

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



**THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness**



*No.: 102/2012/CV-VINCOM-JSC-PC
Re: Announcement of the Resolution of the
General Shareholders' Meeting of Vincom JSC*

Hanoi, 22 March 2012

Respectfully submitted to:

- ***State Securities Committee***
- ***Ho Chi Minh City Stock Exchange***
- ***Vietnam Securities Depository***

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

With regard to the requirement on information disclosure by listed company 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 22 March 2012, the Chairman of the Board of Management, on behalf of the General Shareholders Meeting of the Company, has issued the Resolution No. 01/2012/NQ-DHDCD-VINCOM JSC.

We are attaching hereto the foresaid Resolution of the General Shareholders' Meeting and its appendices for your reference.

Sincerely yours,

**VINCOM JOINT STOCK COMPANY
GENERAL DIRECTOR**

To:

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

(signed & sealed)

MAI HUONG NOI

VINCOM JOINT STOCK COMPANY
No. 191 Ba Trieu, Hai Ba Trung, Hanoi
Tel: 04 – 3974 9999 Fax: 04 – 3974 8888

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

No.: 01/2012/NQ-DHDCD-VINCOM JSC

Hanoi, date 22 March 2012

**RESOLUTION OF THE GENERAL SHAREHOLDERS' MEETING OF
VINCOM JOINT STOCK COMPANY
(In the form of collecting written opinions)**

This Resolution of the General Shareholders' Meeting of Vincom Joint Stock Company (the “**Company**”) is made in the form of collecting written opinions of shareholders in accordance with provisions of the Enterprises Law 2005 and Charter of the Company (Article 24).

VINCOM JOINT STOCK COMPANY

Head Office: No.191 Ba Trieu Street, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi

Business Registration Certificate Number: 0101245486 issued for the first time by the Business Registration Office - Hanoi Department of Planning and Investment on 03 May 2002, as amended for the 38th time on 13 January 2012.

Charter Capital: VND5,493,833,050,000

List of shareholders to obtain opinions in writing was made on 01 March 2012

Based on the vote counting results stated in the Minutes of Counting Votes issued by the Board of Management of the Company (the “**BoM**”) dated 22/3/2012, the General Shareholders' Meeting (“**GSM**”) hereby passes and issues the following resolutions:

The First Resolution

**PASSING THE PLAN FOR ISSUANCE OF INTERNATIONAL CONVERTIBLE BONDS, THE
OFFER AND LISTING OF THE BONDS ON SINGAPORE EXCHANGE SECURITIES
TRADING LIMITED**

To supplement the capital sources for business, implement the investment projects and diversify the capital mobilization channels, the GSM hereby approves the plan for issuance of International Convertible Bonds (the “**Bonds**”), the offer and listing of the Bonds on the Singapore Exchange Securities Trading Limited with a total issuance value of US\$300,000,000 (in maximum) as proposed by the BoM under the Plan for issuance of the Bonds and the Ballot Paper to Obtain Written Opinion of the GSM dated 8 March 2012 as enclosed therewith.

This Resolution has been passed by agreement of 89.52% of the total present voting shares and shall become effective immediately.

The Second Resolution

**PASSING THE ISSUANCE OF SHARES TO INCREASE CHARTER CAPITAL, THE LISTING
AND DEPOSITING OF SHARES FOR THE CONVERSION OF BONDS**

At the conversion of the Bonds into ordinary shares, the Company shall issue shares corresponding to the Bonds to be converted and increase the Charter Capital relevant to shares issued for conversion purpose. At the same time, the Company shall list the additional shares issued for the conversion purpose on Ho Chi Minh City Stock Exchange, register and deposit these shares with Vietnam Securities Depository. The GSM hereby approves the increase of the Charter Capital, issuance, listing, registration and depositing of additional shares for the conversion as follows:

1. **Increase of the charter capital from time to time relevant to ordinary shares to be issued for converting the Bonds:** The Company's Charter Capital will increase in proportion to the total par value of shares issued for the aforementioned conversion.
2. **Listing, registration and depositing of shares to be issued from time to time for the conversion purpose:** To list additional shares to be issued from time to time for the conversion purpose on Ho Chi Minh City Stock Exchange, register and deposit additional shares with Vietnam Securities Depository.
3. **Waiver of the Pre-emptive right:** The GSM agrees that Shareholders of the Company shall waive their pre-emptive right to purchase the new shares issued for the mentioned conversion purpose in proportion to the number of ordinary shares held by existing shareholders.

This Resolution has been passed by agreement of 89.52% of the total present voting shares and shall become effective immediately.

The Third Resolution PASSING THE RENAMING OF THE COMPANY

Renaming Vincom Joint Stock Company as follows:

1. In case where the Company receives new guidelines/approval from the competent governmental authorities regarding the use of the term "Tập đoàn" ("Group") in the Company's name (in Vietnamese), the GSM approves to rename Vincom Joint Stock Company as follows:

New full name in Vietnamese: **CÔNG TY CỔ PHẦN TẬP ĐOÀN VINGROUP**
New full name in English: **VINGROUP JOINT STOCK COMPANY**
Abbreviated name: **VINGROUP JSC**

2. In case where the new guidelines/approval from the competent governmental authorities regarding the use of the term "Tập đoàn" ("Group") in the Company's name (in Vietnamese) specifies name which is different from the abovementioned name in option (1) (for example "Tập đoàn Vingroup"), the GSM approves to rename Vincom Joint Stock Company as requested in the guidelines/approval. Authorizing the Chairman of the BoM to make decision on specific name of the Company.
3. In case where the Company may not obtain new guidelines/approval from the competent governmental authority regarding the use of the term "Tập đoàn" ("Group") in the Company's name (in Vietnamese), the GSM approves to rename Vincom JSC as follows:

New full name in Vietnamese: **CÔNG TY CỔ PHẦN VINGROUP**
New full name in English: **VINGROUP JOINT STOCK COMPANY**
Abbreviated name: **VINGROUP JSC**

4. In case where, after the completion of its renaming to Vingroup Joint Stock Company as stated in Option (3), the Company could obtain guidelines/approval from the competent governmental authority regarding the use of the term "Tập đoàn" ("Group") in the Company's name (in

Vietnamese), the GSM approves to rename Vingroup Joint Stock Company to the new name as approved in the aforementioned Option (1) or Option (2).

Time to amend the Business Registration Certificate for the renaming: Assigning the Chairman of the BoM, based on actual situation, to select the appropriate Option and issue Decision on the amendment at a proper time under renaming options approved by the GSM.

Authorizing the legal representative of the Company to conduct necessary legal procedures at the Business Registration Office – Hanoi Department of Planning and Investment and other competent governmental authorities to register the renaming of the Company as provisions of law.

The GSM approves the amendment of the Company's Charter and authorizes the Company's legal representative to amend the Charter of the Company to reflect the renaming.

This Resolution supersedes the Resolution No. 05/2011/NQ-DHDCD-VINCOM JSC on the renaming of the Company approved in the Extraordinary General Shareholders' Meeting dated 15 November 2011.

This Resolution has been passed by agreement of 89.52% of the total present voting shares and shall become effective immediately.

The Fourth Resolution SUPPLEMENTATION OF BUSINESS LINES

Supplementation of business lines as follows:

No.	Proposed business lines	Industry Code
1	Leasing machinery, equipment and other tangible tools/equipment	7730
2	General office administrative services	8211

Time to amend the Business Registration Certificate to reflect the supplementation in business lines: Assigning the Chairman of the BoM to issue Decision on the amendment at a proper time but not later than 12 months as from the approval date of this Resolution.

The GSM approves the amendment of the Company's Charter and authorizes the legal representative of the Company to amend the Charter of the Company to reflect the supplementation of business lines of the Company.

This Resolution has been passed by agreement of 89.52% of the total present voting shares and shall become effective immediately.

The Fifth Resolution IMPLEMENTATION

To promptly and efficiently implement the transactions, the GSM authorizes and assigns the BoM to decide all issues related to resolutions of the GSM, including but not limited to the following issues:

- (i) determining the total actual value of the issuance within the maximum limit of US\$300,000,000 subject to the market conditions and consultancy provided by the Company's advisors;
- (ii) implementing the plan for issuance of the Bonds as approved by the GSM, including the supplementation, adjustment, completion or change of the plan;
- (iii) approving detailed terms and conditions of the Bonds, detailed plan of using proceeds of the Bonds and repayment;

- (iv) approving agreements and other documents related to the issuance, offering and listing of the Bonds;
- (v) determining the specific increase of the Charter Capital from time to time relevant to the number of shares to be issued for the conversion purpose and completing necessary procedures for increasing the Charter Capital of the Company;
- (vi) approving the issuance of shares for the conversion, conversion price (which may be lower than the market price at the time of converting or lower than the latest price recorded in the accounting books), share volume to be converted, conversion ratio, conversion schedule and method, and other terms and conditions related to the conversion of the Bonds into shares of the Company;
- (vii) completing necessary procedures for listing additionally issued shares for the aforementioned conversion on Ho Chi Minh City Stock Exchange, registering and depositing these shares with Vietnam Securities Depository; and
- (viii) Depend on the actual situation, the Board of Management shall authorize the General Director and/or other managers to undertake one or more tasks specified above.

This Resolution has been passed by agreement of 89.52% of the total present voting shares and shall become effective immediately.

IMPLEMENTATION OF THE RESOLUTION

1. This Resolution takes effect from the signing date. The BoM shall be responsible for implementing this Resolution.
2. This Resolution shall be circulated to all Shareholders of the Company.

To:

- All shareholders;
- Office for record.

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

(signed and sealed)

PHAM NHAT VUONG