

No.: /2013/NQ-DHDCD-VINGROUP

Hanoi, _____ 2013

(DRAFT)

RESOLUTION

2013 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 2013 of Vingroup dated 18 April 2013;*
- *Minutes of Vote Counting at the Annual General Shareholders' Meeting 2013 of Vingroup dated 18 April 2013;*

RESOLVES TO:

- 1. Approve the Board of Management's (“BoM”) report on business management in 2012;**
- 2. Approve the Board of Directors' (“BoD”) report on business performance in 2012 and the Business Plan for 2013;**
- 3. Approve the Inspection Committee's (“IC”) report on 2012 corporate governance of the BoM and BoD;**
- 4. Approve the Audited Financial Report for 2012;**
- 5. Approve the plan for utilizing profit after tax of 2012 as proposed by the BoM at the Meeting;**
- 6. Re-approve the issuance of additional shares, offering and listing of shares on Singapore Exchange Securities Trading Limited (SGX-ST) according to the Proposal of the BoM at the Meeting;**
- 7. Approve the report on the issuance of international Convertible Bonds and relevant matters according to the Proposal of the BoM at the Meeting;**
- 8. Approve the listing of international high yield bonds on SGX-ST according to the Proposal of the BoM at the Meeting;**

9. **Approve the amendment and supplements to the Charter of Vingroup Joint Stock Company according to the Proposal of the BoM at the Meeting;**
10. **Approve the finalization of remuneration in 2012 and the remuneration for the members of the BoM and the IC in 2013 according to the Proposal of the BoM at the Meeting;**
11. **Approve the list of independent auditing company alternatives for the fiscal year 2013:**

The GSM approve the list of auditing companies to be selected for the fiscal year 2013 of the Company:

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

Authorizing the General Director of Vingroup to consider and select one of the above auditing companies for the fiscal year 2013.

12. Elect additional member of the BoM for the term of office of 2012-2017:

Electing two additional members below to the BoM:

1. Mr (Ms):

This Resolution takes effect from the signing date.

Members of the BoM, the IC and the BoD are responsible for organizing and implementing all the contents of this Resolution./.

Recipients:

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

**On behalf of the General Shareholders' Meeting
Chairman of the BoM**

Pham Nhat Vuong

Note: This document may be further amended or supplemented prior to the submission to the General Shareholder Meeting for final consideration and approval at the Meeting.