

No.: /2019/NQ-DHDCD-VINGROUP

Hanoi, _____, 2019

(Draft attached to the ballot for shareholders' opinions)
RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
OF VINGROUP JOINT STOCK COMPANY
(Re: Approving the plan for private placement of shares and other matters)

GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- Law on Securities No. 70/2006/QH11 passed by the National Assembly of the Socialist Republic of Vietnam dated June 29, 2006 ("**Law on Securities**");
- Law No. 62/2010/QH12 amending and supplementing a number of articles of the Law on Securities dated November 24, 2010;
- Decree No. 58/2012/ND-CP dated July 20, 2012 of the Government providing detailed regulations for implementation of a number of articles of the Law on Securities and the Law on amendment, supplementation a number of articles of the Law on Securities ("**Decree 58**");
- Decree No. 60/2015/ND-CP dated June 26, 2015 of the Government amending and supplementing a number of articles of Decree 58;
- Charter of Vingroup Joint Stock Company ("**Vingroup**"); and
- The voting results stated in the Ballot Counting Minutes prepared by the Ballot Counting Committee on _____, 2019,

(This Resolution of the General Meeting of Shareholders of Vingroup Joint Stock Company ("**GMS**") is passed based on written ballots casted by shareholders in accordance with the Law on Enterprises and Vingroup's Charter)

RESOLVES:

Article 1: To adopt and approve the plan for private placement of shares in 2019 by Vingroup (consisting of a plan for private placement and a plan for use of proceeds) as attached to the Submission No. 01/2019/TTr-HDQT-VINGROUP dated March 9, 2019 of the Board of Directors of Vingroup (the "**Plan**") in its entirety; to authorize and approve the private placement of shares under the Plan.

Article 2: To authorize and approve the registration of shares successfully issued under the Plan with Vietnam Securities Depository (VSD) and the listing of those shares on Ho Chi Minh Stock Exchange (HOSE).

Article 3: To approve Vingroup's increased charter capital as a result of the successfully issued shares; to approve such amendments to Vingroup's Charter and changes in the enterprise registration certificate as necessary to record Vingroup's increased charter capital.

Article 4: To assign and delegate to Vingroup's Board of Directors the full authority and power to:

- (a) Decide on any issues relating to the Plan (including modifications of the Plan to be suitable with actual condition and/or in accordance with requirements by competent regulators (if any));
- (b) Decide on specific issues as set out in the Plan, including on the offering dossier, timing for the offering, number of shares to be offered out of the authorized shares, offer price and selection of investors; approve the terms and the execution and performance of contracts, agreements and other transaction documents to be entered into with investors in connection with the issuance and subscription of shares pursuant to the Plan, the establishment of co-operative relationship with investors and granting certain rights to investors (if any);
- (c) Decide on amendments of, supplementations and adjustments to the plan for use of proceeds so as to ensure efficiency and suitability with Vingroup's business operations in actuality;

- (d) Decide on submission of the application file for registration of the private placement to State Securities Commission of Vietnam; and
- (e) Decide on all matters and carry out all other procedures and activities as necessary to implement the Plan successfully, including registration of shares with VSD, listing of shares at HOSE, registration of the increased charter capital as a result of the successfully issued shares with the business registration authority, amendments and supplementations of the Group's Charter reflecting new charter capital, making disclosure of information relating to the private placement of shares pursuant to the Plan.

The BOD may re-assign/sub-delegate other persons to exercise the power as assigned/delegated above.

Article 5: Implementation

This Resolution takes effect from the signing date.

The Board of Directors, Management Board and relevant Departments, Divisions and Units of Vingroup shall be responsible for implementing this Resolution./.

To:

- *As per Article 5;*
- *BOD*
- *Inspection Committee*
- *Management Board*
- *For Vingroup's filings.*

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF
DIRECTORS**

PHAM NHAT VUONG