

No.: /2012/NQ-DHDCD-VINCOM JSC

(DRAFT)
RESOLUTION
2012 ANNUAL GENERAL SHAREHOLDERS' MEETING
GENERAL SHAREHOLDERS OF
VINCOM 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 Vincom Joint Stock Company (the “Company”)*
- *Minutes of the Annual General Shareholders' Meeting 2012 of Vincom JSC dated 25 April 2012;*
- *Minutes of Vote Counting at the Annual General Shareholders' Meeting 2012 of Vincom JSC dated 25 April 2012;*

RESOLVES TO:

- 1. Approve the Board of Management's Report on business management in 2011 (Appendix 1);**
- 2. Approve the Board of Directors' Report on business performance in 2011 and the Business Plan for 2012 (Appendix 2);**
- 3. Approve the Inspection Committee's report on 2011 corporate management of the BoD and BoM (Appendix 3);**
- 4. Approve the Audited Financial Report for 2011;**
- 5. Approve the plan for utilizing profit after tax of 2011 and paying in advance dividends of the first Quarter of 2012 and the plan to increase the charter capital through the distribution of dividends in form of shares for existing shareholders as follows:**
 - To set aside VND5,000,000,000 (five billion dong) into Reserves as regulated in the Charter of the Company;
 - To pay dividends in form of 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; 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 dongs) - equivalent to VND1,240 /share.

- + To pay in advance the dividends in form of shares from the cumulative profit as at 31 March 2012 at the ratio of 1.000:151; the total amount of dividends to be distributed is VND829,568,790,550 (eight hundred twenty nine billion five hundred and sixty eight million seven hundred and ninety thousand five hundred and fifty dongs) - equivalent to VND1,510/share.
- The remaining profit will be added to the business capital of the Company
(Details are in line with the plan attached in the Appendix 4)

6. Approve to reserve 21.6% for foreign ownership limit for the purpose of convertible bonds, offering and listing the shares on the Singapore Stock Exchange.

7. Approve in principle the relocation of the Company's head office:

Approve in principle the relocation of the Company's head office to the address: No.7, Bang Lang 1 Street, Vincom Village, 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.

GSM agree on the amendment to the Charter in accordance with the regulations regarding the aforementioned changes and assign the Company's legal representative to amend the Charter to record the head office relocation.

8. Approve the amendment and supplementation of the Company's Charter as follows:

Approve the amendment and supplementation to a number of provisions in the Charter of the Company as per the BoM's proposal in the Meeting. Approve the new Charter of the Company 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 supplementations. Assign the legal representative of the Company to complete and sign promulgation of the new Charter.

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

The GSM approve the list of auditing companies to be selected for the fiscal year 2012 of the Company:

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 to select one of the above companies for the fiscal year 2012.

10. Appointment of the Inspection Committee (IC) for the new period 2012 - 2017:

The GSM have electedmembers for the IC of the Company for the period 2012 – 2017, including:

1. Mr (Ms):
2. Mr (Ms):
3. Mr (Ms):
4. Mr (Ms):
5. Mr (Ms):

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 appointed Mr/Msas the Head of IC.

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

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

12. Implementing the Resolution

This Resolution takes effects as from the signing date.

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

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

To:

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

Pham Nhat Vuong

Note: This document is subject to amendments and supplements and shall be submitted to the General Shareholders for their consideration and final decision at the Meeting.