiated in 2011. The merger made Vingroup the largest private real estate group in Vietnam operating in sectors including commercial properties, tourism, resorts, and hospitality and recreational services in prime locations throughout Vietnam. After the merger, Vingroup has focused on developing its four strategic brands: Vincom (real estate); Vinpearl (hospitality and recreations); Vincharm (fitness and beauty); and Vinmec (high-quality healthcare services).

Vingroup's leadership and staff worked together diligently and followed Vingroup's development strategies to ultimately achieve encouraging results in 2011 – demonstrated through the figures bellows:

### **I. Vingroup business performance in 2011:**

1. **Net revenue:** Vingroup's net revenue for 2011 reached VND2,314 billion, a decrease of VND1,559 billion compared to 2010.
  - The stable and growing revenue from leasing office and retail space was VND942 billion, an increase of 32% over that in 2010.
  - Revenue from the transfer of properties was VND1,371 billion, a 56% decrease compared to 2010.
  - Vingroup also acquired revenue of VND1 billion from other sources.

2. **After-tax profits:** Total after-tax profits reached VND1,074 billion, representing a decrease of VND1,358 billion compared to 2010 and equivalent to 47% of the set target.

Revenues and after-tax profits decreased in 2011 despite Vingroup received significant payments from large number of agreements on property sales (apartments, land for villas). However, according to the relevant accounting standards, these properties are considered unfinished and have not been transferred to customers, the revenues and profits were not recorded for the year 2011.

### **3. Tax obligations:**

- Vingroup's total taxes payable for 2011 amounted to VND928 billion, of which VND506 billion was corporate income tax, VND368 billion was VAT, and VND54 billion for other taxes.
- Vingroup paid a total of VND1,708 billion to the State budget in 2011, including VND1,033 billion for corporate income tax, VND626 billion for VAT, and VND49 billion for other taxes.

### **4. Net Income for shareholders:**

Based on Company data audited by Ernst & Young Viet Nam, the total after-tax profits earned by Vingroup's shareholders in 2011 was VND821 billion, with a basic earnings per share of VND2,238 per share.

## **II. Company Business plan for 2012:**

To realize Vingroup's future business strategy, the Management has devised the following business targets for 2012 (including Vinpearl One Member Limited Company and its subsidiaries) as follows:

- Net revenue: VND12,364 billion
- Before-tax profit: VND 4,275 billion
- After-tax profit: VND3,055 billion

Based on results gained in 2011, the leaders and the energetic young staff at Vingroup are strongly committed, dedicated and determined to continue growing Vingroup and promote its achievements following the guidelines and strategies set by the Board of Management to affirm the prestige of a Vietnamese brand in both domestic and international markets.

**VINGROUP JOINT STOCK COMPANY**  
**General Director - Mai Huong Noi**

## APPENDIX 3

*(Enclosed with the Resolution of 2012 Annual General Shareholders' Meeting)*

### REPORT OF THE INSPECTION COMMITTEE ON VINGROUP MANAGEMENT ACTIVITIES OF THE BOARDS OF MANAGEMENT AND DIRECTORS IN 2011

2011 was a difficult and challenging year for the economy, particularly the real estate sector. Despite this unfavourable context, Vingroup Joint Stock Company (formerly known as “**Vincom Joint Stock Company**”) (hereinafter referred to as “**Vingroup**”) managed to overcome the difficulties to achieve very positive results in its business operations, continuing to affirm its position as one of the leading Vietnamese companies in the real estate and hospitality sector and create a solid foundation for strong growth in the upcoming period.

In 2011, the Inspection Committee (the “**IC**”) completed its assigned tasks and functions as stipulated in Vingroup’s Charter, the Law on Enterprises and regulations for listed companies, and supervised the legal compliance of the accounting of Vingroup, construction investment, capital contributions, project sales and promotions with regulations and the Charter of Vingroup. It also conducted periodical reviews of Vingroup's financial statements and those of its subsidiaries.

#### **1. Financial status of Vingroup:**

The IC agreed with the contents stated in both the consolidated and unconsolidated 2011 financial statements prepared by the Board of Directors and audited by Ernst & Young Viet Nam Limited. The financial statements accurately reflected Vingroup’s financial situation as of 31 December 2011 as well as its business performance and cash flows for the financial period from 01 January 2011 to 31 December 2011.

Vingroup's 2011 consolidated financial statements indicate it achieved its basic targets for 2011:

##### a. Business performance:

- Net revenue	:	VND2,314 billion
- Total profit before tax	:	VND1,471 billion
- Profit after tax	:	VND1,074 billion

##### b. Vingroup’s assets:

- Current assets	:	VND20,039 billion
- Non-current assets	:	VND15,473 billion

Total assets : VND35,513 billion

- c. Owner's equity (including minor shareholders' interest): VND8,252 billion
- d. Summarizing and comparing aforementioned business performance targets with Vingroup's 2011 fiscal year targets:

Unit: VND billion

<b>Items (1)</b>	<b>Actual figures for 2011 (2)</b>	<b>Planned for 2011 (3)</b>	<b>% Compared to the planned targets (4) = (2)/(3)</b>
Revenue	2,314	5,151	45%
Profit before tax	1,471	3,057	48%
Profit after tax	1,074	2,293	47%

Last year, all of Vingroup's projects were in various stages of development and not yet completed or put into operation so proceeds from the pre-sales of properties could not be recognized as revenue and Vingroup's total revenue and profits were lower than originally planned. However, by the end of 2011, Vingroup had received approximately VND12,000 billion from property sales in its Royal City, Times City, and Vincom Village projects. The rapid, simultaneous development of these key projects will be the basis for Vingroup's future strong growth in revenues and profits.

As part of its progressive strategy, Vincom Joint Stock Company merged with Vinpearl JSC to become Vingroup JSC and is focusing its resources on developing a corporate business model for real estate and tourism services. The merger was completed in January 2012 in strict compliance with the law and increased Vingroup's charter capital to VND5,493,833,050,000. Vingroup still maintains its stock code VIC on the HoChiMinh Stock Exchange (HOSE).

## **2. Assessment of legal compliance and resolutions of the General Shareholders' and the Board of Management (the "BoM")**

As a public company listed on the HOSE, Vingroup must obey the law and maintain a profitable business performance.

Vingroup showed robust but safe and sustainable development in 2011 and was always in compliance with law. The implementation of the General Shareholders' and Board of Management's Resolutions was strictly supervised at Vingroup and its subsidiaries. Within its power and responsibilities, the Inspection Committee concluded that the Board of Directors and other relevant departments had taken their responsibilities seriously and there were no violations that affected Vingroup's operation.

### **3. Supervision and examination of regulations for internal management:**

Vingroup has handled a very large volume of work, information and documents related to operating and developing its existing property projects while continuously seeking new projects. The BoM has strictly observed the rules of corporate governance, proactively monitored and devised business strategies, and made decisions about Vingroup's operations. The Board of Directors has also endeavoured to supervise both business and internal management regulations and in doing so has avoided many risks and legal violations. In 2011, the IC gained two independent members and improved the quality and independence of its inspections, especially for crucial business activities and transactions with related or benefit-sharing parties.

**ON BEHALF OF THE INSPECTION COMMITTEE  
Chief Inspector - Nguyen The Anh**

## APPENDIX 4

*(Enclosed with the Resolution of 2012 Annual General Shareholders' Meeting)*

### PROPOSAL OF THE BOARD OF MANAGEMENT

**Re: Plan for utilizing the profit after tax of 2011 and Quarter 1/2012 and increasing the charter capital by distributing dividends in form of bonus shares to existing shareholders**

#### **A. Plan for utilizing the profit after tax of 2011 and Quarter 1/2012**

Based on the figures audited by Ernst & Young Viet Nam, the total accumulated profit after tax on the financial statement of Vingroup as at 31 December 2011 is **VND689,497,991,105**.

Based on the estimated figures on the financial statements for Quarter 1 of 2012 of Vingroup, the total accumulated profit of Quarter 1/ 2012 is **VND842,879,411,307**.

The Board of Management (the “**BoM**”) would like to submit for Vingroup’s General Shareholders’ approval on the plan for utilizing/distributing the 2011 profit after tax and distributing the dividends of Quarter 1/ 2012 as follows:

- I.** To set aside VND5,000,000,000 (five billion dong) into the Reserves as regulated in Vingroup’s Charter;
- II.** To pay dividends in form of bonus shares to existing shareholders at the ratio of 1.000:275; the total amount of dividends to be distributed is VND1,510,804,088,750 - equivalent to VND2,750/share, details are as follows:
  - 1.** To distribute dividends in form of bonus shares from the accumulated profit as of the end of 2011 at the ratio of 1,000:124; the total amount of dividends to be distributed is VND681,235,298,200 (six hundred eighty one billion two hundred and thirty five million two hundred and ninety eight thousand and two hundred dong) - equivalent to VND1,240 per share, details are as follows:
    - 1.1 Recipients of dividends:** current shareholders whose names are recorded in the list as obtained at the record date to exercise the right of receiving dividend payment in shares.
    - 1.2 Form of distribution:** Dividends will be distributed in form of bonus shares.
    - 1.3 Ratio of right exercising:** distributed at the ratio of **1,000: 124** to the current shareholders as at the record date (Each existing shareholder who holds 1,000 shares will be entitled to receive 124 bonus shares as dividends). The total number of shares expected to be additionally issued is about 68,123,530 shares, equivalent to a par value of VND681,235,300,000.
    - 1.4 Features of distributed shares:** Shares to be distributed are ordinary shares with par value of VND10,000/share and are fully paid for.
    - 1.5 Settlement of the undistributed shares:** The number of shares to be distributed will be rounded down to the nearest number, any decimal, as a result, will be cancelled.

For example: Shareholder Nguyen Van A, owning 789 VIC shares, will be eligible to receive  $789 * 124 / 1,000 = 97.836$ , which is rounded down to 97 VIC shares. The decimal will be cancelled.

The positive difference in value between Vingroup's 2011 profits and the total value of shares distributed to current shareholders will be retained as undistributed earnings of Vingroup.

**1.6 Capital source:** from the accumulated profit after tax as of 31 December 2011.

As stated in the unconsolidated financial statement audited by Ernst & Young Viet Nam, the total accumulated profit of Vingroup as of 31 December 2011 is VND689,497,991,105.

**1.7 Expected time for distribution of dividends in form of shares:** Quarter 2/2012

2. To distribute the dividends in form of shares from the cumulative profit through 31 March 2012 at the ratio of 1,000:151 and the total dividends of VND829,568,790,550 (eight hundred twenty nine billion five hundred and sixty eight million seven hundred and ninety thousand five hundred and fifty dong) - equivalent to VND1,510 per share, details are as follows:

2.1 **Subjects of issuance:** current shareholders whose names are recorded in the list as obtained at the record date to exercise the right of receiving the dividend payment in shares.

2.2 **Form of issuance:** Right to receive newly issued shares as a form of dividend payment.

2.3 **Ratio of right exercising:** Issued at the ratio of **1,000: 151** to current shareholders as at the record date (Each existing shareholder who holds 1,000 shares will be entitled to receive 151 bonus shares). The total number of shares expected to be issued is 82,956,879 shares, equivalent to the par value of VND829,568,790,000.

2.4 **Features of distributed shares:** distributed shares are ordinary shares with par value of VND10,000/share and are fully paid for.

2.5 **Settlement of the undistributed shares:** The number of distributed shares will be rounded down to nearest number, any decimal will be cancelled

For example: Shareholder Nguyen Van A, owning 789 VIC shares, will be entitled to receive:  $789 \times 151 / 1,000 = 119.139$ , which is rounded down to 119 VIC shares, any decimal will be cancelled.

The positive difference in value between the expected profit of Quarter 1/2012 of Vingroup and the total value of distributed shares to current shareholders for distributing dividends of Quarter 1/2012 will be retained as undistributed earnings of Vingroup

**3. Capital source:** from the accumulated profit after tax of Quarter 1/2012

Based on the estimated figures on the unconsolidated financial statement for the Quarter 1/2012 of Vingroup, the total accumulated profit of Quarter 1/2012 is VND842,879,411,307.

**4. Expected time for issuance:** Quarter 2/2012

**5. Structure of the Charter capital after the issuance**

- Total number of outstanding shares: 549,383,305 shares
- Total number of shares expected to be issued: 151,080,409 shares

Of which:

+ Expected 2011 dividends that are distributed in form of bonus shares:  
68,123,530 shares

+ Expected 2012 dividends that are distributed in form of bonus shares:  
82,956,879 shares

- Type of share: ordinary shares
- Par value: VND10,000/share
- Expected total number of shares after the additional issuance of shares:  
700,463,714 shares
- The Charter capital is expected to increase to the maximum of VND7,004,637,140,000 (seven thousand and four billion six hundred and thirty seven million, one hundred and forty thousand dong) after additional issuance of shares.
- Limitations of the issuance: the transfer of the additionally issued shares from distribution of dividends in shares to current shareholders is not subject to any transfer limitations.

6. The newly issued shares from distribution of dividends in form of shares to current shareholders (based on the final results of the actual issuance) are deposited and listed on HoChiMinh Stock Exchange (HOSE) and Vietnam Securities Depository (VSD).

The specific date for additional listing will be decided by the BoM.

- III. The remaining profit will be added to the capital for the businesses of Vingroup.

**B. Plan for utilizing the additional Charter capital:**

The additional Charter capital of approximately VND1,511 billion is expected to be utilized for the following purposes:

- a. Approximately VND584 billion is and will be used for the High-end Shopping Mall - Service-Hotel – Office – Apartment and underground parking spaces of Vincom in District 1, Ho Chi Minh City (“**Eden A Project**”)
- b. Approximately VND427 billion will be used for the development of Vincom Village Project in Sai Dong - Long Bien - Hanoi
- c. Approximately VND500 billion will be added to the working capital for business activities of Vingroup

**C. Authorization for implementation**

For rapid and smooth implementation of the share issuance, the BoM kindly submits for the GSM’s approval to assign the Chairman of BoM 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 plan for dividend distribution in shares to current shareholders, the plan for utilizing the capital from the increase in the Charter capital, to ensure the compliance with statutory regulations and Vingroup’s Charter and the rights of shareholders.
- 2. To select and determine the time to conduct the distribution of dividends in form of shares to current shareholders.

3. To complete all necessary procedures to increase the Charter capital and amend the Charter corresponding to the issuance results.
4. To complete all the procedures for additionally listing and depositing the additional shares on HOSE and at VSD.

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

**Pham Nhat Vuong**

## APPENDIX 05

*(Attached to the Resolution of the 2012 Annual General Shareholders' Meeting)*

### PROPOSAL OF THE BOARD OF MANAGEMENT

**(Re: Amendments and supplements to several articles of the Charter of Vingroup)**

Based on actual operation of Vingroup Joint Stock Company (*Former name: Vincom Joint Stock Company, hereinafter referred to as "Vingroup"*), the Board of Management (the "**BoM**") has reviewed and considered the adjustment to some articles in the Charter of Vingroup.

The BoM hereby kindly submits for consideration and endorsement of the General Shareholders (the "**GSM**") on the amendments and supplements to the Charter of the Group as follows.

1. ***To amend Article 3.1:*** To recognize the renaming of Vingroup in accordance with the 39<sup>th</sup> revised Business Registration Certificate dated 12 April 2012;
2. ***To amend Article 7.6:*** To be consistent to the terms used in the Securities Law;
3. ***To supplement Article 11A:*** Regarding the changes in rights of equivalent shares in compliance with the regulations specified in the Model Charter applicable to listed companies;
4. ***To amend Article 19:*** Regarding the power of the GSM, to further clarify the remuneration for the BoM and Inspection Committee (the "**IC**");
5. ***To amend Article 22.3:*** To ensure maximum compliance with the law requirements on the deadline for sending notification to Shareholders;
6. ***To supplement Article 23.5.(vii):*** To clarify the functions of the Board of Chairs in supporting the Chairman in administering the GSM;
7. ***To amend Article 27.1:*** Regarding the structure of members of the BoM in compliance with the Model Charter applicable to listed companies;
8. ***To supplement Article 29.2:*** To clarify the defined contents;
9. ***To amend Article 29.5:*** To have the basis for authorization/decentralization of power from the Chairman of BoM to Vice Chairmen in necessary cases and the cases accepted by laws;
10. ***To amend Article 31.15:*** For the minutes of BoM's meeting to be prepared or/and translated into different languages depending on the use purpose in each specific case;
11. ***To supplement Article 33.2A:*** Regarding the power of the General Director during the period from the expiry date of his/her term to the appointment of a new General Director to ensure an continuous management for Vingroup;
12. ***To supplement Article 38.5:*** To clarify that the election of IC members shall comply with specific provisions in the Regulations on electing IC members.
13. To amend other contents related to the name of Vingroup and its abbreviated name in the whole Charter due to the renaming of Vingroup, details are as follows:

- Amend the name of “Vincom Joint Stock Company” into “Vingroup Joint Stock Company”.
  - Amend the word “the Company” into “ the Group”
14. Other amendments aim at ensuring the compliance with the regulations of the Enterprise Law, governance regulations applied for public enterprises, and the Model Charter and ensuring the flexibility in the Group’s operation.

The content for amendments and supplements to the Group’s Charter is specified in Annex 1 enclosed with this Proposal.

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

**Pham Nhat Vuong**

**ANNEX 1**  
**DETAILED AMENDMENTS TO THE CHARTER**

No.	Relevant articles and clauses	Current contents of the Charter	Post-amended contents of the Charter	Rationales for amendments
1.	Article 3.1	Company's name: Name in Vietnamese: <b>CÔNG TY CỔ PHẦN VINCOM</b> -Transaction name in English: <b>VINCOM JOINT STOCK COMPANY</b> Abbreviated name: <b>VINCOM JSC</b>	Company's name: Name in Vietnamese: <u><b>TẬP ĐOÀN VINGROUP – CÔNG TY CP</b></u>  Transaction name in English: <u><b>VINGROUP JOINT STOCK COMPANY</b></u> Abbreviated name: <u><b>VINGROUP JSC</b></u>	To recognize the change in the name of the Group as per the Business Registration Certificate, with the 39 <sup>th</sup> change registered on 12 April 2012.
2.	Article 7.6	The Company has the right to issue secured bonds or unsecured bonds, convertible bonds (bonds which can be convertible into Shares in accordance with previously defined conditions) and bond certificates (certificates issued in conjunction with bonds which allow the holders of such certificates to purchase a certain number of Shares at the previously defined price for a certain period of time) and other kinds of securities in accordance with regulations of laws. Unless otherwise provided by laws, the BoM has right to decide the issuance of bonds, types of bonds, the total value of bonds, bond issuing time and other pertinent issues providing that it reports to the General Shareholders (GS) at the nearest meeting.	The <del>Company-Group</del> has right to issue the bonds <u>with secured assets and/or</u> the bonds without <u>secured assets</u> , convertible bonds (bonds which can be convertible <u>into</u> Shares in accordance with previously defined conditions) and <u>warrantsbond—certificates</u> (which may be issued in conjunction with bonds which allow the holders of such certificates to purchase a certain number of Shares at the previously defined price for a certain period of time) and other kinds of securities in accordance with regulations of laws. Unless otherwise provided by laws, the BoM has the right to decide the issuance of bonds, types of bonds, the total value of bonds, bond issuing time and other pertinent issues providing that it reports to the GSM at	To be in line with the terms used in the Securities Law

			the nearest meeting.	
3.	Article 11A	None	<p><b>Article 11A: Changes in rights</b></p> <p>11A1: GSM's decisions on changes or cancellation of the special rights attached to each type of share will only be approved upon receipt of the written consent of the shareholders representing at least 75% of the total votes of the issued shares of that type.</p> <p>11A.2 In case the GSM decides to change or cancel any special rights attached to each category of share through direct votes at a GSM, the holding of such meeting is only valid when it is attended by at least two (02) shareholders (or their proxies) representing for at least one-third of the total value of the issued shares of that type. In case the number of the attendants is insufficient, the meeting will be reconvened within thirty days of the original planned date and the number of the holders of those shares (not subjected to the number of shareholders and shares) either attend or through their proxies will be considered a quorum as required. At the aforementioned separate meetings, the number of the holders of those shares, either</p>	Supplements for compliance with the Charter for publicly listed companies issued along with Decision No.15/2007/QD-BTC

			<p>attend or through their proxies can request for a ballot and each shareholder, when balloting, will have a ballot equivalent to each share of that type.</p> <p>11A.3 The procedures for holding such separate GSM are conducted similarly with the other regulations in this Charter. In case of a written ballot, the procedures will comply with the regulations in Article 24 of this Charter.</p> <p>11A.4 Unless the terms of share issuance otherwise regulated, the special rights attached to the preferred shares <del>related to some or all matters of profit or asset sharing of the <u>Company Group</u> will not be changed when the <u>Company Group</u> issues additional shares of that type.</del></p>	
4.	Article 19.3.(vii)	Decide the remuneration policy for the BoM and the IC members (if any);	<p><del>(vii) Decide on the <u>total remuneration allowances</u> for <u>the BoM and the IC</u> members (if any); <u>Report on remuneration for the BoM; decide on the remuneration for the IC;</u></del></p>	Supplement for further clarification of the GS's power
5.	Article 22.3	The notice of a GSM must contain an agenda and relevant information on the matters to be discussed and voted at the meeting. Notice of a GSM may be given to a Shareholder either personally or by sending insured mail by post to the Shareholder's registered address, or to the address provided by the Shareholder for the giving of notices. If a Shareholder has notified the Company in writing of a fax number or an electronic mail address, notice shall be given to	The notice of a GSM must contain an agenda and relevant information on the matters to be discussed and voted at the meeting. Notice of a GSM may be given to a Shareholder either personally or by sending insured mail by post to the Shareholder's registered address, or to the address provided by the Shareholder for the giving of notices. If a Shareholder has notified the <del>Group Company</del> in writing of a fax number or an electronic mail address,	Supplement for compliance with the Charter for publicly listed companies issued along with Decision 15/2007/QD-BTC In reality, the Group always

		that fax number or electronic mail address. In the case of persons employed by the Company, notice may be given to them individually in a sealed envelope at their place of work. The notice of a meeting of the GSM must be given to the Shareholders, posted on the Company's website and released on the website of the Stock Exchanges at least ten (10) working days (excluding the date of the notice and the date of the meeting) prior to the date of the meeting of the GSM. The notice also shall be announced on a central newspaper or a local newspaper of the city/province where the Company's office is located.	notice shall be given to that fax number or electronic mail address. In the case of persons employed by the <del>Company</del> Group, notice may be given to them individually in a sealed envelope at their place of work. The notice of a meeting of the GSM must be given to the Shareholders, posted on the <del>Company's</del> Group's website and released on the website of the Stock Exchanges at least ten (10) working days (excluding the date of the notice and the date of the meeting) <u>(or at least fifteen (15) days in case the aforesaid period of 10 (ten) working days is less than fifteen (15) days)</u> prior to the date of the meeting of the GSM. The notice also shall be announced <del>in</del> <u>on</u> a central newspaper or <del>in</del> <u>of the city/province</u> where the <del>Company's</del> Group's office is located.	complies with the regulations of the Charter.
6.	Article 23.5.(vii)	Chairperson of the Meeting or the Secretary of the Meeting can conduct the activities they deem necessary to steer the GSM in a legitimate and orderly way, or in such a way that the Meeting can reflect expectations of the majority of participants.	Chairperson of the Meeting or the Secretary of the Meeting can conduct the activities they deem necessary to steer the GSM in a legitimate and orderly way <del>;</del> or in such a way that the Meeting can reflect expectations of the majority of participants. <u>The Board of Chairs of the GSM can be established when the Chairperson deems necessary, including some BoM members and managing officers of Vingroup designated by the Chairperson. The Board of Chairs shall perform a number of tasks to assist the Chairperson in steering the GSM.</u>	To clarify the functions of the Board of Chairs in assisting the Chairperson to steer the GSM.
7.	Article 27.1	The BoM shall consist of a minimum of 5 members and a maximum of 11 members. It is not required that members of the BoM be	The BoM shall consist of a minimum of 5 members and a maximum of 11 members. It is not required that members of the BoM be	Supplement for compliance with the Charter for

		Shareholders of the Company or hold Vietnamese nationality or be resident in Viet Nam. The members of the BoM must comply with the standards and conditions set out in Article 110 of the Enterprise Law. The term of the BoM shall be five (5) years.	Shareholders of the <del>Company-Group</del> or hold Vietnamese nationality or be resident in Viet Nam. The members of the BoM must comply with the standards and conditions set out in Article 110 of the Enterprise Law. The term of the BoM shall be five (5) years. <u>The total number of independent non-executive members of the BoM must constitute at least one-third of the total number of the BoM members.</u>	publicly listed companies issued along with Decision 15/2007/QD-BTC. In reality, the Group has complied with the regulations on the number of independent non-executive members of the BoM.
8.	Article 29.2	The Chairman of the BoM shall convene and preside over the GSM and the meetings of the BoM, and shall have other power and duties provided in this Charter and by the Enterprise Law. The Vice Chairperson has the rights and obligations to act as the Chairman if he has been so authorised by the Chairman of the BoM but only when the Chairman has informed the BoM that he shall be absent or any event of force majeure occur or the Chairman has lost the capacity to perform his duties. If in the above circumstances, the Chairman has not designated the Vice Chairperson then the remaining members of the BoM shall designate the Vice Chairperson. In the event that both the Chairman and Vice Chairperson are temporarily unable to carry out their duties for any reason, the BoM may appoint another member among them to perform the Chairman's duties on the principle of simple majority.	The Chairman of the BoM shall convene and preside over the GSM and the meetings of the BoM, and shall have other power and duties provided in this Charter and by the Enterprise Law. The Vice Chairperson has the rights and obligations to act as the Chairman if he has been so authorised by the Chairman of the BoM but only when the Chairman has informed the BoM that he shall be absent <u>(which is deemed as absent from the Group's Head Office or from his/her office at the Group's Head Office)</u> or any event of force majeure occur or the Chairman has lost the capacity to perform his duties. If in the above circumstances, the Chairman has not designated the Vice Chairperson then the remaining members of the BoM shall designate the Vice Chairperson. In the event that both the Chairman and Vice Chairperson are temporarily unable to carry out their duties for any reason, the BoM may appoint	

			another member among them to perform the Chairman's duties on the principle of simple majority.	
9.	Article 29.5	None	In case where it deems necessary and complies with provisions of law, the Chairman of the BoM may authorise Vice Chairperson(s) to deal with each specific case or regularly authorize the Vice Chairperson(s) or decentralize the power to them to sign documents on behalf of the Chairman, and exercise certain power, responsibilities and duties of the Chairman. The authorised Vice Chairperson(s) must be responsible to the Chairman for implementation of the authorised jobs.	Supplement to form basis for authorisation or decentralisation of power from the Chairman to Vice Chairperson(s) of the BoM where necessary and in compliance with provisions of law.
10.	Article 31.15	<u>The Meeting Minutes.</u> The Chairman of the BoM shall be responsible for having minutes of the meetings of the BoM prepared for circulation to BoM members. Such minutes shall be deemed conclusive evidence of the business conducted at such meetings unless objections are raised to the contents of such minutes within then (10) days of their dispatch. Minutes shall be prepared in Vietnamese and if necessary in English, and must be signed by all members of the BoM attending the meeting, except for the case the resolution is approved via collecting written opinions.	<u>The Meeting Minutes.</u> The Chairman of the BoM shall be responsible for having minutes of the meetings of the BoM prepared for circulation to BoM members. Such minutes shall be deemed conclusive evidence of the business conducted at such meetings unless objections are raised to the contents of such minutes within then (10) days of their dispatch. Minutes shall be prepared in Vietnamese <del>and if necessary in English</del> , and must be signed by all members of the BoM attending the meeting, except for the case the resolution is approved via collecting written opinions. <u>When necessary, the Minutes of the BoM's Meeting shall be prepared or/and translated into foreign language(s).</u>	Supplement so that the Meeting Minutes may be prepared or translated into different language(s), depending on use purposes.
11.			The General Director whose office term has	To ensure the

	Article 33.2A	None	been expired will continue working until a new General Director is appointed.	continuous management for the Group in waiting for the new decision from the BoM.
12.	Article 38.5	<p>The IC shall have between three (3) and five (5) members, of which the independent member shall comprise not less than 50% of the total member of the IC. At least one member of the IC must be specialized in accounting and not be (i) an employee of the Company's financial or accounting departments or (ii) a member or employee of the Company's independent auditing firm who is conducting the audit of the financial statements of the Company. IC members shall not be required to hold Vietnamese nationality and/or to be resident in Viet Nam, however, in any case at least one independent member of the IC shall be a person who is resident in Singapore, also at least a half of the IC must be resident in Viet Nam. The IC shall appoint one of its members, who is a Shareholder of the Company as the Head of the IC. The Head of the IC shall have the following rights and obligations:</p> <ul style="list-style-type: none"> <li>(i) Convene the meetings of the IC and act as Head of the IC;</li> <li>(ii) Request from the Company the relevant information to be submitted to all members of the IC;</li> <li>(iii) Prepare and sign the IC's reports upon having consulted with the BoM for submission to the GSM.</li> </ul>	<p>The IC shall have between three (3) and five (5) members, of which the independent member shall comprise not less than 50% of the total member of the IC. At least one member of the IC must be specialized in accounting and not be (i) an employee of the Company's financial or accounting departments or (ii) a member or employee of the Company's independent auditing firm who is conducting the audit of the financial statements of the Company. IC members shall not be required to hold Vietnamese nationality and/or to be resident in Viet Nam, however, in any case at least one independent member of the IC shall be a person who is resident in Singapore, also at least a half of the IC must be resident in Viet Nam. <u>Candidates elected to the IC must meet requirements on eligibilities and mechanism for selection of IC members as specified in the Regulations on electing IC members approved by the GSM.</u> The IC shall appoint one of its members, who is a Shareholder of the Company as the Head of the IC. The Head of the IC shall have the following rights and obligations:</p> <ul style="list-style-type: none"> <li>(i) Convene the meetings of the IC and act as Head of the IC;</li> </ul>	To clarify that the Election of IC members is conducted in line with specific regulations of the Regulations on electing IC members.

			<p>(ii) Request from the Company the relevant information to be submitted to all members of the IC;</p> <p>(iii) Prepare and sign the IC's reports upon having consulted with the BoM for submission to the GSM.</p>	
13.	Article 57.3	Copies or excerpts of this Charter must be signed by the Chairman of the BoM or by at least half of the total number of the BoM members in order to be deemed valid.	<p>Copies or excerpts of this Charter must be signed by the Chairman of the BoM or the General Director -in order to be deemed valid.</p> <p><u>Not limited by this provision, the Chairman of the BoM or the General Director or his proxy, devolved by the General Director is entitled to issue a copy of the original or excerpt a part from the Group's Charter to the shareholders, partners, competent authorities or related parties of the Group.</u></p>	To reduce unnecessary administrative procedures
14.	Full text of the Charter	Full text of the Charter	<p>Amendments to provisions related to the Group's name and abbreviated name in the full text of the Charter, which is resulted from the renaming of the Group, specifically:</p> <p>Renaming "Vincom Joint Stock Company" as "Vingroup Joint Stock Company".</p> <p>Changing "Company" to "Group".</p>	To reflect the registered renaming.

## APPENDIX 06

*(Enclosed with the Resolution of the 2012 Annual General Shareholders' Meeting)*

### **REGULATIONS ON THE ORGANIZATION AND OPERATION OF THE ANNUAL AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETINGS OF VINGROUP JOINT STOCK COMPANY**

Pursuant to:

- *The Law on Enterprises No. 60/2005/QH11 adopted by the National Assembly of the Socialist Republic of Vietnam on 29 November 2005;*
- *The Law on Securities No. 70/2006/QH11 adopted by the National Assembly of the Socialist Republic of Vietnam on 29 June 2006;*
- *The Law amending and supplementing some articles of Law No. 62/2010/QH12 adopted by the National Assembly of the Socialist Republic of Vietnam on 24 November 2010;*
- *Government Decree No. 102/2010/ND-CP dated 1 October 2010, providing detailed guidance on the implementation of some articles in the Law on Enterprises;*
- *The Charter of Vingroup Joint Stock Company.*

#### **CHAPTER I GENERAL PROVISIONS**

##### **Article 1: Scope and subjects for application**

- 1.1 These Regulations shall apply to the organization of Annual and Extraordinary General Shareholders Meetings (hereinafter referred to as the “**Meeting**” or “**GSM**”) of Vingroup (**former name: “Vincom Joint Stock Company”**) (hereinafter generally referred to as “**Vingroup**”);
- 1.2 These Regulations set forth provisions on the rights and obligations of shareholders, proxies and relevant parties participating in the Meeting, and on conditions and procedures of the Meeting.
- 1.3 Shareholders or proxies attending the Meeting and relevant parties shall be responsible for implementation in line with the provisions in these Regulations.

## **CHAPTER II**

### **RIGHTS AND OBLIGATIONS OF MEETING PARTICIPANTS**

#### **Article 2: Rights and obligations of shareholders or their proxies**

##### 2.1 Eligibilities for participation in the Meeting:

Participants must be shareholders or their proxies as confirmed in writing by one or more shareholders named in Vingroup's List of Shareholders on the record date for the Meeting.

##### 2.2 Rights of shareholders at the Meeting:

- a. Shareholders have the right to participate in the Meeting on their behalf or authorise in writing for another person to represent them as a proxy at the meeting.
- b. Shareholders may discuss and vote on all matters within the framework of the Meeting in accordance with the Law on Enterprises, other pertinent legislative documents and the Vingroup's Charter.
- c. Shareholders have the right to be provided with the Meeting agenda and related materials by the Organizing Committee.
- d. Each shareholder or proxy will be issued a voting card by the Shareholder's Eligibility Checking Committee after registering to participate in the Meeting.
- e. Any shareholder or proxy arriving late to the Meeting provided that the Meeting is not closed is entitled to register and vote on the matters yet to be presented or voted right at the Meeting. The Chairperson is not responsible for stopping the Meeting and the previously matters voted on will not be affected.

##### 2.3 Obligations of shareholders at the Meeting:

- a. Shareholders and proxies must bring their identity card or passport, invitation letter, their power of attorney (in the case of authorisation or proxies) to the Meeting and register his or her participation with the Shareholder's Eligibility Checking Committee.
- b. All Meeting participants must keep good security and order, must not cause disorder or chaos during the GSM.
- c. All voice recordings or images taken during the Meeting must be publicly disclosed and are subject to the approval of the Meeting Chairperson.
- d. All opinions expressed and votes shall be in line with the Organizing Committee's guidance and the Chairperson's steering of the Meeting shall be respected.
- e. All participants must strictly adhere to these regulations and respect the results the Meeting's work.
- f. Provide information on related persons or persons with interests related to shareholders as required by Vingroup.

#### **Article 3: Rights and obligations of the Shareholder's Eligibility Checking Committee**

- 3.1 The Shareholder's Eligibility Checking Committee shall consist of one (01) Chief and members decided by the Chairman of the Board of Management (the "BoM") and will be responsible for the following functions and tasks:

- a. Checking shareholder and proxy eligibility: asking shareholders and proxies participating in the Meeting and invited guests to present their ID cards or passports, invitation letters, and authorization papers (in the case of attorneys).
- b. Distribute to shareholders or proxies attending the Meeting: voting cards as well as other related Meeting materials;
- c. Reporting the results of the eligibility checks of participating shareholders and proxies at such period of time as follows:
  - + Before the Meeting begins;
  - + Prior to each voting session at the Meeting if there is any change in the number of shareholders participating in the Meeting (such as latecomers who register for participation).
- d. Identifying non-voting right related shareholders based on the information obtained by the Shareholder's Eligibility Checking Committee or information provided by shareholders.

3.2 The Shareholder's Eligibility Checking Committee has the right to establish an administrative team to assist in relevant matters for the Committee's completion of its tasks.

**Article 4: Rights and Obligations of the Vote Counting Committee**

- 4.1 The Vote Counting Committee consists of one Chief and members nominated by the Meeting Chairperson and approved by voting taken at the Meeting.
- 4.2 The Vote Counting Committee is responsible for providing guidance on the use of voting and election cards, voting procedures and vote counting, as well as counting and excluding non-voting right related shareholders (if any) from voting on each item. In case the Vote Counting Committee fails to identify the exact number of the non-voting right related shareholder(s) (due to the lack of information or insufficient or unclear statutory regulations), the vote of that shareholder is still counted. However, the Vote Counting Committee has to prepare a minutes to record this issue. That the shareholder(s), after voting, are considered as non-voting right related shareholders does not affect the effectiveness of the resolution for which the shareholders participated in voting, provided that there are still enough essential number of votes for that resolution after the number of votes of the related shareholders are excluded.
- 4.3 The Chief of the Vote Counting Committee shall report to the Meeting on the results of the vote counting.
- 4.4 The Vote Counting Committee has the right to establish an administrative team to assist it in accomplishing its various tasks.
- 4.5 The Vote Counting Committee shall be ultimately responsible for the accuracy and integrity of the released results.

**Article 5: Rights and obligations of the Meeting Chairman, The Board of Chairs and Secretariat**

5.1 The GSM shall be chaired by the Chairman of the BoM who is assigned the task of steering the Meeting. The Chairman shall appoint a Secretariat to record minutes of the Meeting.

If the Chairman of the BoM is absent or unable to steer the meeting, the BoM shall elect one of its other members to chair the Meeting. If the BoM fails to elect a Chairperson, the

- BoM member with the highest standing shall steer the Meeting to vote one of the other BoM members or other shareholders at the Meeting will be elected to act as Chairperson. The name and number of votes for each person must be disclosed at the Meeting.
- 5.2 The Chairman's decisions will carry the most weight regarding procedures and the sequence of the agenda, as well as matters arising from the Meeting's agenda.
- 5.3 The Chairman shall steer the Meeting in an appropriate and orderly manner and allow the Meeting to reflect the wishes of the majority of participating shareholders.
- 5.4 At the Chairman's discretion, the Meeting may be postponed or held in another location (in compliance with the Law on Enterprises and Vingroup Charter) if he or she deems that:
- a) The location of the Meeting is not large enough to hold the appropriate number of seats for all participants or
  - b) The behaviour of some participants causes disorder and disruptions that hinder the meeting from proceeding in a fair and legitimate fashion.
- 5.5 The Chairman has the right to not respond or just note down comments and suggestions from shareholders if the content of such comments and suggestions are beyond the scope of what was asked.
- 5.6 The Chairman has the right to ask a competent authority to maintain order at the meeting. He or she may also expel anyone from the Meeting who shows signs of causing disorder, disobeying the Chairman and The Board of Chairs, hindering the normal procedure of the Meeting.
- 5.7 The Board of Chairs consists of some members of BoM and managing officers of Vingroup designated by the Chairman. The Board of Chairs conduct some tasks to support the Chairman in executing the GSM.
- 5.8 The Secretary will record the minutes of the Meeting and perform other tasks as assigned by the Chairman and Board of Chairs. The Secretary may have one or several assistants.

### **CHAPTER III**

#### **MEETING PROCEDURE**

##### **Article 6: Conditions for holding the Meeting**

- 6.1 The Meeting will proceed when at least 65% of the voting shares are represented by the shareholders at the Meeting, according to the list of shareholders produced on the date of record for the Meeting. If over 60 minutes have passed from the opening time of the Meeting as per the agenda circulated to shareholders and less than 65% of the voting shares are represented by the registered shareholders at the Meeting according to the list of shareholders on the record date for the Meeting, the meeting will be deemed ineligible to proceed.
- 6.2 If the Meeting is deemed ineligible to proceed according to the above provisions, a second summons will be made and the Meeting conducted in accordance with Vingroup's Charter and the Law on Enterprises.

##### **Article 7: Proceedings of the Meeting**

- 7.1 The Meeting shall be conducted as per the agenda adopted by the Meeting.
- 7.2 The contents on the agenda will be discussed and voted on in the allocated sequence as regulated in Article 10 of these Regulations.
- 7.3 The Meeting shall be deemed closed after the Meeting Minutes have been approved.

#### **Article 8: Adopting Decisions at the Meeting**

- 8.1 Items presented at the Meeting shall be considered adopted when they are accepted by shareholders or their proxies at the Meeting representing at least 65% of the total voting shares.
- 8.2 The following items shall be considered adopted when they are accepted by shareholders or their proxies at the Meeting representing at least 75% of the total voting shares:
  - Types and amounts of shares offered for sale.
  - Amendments and supplements to Vingroup's Charter.
  - Re-organization or dissolution of Vingroup.
  - Decisions on transferring more than 50% of Vingroup's total assets as recorded in the Vingroup accounts.

#### **Article 9: Voting cards**

- 9.1 Voting cards are provided for all shareholders and proxies attending the Meeting and shall contain the shareholder's code, their number of voting shares and the contents that require voting at the Meeting. Voting cards must include Vingroup's stamp in order to be considered valid.
- 9.2 The value of the voting card corresponds to the number of voting shares held by the shareholder or proxy attending the Meeting over the total number of voting shares represented by shareholders and proxies at the Meeting.
- 9.3 The information specified in Article 9.1 on voting cards can be encoded for the purpose of vote counting via computer software.

#### **Article 10: Voting procedures for adopting decisions at the Meeting**

Voting on matters at the Meeting shall, according to specific cases, be conducted in the following manner:

- 10.1. Casting ballots:
  - a. Items up for vote recorded on the voting card shall be adopted by shareholders and proxies by choosing 'yes', 'no' or 'no comment' for those particular items.
  - b. Shareholders shall cast their votes according to the following rules:
    - + The casting of votes will begin when ordered by the Chairman of the Meeting or the Chief of the Vote Counting Committee and ends when the final shareholder casts his or her vote in the ballot box or 30 minutes after the start of the vote, whichever comes first. After the voting is completed, the ballot box will be sealed and shareholders that did not cast their votes will be deemed as giving no comment.
    - + Votes will be counted immediately after the ballot box is sealed.
  - c. The following ballots will be considered invalid and will not be counted:

- + Ballots that do not bear Vingroup's stamp and do not comply with the sample issued by the Organizing Committee.
- + Torn, erased, scratched or corrected ballots.
- + Ballots containing additional information and symbols.
- + Ballots with two or more votes on the same item.

Votes for each item on the voting card are independent and their validity will not affect other items up for vote on the Meeting agenda.

- d. If there are mistakes in the information on the voting card but it has not been put into the ballot box and before the voting deadline, the shareholder may contact the Chief of the Vote Counting Committee directly and exchange the card to ensure the shareholder's entitlements.

- 10.2. Voting for members of the IC and the BoM will be conducted in accordance with the relevant regulations adopted in the Meeting.

- 10.3. Direct voting:

Direct voting will apply to cases that do not require formal voting as regulated in Articles 10.1 and 10.2.

Shareholders and proxies shall vote directly on matters at the Meeting that require opinions by raising their voting card or other methods as approved by the Chairman. The Vote Counting Committee will record the approvals, non-approvals, and no-comments then announce the results at the Meeting.

**Article 11: Regulations for counting ballots**

- 11.1 The Vote Counting Committee shall count the ballots cast as follows:

- a. The Committee shall work in a room or area separate from the Meeting.
- b. The Committee may use technical and electronic equipment to support the vote counting.
- c. The Committee must check the validity of voting cards.
- d. The Committee must check each voting card and record the vote counting results.
- e. The Committee must count and exclude the shareholders' shares that are not eligible for voting (if any, for each item put up for vote).
- f. The Committee will seal all voting cards and hand them over to the Chairman.

- 11.2 Establishing and disclosing the minutes of the vote count:

- a. After counting the votes, the Vote Counting Committee will set down the minutes of the results.
- b. The Vote-counting Minutes must include:
  - + The time and location of the vote counting.
  - + The names of the Vote Counting Committee members.
  - + The total number of shareholders with voting rights attending the Meeting.
  - + The total number of shareholders with voting rights that cast votes.

- + The number and proportion of valid and invalid voting cards.
- + The number and proportion of voting rights on each item.
- + The final results of the vote count and the signatures of all the Vote Counting Committee members.

**Article 12: Expressing opinions at the Meeting**

Shareholders or proxies attending the Meeting may offer their opinions by raising their voting cards and obtaining permission from the Chairman. Comments should be brief and relevant to the topic under discussion. Shareholders should not repeat what has already been expressed by other shareholders and only comments applicable to the agenda will be recorded in the minutes of the Meeting.

**Article 13: Minutes of the Meeting**

- 13.1 The contents of the Meeting shall be documented in the minutes. The Meeting's Chairman and Secretary are jointly liable for the truth, accuracy and content of the minutes.
- 13.2 The minutes of the Meeting shall be disclosed and adopted by the Meeting before it closes.
- 13.3 The minutes of the Meeting, the shareholder's eligibility check, vote count and other materials on the proceedings and the Meeting results will be archived at Vingroup's head office.
- 13.4 The minutes of the GSM will be sent to all shareholders within fifteen (15) days of the closing of the Meeting.
- 13.5 The minutes of the Meeting will form the basis of the Meeting's resolution.

**Article 14: General Shareholders' Resolutions**

- 14.1. Based on the result of the Meeting, the Chairman shall make resolutions on items adopted at the General Shareholders' Meeting.
- 14.2. The shareholders, the BoM and IC members, shareholders and the General Director have right to request the Court or Arbitrator to review and/or cancel the GSM's decision, or a part thereof, in accordance with provisions in Article 107 of the Law on Enterprises.

**Article 15: Effectiveness of these Regulations**

- 15.1 These regulations, consisting of three Chapters and fifteen Articles, will take effect immediately upon being adopted by a vote at the Meeting;
- 15.2 Any amendments or supplements to these regulations must be proposed by the Vingroup Board of Management and subsequently voted on and approved by the General Shareholders.

**ON BEHALF OF  
THE GENERAL SHAREHOLDERS  
CHAIRMAN**

**PHAM NHAT VUONG**