

**PLAN FOR PRIVATE PLACEMENT OF SHARES IN 2019
BY VINGROUP JOINT STOCK COMPANY**

(Attached to Submission No. 01/2019/TTr-HDQT-VINGROUP dated March 9, 2019 of the Board of Directors of Vingroup Joint Stock Company for seeking shareholders' opinions)

This plan for private placement of shares in 2019 (the “**Plan**”) by Vingroup Joint Stock Company (“**Vingroup**” or the “**Group**”) serves as a basis for a private placement of shares to increase Vingroup’s charter capital in 2019. This Plan consists of a plan for offering of shares under the private placement and a plan for use of proceeds therefrom.

A. PLAN FOR PRIVATE PLACEMENT

I. NECESSITY FOR PRIVATE PLACEMENT

The private placement of ordinary shares is necessary to provide Vingroup with additional equity capital for (i) its investments in subsidiaries, (ii) repayment of the principal and interest of its loans when due; (iii) supplementing its working capital, (iv) its enhanced financial capability, expanded operation scale and increased competitiveness, and (v) forming a basis for its sustainable development, safety and efficiency and allowing it to successfully implement its and its subsidiaries’ development strategy.

The need for implementing the private placement to raise equity capital is presented in greater detail in the plan for use of proceeds set out in the Plan.

II. PLAN FOR OFFERING OF SHARES UNDER PRIVATE PLACEMENT

1. **Issuer:** Vingroup Joint Stock Company.
2. **Class of shares to be offered:** Ordinary shares, with par value of VND 10,000/share.
3. **Aggregate number of shares authorized to be offered and volume:** Up to 250,000,000 (*two hundred and fifty million*) shares, equivalent to the offering volume of up to VND 2,500,000,000,000 (*two thousand five hundred billion Vietnamese Dong*) (calculated on par value). The aggregate number of shares to be offered in reality and the allocation to a single investor will be decided by the Board of Directors of Vingroup (the “**BOD**”).
4. **Percentage of authorized shares against outstanding shares:**
 - Percentage calculated against outstanding ordinary shares (on a pre-completion basis): 7.833%; and
 - Percentage calculated against outstanding ordinary shares (on a post-completion basis, assuming all authorized shares will be successfully issued): 7.264%.
5. **Offer price and pricing methodology:** The specific offer price, which will be higher than VND 100,000, will be decided by the BOD.
6. **Targeted investors:** Foreign investors who satisfy the following:
 - Being a business organization or group or foreign investment fund duly incorporated and validly operating under laws of the jurisdiction of its incorporation;
 - Having strong and large-scale financial capability and being able to contribute to Vingroup’s development;
 - Neither being a subsidiary of Vingroup nor a company who shares the same parent company with Vingroup; and
 - Operating in business activities analogous to Vingroup’s and/or being able to provide assistance, support to Vingroup.

The BOD is authorized to select appropriate investors and decide on the list of investors based on the foregoing criteria.

7. **Timing for the offering:** In 2019, planned to be in Quarter II, Quarter III or Quarter IV. The starting date for the offering will be determined by the BOD in line with approvals/registrations granted by competent regulators and market conditions. The timeframe for the offering will not exceed 90 days from the date the State Securities Commission of Vietnam delivers a notice confirming receipt of full application file for registration of the private placement.

- 8. Offering method and the number of investors:** Private placement to up to 5 (five) institutional investors.
- 9. Offering restrictions:**
- No organization/individual and no group of related organizations/individuals will be offered shares such that as a result of the offering, its or their aggregated shareholding percentage exceed the percentages set out in Article 1.11 of the Law on Amendment and Supplementation of a Number of Articles of the Law on Securities; and
 - No organization/individual and no group of related organizations/individuals will be offered shares in an amount of 10% or more of Vingroup’s charter capital in the private placement.
- 10. Lock-up:** Shares successfully issued under this private placement will be restricted from transfer within the 1-year period from the completion date, except for transfers pursuant to a competent court’s decision or as a result of inheritance under applicable laws.
- 11. No pre-emptive right:** As this is a private placement of shares, Vingroup’s existing shareholders will not enjoy/exercise pre-emptive rights (in proportion to their respective shareholding ratios) in respect of shares issued under this private placement.
- 12. Registration of shares with Vietnam Securities Depository:** Shares successfully issued under this Plan will be registered with Vietnam Securities Depository.
- 13. Additional listing:** Shares successfully issued under this Plan will be listed for trading on Ho Chi Minh Stock Exchange.
- 14. Implementation of the offering and other matters:** To be decided by the BOD.

B. USE OF PROCEEDS

Proceeds from the issuance of shares under the private placement are expected to be used as follows:

- (i) For investments into subsidiaries;
- (ii) For payment of principal and interest of loans when due; and
- (iii) To supplement working capital for business activities of the Group and its subsidiaries.

Explanatory table of estimated plans for use of proceeds in details:

#	Explained used of proceeds (planned)	Amounts to be used (estimated) (billion Vietnamese Dong)
1	Investments into subsidiaries <ul style="list-style-type: none"> - Vinfast Trading and Production Limited Liability Company: VND 3,000 billion - Vinsmart Research and Manufacture Joint Stock Company: VND 2,000 billion - VinTech Technology Development Joint Stock Company: VND 1,000 billion 	6,000
2	Payment of loan principal and interest in 2019	10,000
3	Expenditures related to business operations and providing short-term funds to the Group and subsidiaries	9,000
Total		25,000

The BOD is assigned to, based on the Group’s actual situation, decide on the detailed plan for use of proceeds, to allocate proceeds from the private placement and to make necessary adjustments to the estimated amounts in a way that ensures Vingroup’s benefit and is in compliance with applicable laws.