



No.: 02/2012/TTr-HDQT-VINCOM JSC

Hanoi, 06 April 2012

PROPOSAL OF THE BOARD OF MANAGEMENT

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

To: GENERAL SHAREHOLDERS OF VINCOM JOINT STOCK COMPANY

A. Plan for utilizing the profit after tax of 2011 and Quarter I of 2012.

Based on the figures audited by Ernst & Young Viet Nam, the total accumulated profit after tax on the financial statement of Vincom Joint Stock Company (the “**Company**”) as at 31 December 2011 is **VND689,497,991,105**.

Based on the estimated figures on the financial statements for Quarter I of 2012 of the Company, the total accumulated profit after tax of Quarter I of 2012 is **VND862,376,265,039**.

The Board of Management (the “**BoM**”) would like to submit for the Company’s General Shareholders’ (the “**GSM**”) approval on the plan for utilizing the 2011 profit after tax and paying in advance the 2012 dividends as follows:

- I.** To set aside VND5,000,000,000 (five billion dong) into the Reserves as regulated in the Company’s Charter;
- II.** To pay dividends in 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 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:** existing 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 right exercising.
 - 1.3 Ratio of right exercising:** distributed at the ratio of **1.000: 124** to the existing shareholders as at the record date (Each existing shareholder who holds 1,000 shares will be entitled to receive 124 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.

1.5 Settlement of the undistributed shares: The number of shares to be distributed will be rounded to unit digit.

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

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

1.6 Capital resource: 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 the Company as of 31 December 2011 is **VND689,497,991,105**.

1.7 Expected time for distribution of dividends in form of shares: Quarter II of 2012

2. To pay in advance 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: existing shareholders whose name 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: Shares that are additionally issued to offer sale to existing shareholders will be distributed in form of right exercising.

2.3 Ratio of right exercising: Issued at the ratio of **1.000: 151** to existing shareholders as at the record date (Each existing shareholder who holds 1,000 shares will be entitled to receive 151 shares as dividend). The total number of shares expected to be additionally issued is 182,956,879 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.

2.5 Settlement of the undistributed shares: The number of distributed shares will be rounded to unit digit.

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 to 119 VIC shares.

The positive difference in value between the expected profit of Quarter I of 2012 of the Company and the total value of distributed shares to existing shareholders for the first advanced payment of dividends in 2012 will be retained as undistributed earnings of the Company

2.6 Capital source: from the accumulated profit after tax of Quarter I/2012

Based on the estimated figures on the unconsolidated financial statement for the Quarter I of 2012 of the Company, the total accumulated profit of Quarter I of 2012 is **VND848,833,080,868**.

2.7 Expected time for issuance: Quarter II of 2012

3. Structure of the Charter capital after issuance

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

Of which:

+ Expected number of shares to be issued due to the distribution of 2011 dividends: 68,123,530 shares

+ Expected number of shares to be issued due to the distribution in advance of 2012 dividends: 82,956,879 shares

- Type of share: ordinary share
- 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 existing shareholders is not subject to any transfer limitations.

4. The newly issued shares from distribution of dividends in form of shares to existing shareholders (based on the final results of the actual issuance) are deposited and listed on Ho Chi Minh 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 business capital of the Company.

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

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 existing shareholders, the plan for utilizing the capital from the increase in the Charter capital, to ensure the compliance with statutory regulations and the Company'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 existing 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.

Kindly submit for the GSM's consideration and endorsement.

Thank you very much.

To:
- As stated above;
- Office for record.

**ON BEHALF OF THE BOARD OF
MANAGEMENT
CHAIRMAN
(signed)**

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.