

**VINGROUP JOINT STOCK COMPANY**



**THE SOCIALIST REPUBLIC OF VIET NAM**

**Independence – Freedom – Happiness**



*No.: 342/2012/CV-TGD -VINGROUP*

*Re: Disclosure of information regarding the General Shareholders' Resolution of Vingroup*

*Hanoi, 18 July 2012*

**Respectfully submitted to:** - *State Securities Commission*  
- *Hochiminh 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. 52/2012/TT-BTC dated 5 April 2012 of the Ministry of Finance, Vingroup hereby would like to notify you that:

Based on the Vote Counting Minutes of the shareholders of Vingroup (in the form of obtaining written ballots) dated 16 July 2012, the Chairman of the Board of Management of Vingroup, on behalf of the General Shareholders, issued the Resolution No. 03/2012/NQ-DHDCD-VINGROUP dated 17 July 2012.

We attach hereto the aforesaid Resolution and Vote Counting Minutes for your reference.

Thank you very much.

*To:*

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

**VINGROUP JOINT STOCK COMPANY  
GENERAL DIRECTOR**

*(signed & sealed)*

**LE THI THU THUY**

No.: 03/2012/NQ-DHDCD-VINGROUP

*Hanoi, 17 July 2012*

**GENERAL SHAREHOLDERS' RESOLUTION**  
**VINGROUP JOINT STOCK COMPANY**  
**(Obtaining written ballots)**

This General Shareholders' Resolution of Vingroup Joint Stock Company (“**Vingroup**”) has been developed in form of obtaining written ballots, which is in line with provisions of 2005 Enterprise Law and Charter of Vingroup (Article 24).

**VINGROUP JOINT STOCK COMPANY**

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

**Enterprise Registration Certificate No.:** 0101245486 issued for the first time by the Business Registration Office of Hanoi Department of Planning and Investment on 03 May 2002.

**Charter capital:** VND7,004,620,550,000.

**The list of shareholders engaged in obtaining written ballots was developed on 6 June 2012.**

Based on the results of vote counting specified in the Vote Counting Minutes developed by the Board of Management (the “**BoM**”) on 16 July 2012, the General Shareholders' Meeting (the “**GSM**”) of Vingroup has passed and issued the following resolutions:

**THE FIRST RESOLUTION****CHANGES AND SUPPLEMENTS TO BUSINESS LINES****1. The following business lines will be supplemented:**

No.	Name of the supplemented business lines	Code
1	Production, transmission and distribution of electricity	3510
2	Exploitation, treatment and supply of water	3600
3	Installation of electricity system	4321
4	Installation of water supply and drainage system, heating system and air conditioners	4322
5	Drainage and treatment of waste water	3700

6	Collection of non-toxic waste	3811
7	Safety system services	8020

**2. Proposed amendments and supplements to the registered business lines for more details:**

No.	Registered business lines	Amended and supplemented names of the business lines for more details	Code
1	Civil and industrial construction	Construction of railway and landway works	4210
		Construction of public interest works	4220
		Construction of other civil engineering works	4290
		Demolition	4311
		Preparation of sites	4312
		Installation of other construction systems	4329
		Fitting-out of the construction work	4330
		Other specialized construction activities	4390

The time for issuing the decision on business registration to reflect the changes and supplements to business lines: Assign the Chairman of the BoM to issue the Decision on such changes at appropriate time but no later than 3 months as from the date of adopting this resolution.

The General Shareholders have agreed to amend the Charter of Vingroup and to assign a Legal Representative to proceed with amendments to the Charter of Vingroup to be consistent with the foresaid changes and supplements to the business lines.

This Resolution has been passed by 89.965% votes in favour of the resolution out of the total voting shares and shall take effect immediately.

**THE SECOND RESOLUTION  
APPROVING THE NUMBER OF ADDITIONALLY ELECTED BOM MEMBERS DURING  
TENURE 2011 - 2016**

The General Shareholders have approved 1 additional member to be elected to the BoM during tenure 2011 – 2016.

The total number of BoM members during tenure 2011 – 2016: 10 members.

The General Shareholders have agreed to assign the BoM to carry out all necessary procedures related to the election of the additional BoM member as mentioned above in strict conformity with provisions of the Law on Enterprises and the Charter of Vingroup.

This Resolution has been passed by 89.510% votes in favour of the resolution out of the total voting shares and shall take effect immediately.

### **IMPLEMENTATION PROVISION**

1. The Resolution shall take effect as from the date of signing. The BoM is responsible for organizing and implementing the contents of this Resolution.
2. The Resolution shall be sent to all shareholders of Vingroup.

To:

- *Shareholders of Vingroup;*
- *Vingroup Office for record.*

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

*(signed & sealed)*

**PHAM NHAT VUONG**

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

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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 16 July 2012, at the Office of Vingroup Joint Stock Company (the “**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. Nguyen Dieu Linh – Vice Chairwoman of the BoM;
3. Ms. Le Thi Thu Thuy – Vice Chairwoman of the BoM cum the General Director;
4. Mr. Nguyen The Anh – Head of the Inspection Committee;
5. Mr. Tran Anh Huy – 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 change, supplement to the business lines as proposed in the enclosed Proposal of the Board of Management regarding the change and supplement to the business lines;
- b. To approve the number of additional members of the Board of Management during tenure 2011 – 2016 as per the enclosed Draft Resolution of the General Shareholders.

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

- a. To approve the change, supplement to the business lines as proposed in the enclosed Proposal of the Board of Management regarding the change and supplement to the business lines;
- b. To approve the number of additional members of the Board of Management during tenure 2011 – 2016 as per the enclosed Draft Resolution of the General Shareholders.

**II. Vote counting results**

- Total shares of Vingroup: **549,383,305 shares** (based on the list of shareholders made by Vietnam Securities Depository on 06 June 2012)
- Total voting shares: **549,383,305 shares**
- Total number of shareholders entitled to vote: **3,783** shareholders, representing 100% of the total votes;
- Total number of ballot papers sent to shareholders: **3,783** papers, equivalent to **549,383,305 shares**, accounting for **100%** of the total votes;
- Number of ballot papers submitted by the shareholders: 148 ballot papers, equivalent to 499,367,854 shares, accounting for 90.896% of the total votes;
- Number of ballot papers not submitted by the shareholders: 3,620 ballot papers, equivalent to 49,991,745 shares, accounting for 9.100% of the total votes;
- Number of ballot papers not reaching the shareholders due to various reasons (unclear/inaccurate addresses, addresses changed, failure to reach shareholders after many times of delivery ...): 15 ballot papers, equivalent to 23,706 shares, accounting for 0.004% of the total votes;

**Results:**

- Total number of voting shareholders: 148 shareholders, representing 499,367,854 votes, accounting for 90.896% of the total votes

Of which:

- Number of valid ballot papers: 141 papers, representing: 499,361,296 votes, accounting for 90.895% of the total votes;
- Number of invalid ballot papers: 7 papers, representing: 6,558 votes, accounting for 0.001% of the total votes.

**III. Voting results of each issue**

1. **Issue 1:** To approve the change, supplement to the business lines as proposed in the enclosed Proposal of the Board of Management regarding the change and supplement to the business lines.

**Voting results:**

- + *Number of votes for: representing 494,252,748 shares, accounting for 89.965% of the total votes;*
- + *Number of votes against: representing 0 share, accounting for 0% of the total votes;*
- + *Number of abstentions: representing 5,108,548 shares, accounting for 0.930% of the total votes;*

2. **Issue 2:** To approve the number of additional members of the Board of Management during tenure 2011 – 2016 as per the enclosed Draft Resolution of the General Shareholders.

**Voting results:**

- + *Number of votes for: representing 491,750,766 shares, accounting for 89.510% of the total votes;*
- + *Number of votes against: representing 2,496,790 shares, accounting for 0.454% of the total votes;*
- + *Number of abstentions: representing 5,113,740 shares, accounting for 0.931% of the total votes;*

**IV. Voted issues:**

1. **Issue 1:** To approve the change, supplement to the business lines as proposed in the enclosed Proposal of the Board of Management regarding the change and supplement to the business lines.

*This Resolution has been passed by agreement of 89.965% in favour of the resolution out of the total voting shares and shall become effective immediately.*

- 2. Issue 2:** To approve the number of additional members of the Board of Management during tenure 2011 – 2016 as per the enclosed Draft Resolution of the General Shareholders.

*This Resolution has been passed by agreement of 89.510% 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**

(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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**Tran Anh Huy**

**Representative of the Inspection Committee**

(signed)

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**Nguyen The Anh**