

**VINCOM JOINT STOCK COMPANY  
(VINCOM JSC)**



**THE SOCIALIST REPUBLIC OF VIETNAM**

Independence – Freedom – Happiness



*No.: 61/2012/CV-VINCOM JSC-PC*

*Re: Announcement of Decisions of the Board  
of Management of Vincom JSC*

*Hanoi, date 05 March 2012*

**Respectfully submitted to:** - *State Securities Commission*  
- *Ho Chi Minh City Stock Exchange*

Vincom Joint Stock Company (the “*Company*”) , securities code VIC, would like to convey our best regards to you.

With regard to the requirement on information disclosure by listed companies as set out in Circular No. 09/2010/TT/BTC dated 15 January 2010 of the Ministry of Finance and Decision 14/2010/QD – SGDHCM dated 13 December 2010 of Ho Chi Minh City Stock Exchange, we hereby would like to notify you that:

On 05 March 2012, the Chairman of the Board of Management (BoM) of the Company, on behalf of the BoM of the Company issued the Decision No.: 06/2012/QD-HDQT-VINCOM JSC approving the plan of issuance of International Convertible Bonds.

We are attaching hereto the foresaid Decisions for your reference.

Sincerely yours,

*To:*

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

**VINCOM JOINT STOCK COMPANY**  
**GENERAL DIRECTOR**  
*(signed and sealed)*  
**MAI HUONG NOI**

**VINCOM JOINT STOCK COMPANY**  
191 Ba Trieu, Hai Ba Trung, Hanoi  
Tel: 04-3974 9999 Fax:04-3974 8888

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No: 06/2012/QD-HDQT-VINCOM JSC

Hanoi, 05 March 2012

**DECISION**  
**OF THE BOARD OF MANAGEMENT OF VINCOM JOINT STOCK COMPANY**

*(Re: Approving the plan of issuance of International Convertible Bonds)*

**THE BOARD OF MANAGEMENT**

- Pursuant to the Charter of Vincom Joint Stock Company (“the Company”);
- Pursuant to the Meeting Minutes of the Board of Management (BoM) No: 02/2012/BB-HDQT-VINCOM JSC dated 05/3/2012.

**DECIDES:**

**Article 1: Approving the plan of issuance of International Convertible Bonds and listing on foreign Stock market.**

To supplement the capital sources, implement the investment projects and diversify the capital mobilization channels, the BoM has approved the plan of issuance of the International Convertible Bonds (the “Bonds”) and listing on foreign market in compliance with Vietnamese laws and international practices as follows:

**1. Bonds to be issued:**

- |      |                                   |  |
|------|-----------------------------------|--|
| 1.1. | Type of Bonds:                    | Convertible bonds  |
| 1.2. | Name of Bonds:                    | VIC bonds  |
| 1.3. | Volume of the Bonds to be issued: | approximately 1,500 – 3,000 (from one thousand five hundred to three thousand) bonds, depending on the actual subscription amount. |
| 1.4. | Term of Bonds:                    | 5 (five) years   |
| 1.5. | Interest rate:                    | subject to the actual market conditions at the time of issuance  |
| 1.6. | Par value:                        | US\$100,000 (one hundred thousand US Dollars)/Bond   |
| 1.7. | Total issuance value:             | a maximum US\$300,000,000 (three hundred million US Dollars), depending on the actual subscription                                 |

amount.

- 1.8. Issuing method: Book entry
- 1.9. Tentative date of issue: subject to the General Director's decision based on the actual market conditions

**2. Use of proceeds of bonds:** to invest in the projects of the Company, of Vinpearl One Member Company Limited and to increase the Company's working capital.

**3. Detailed terms and conditions:** Based on the above regulations, to give the power of attorney to the General Director at her discretion to negotiate in details the terms and conditions of the Bonds with the partners, to prepare and complete the Plan of issuance of the Convertible Bonds to submit to the General Shareholders' Meeting for approval, and to conduct necessary procedures related to the issuance of the Bonds.

**Article 2: Implementation authority**

To give the power of attorney to the Chairman of BoM to conduct necessary procedures for obtaining the General Shareholders' Meeting's approval for the Plan of issuance of the International Convertible Bond submitted by the General Director and other issues provided in the decision of the Chairman of the BoM.

**Article 3: Effective date**

This Decision takes effect as of the signing date.

The General Director and related departments of the Company shall be responsible for implementing this Decision.

**To:**

- *As stated in Article 3;*
- *Office for record.*

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

*(signed and sealed)*

**PHAM NHAT VUONG**