



VINGROUP JOINT STOCK COMPANY

On 25/03/2019, Chairman of Board of Directors of Vingroup, on behalf of the General Meeting of Shareholders, issued the Resolution approving matters under its authority by way of solicitation through written opinions of shareholders (details attached herewith).

No.: 01/2019/NQ-DHDCD-VINGROUP

Hanoi, 25/03/2019

**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 23/3/2019,*

(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**

(signed)

PHAM NHAT VUONG

VINGROUP JOINT STOCK COMPANY

No.: 01/2019/TTr-HDQT-VINGROUP

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Hanoi, March 9, 2019

SUBMISSION OF THE BOARD OF DIRECTORS
(*Re: Private placement of shares of Vingroup Joint Stock Company*)

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- Law on Enterprises No. 68/2014/QH13 dated November 26, 2014;
- Law on Securities No. 70/2006/QH11 dated June 29, 2006 (as amended by Law on amendment, supplementation of a number of articles of the Law on Securities No. 62/2010/QH12 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 of a number of articles of the Law on Securities (as amended by Decree No. 60/2015/ND-CP dated June 26, 2015 of the Government);
- The charter of Vingroup Joint Stock Company ("**Vingroup**" or the "**Group**"); and
- The business plan, demand for fund mobilization of Vingroup and agreements with partners of Vingroup,

The Board of Directors (the "**BOD**") of Vingroup respectfully presents to the General Meeting of Shareholders (the "**GMS**") for your approval of the plan on private placement of shares and use of proceeds in 2019 as follows:

1. Necessity for the private placement to raise additional equity

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.

2. Key contents of the private placement

The BOD would like to propose the plan for private placement of shares in 2019 by Vingroup with the following key contents:

- **Class of shares to be offered:** Ordinary shares, with par value of VND 10,000/share;
- **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);
- **Offer price and pricing methodology:** The specific offer price, which will be higher than VND 100,000, will be decided by the BOD.
- **Targeted investors:** Foreign investors who satisfy the following:
 - (i) Being a business organization or group or foreign investment fund duly incorporated and validly operating under laws of the jurisdiction of its incorporation;

- (ii) Having strong and large-scale financial capability and being able to contribute to Vingroup's development;
- (iii) Neither being a subsidiary of Vingroup nor a company who shares the same parent company with Vingroup; and
- (iv) Operating in business activities analogous to Vingroup's and/or being able to provide assistance, support to Vingroup's operation.

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

- **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.
- **Offering method and the number of investors:** Private placement to up to 5 (five) institutional investors.
- **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.
- **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.

The full content of the private placement and use of proceeds is provided in the Plan for private placement of shares in 2019 attached hereto.

3. Submission

By this Submission, the BOD respectfully presents to the GMS the plan for private placement of shares in 2019 (including a plan for use of proceeds) and requests that the GMS considers and passes the following:

- (a) 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 this Submission (the "Plan") in its entirety; to authorize and approve the offering of shares under the Plan;
- (b) 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);
- (c) 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;
- (d) To assign and delegate to the BOD the full authority and power to:
 - (i) 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));
 - (ii) 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 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);
 - (iii) Decide on amendments of, supplementations and adjustments to the plan for use of proceeds so as to ensure efficiency and suitability with Vingroup's actual business operations;
 - (iv) Decide on submission of the application file for registration of the private placement to State Securities Commission of Vietnam; and

- (v) 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.

The BOD respectfully presents to the GMS for consideration and approval.

Very truly yours.

To:
- *As above mentioned;*
- *For Vingroup Archives.*

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS**

(signed)

PHAM NHAT VUONG

**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.

SHAREHOLDERS VOTE COUNTING MINUTES
VINGROUP JOINT STOCK COMPANY
(BY WAY OF SOLICITATION THROUGH WRITTEN OPINIONS)

VINGROUP JOINT STOCK COMPANY

Head office address: No. 7, Bang Lang 1 Street, Vinhomes Riversides Eco Urban Area, Viet Hung Ward, Long Bien District, Hanoi

Enterprise registration certificate No: 0101245486 issued for the first time by the Business Registration Office of Hanoi Department of Planning and Investment on May 3, 2002.

Today, at 9:30pm on March 23, 2019, at the office of Vingroup Joint Stock Company (“Vingroup”), the Vote Counting Committee consists of following members:

1. Mr. Pham Nhat-Vuong – Chairman of the Board of Directors;
2. Mr. Nguyen Viet Quang – General Director, legal representative;
3. Mr. Nguyen The Anh – Head of the Supervisory Board – Supervising the vote counting;
4. Ms. Ngo Thi Nguyet – Secretary carrying out the vote counting and preparation of Minutes.

The Vote Counting Committee jointly counts the votes casted with respect to the resolutions of the GSM in the form of written opinions.

I. The purpose of soliciting through written opinions and matters to be solicited

The Chairman of the Board of directors (the “BOD”), on behalf of the BOD, has organized for the collection of written opinions from shareholders in order to approve the following matters.

1. To adopt and approve the plan for private placement of shares and plan for use of proceeds (the “Plan”).
2. To authorize and approve the registration of shares successfully issued with Vietnam Securities Depository and the listing of those shares on Ho Chi Minh Stock Exchange.
3. To approve the increase of the charter capital on the basis of shares successfully issued; amendment to and supplementation of the charter and changes in the enterprise registration certificate to record the new charter capital of Vingroup.
4. To delegate authority.

II. General information

- Charter capital of Vingroup: VND 32,756,212,300,000
- The total shares of Vingroup: 3,275,621,230 shares, in which
 - Number of ordinary shares: 3,191,621,230 shares
 - Number of preferred shares: 84,000,000 shares
- The total shares with voting rights: 3,191,621,230 shares, accounting for 100% of total votes.

- Total number of shareholders with voting rights: 15,734 shareholders, accounting for 100% of total votes in accordance with the Company's shareholders registrar as provided by the Vietnam Securities Depository on March 6, 2019.

III. Vote counting results

1. Total number of written ballots sent to shareholders: 15,734 ballots, representing 3,191,621,230 shares, accounting for 100% of total votes.
2. Number of written ballots submitted by shareholders: 180 ballots, representing 2.959.730.932 shares, accounting for 92,73% of total votes, in which:
 - Number of valid written ballots: 177 ballots, representing: 2.959.730.720 shares
 - Number of invalid written ballots: 03 ballots, representing: 212 shares
3. Number of written ballots not submitted by shareholders: 15.554 ballots, representing 231.890.298 shares, accounting for 7,27% of total votes.

IV. The voting results for each matter to be solicited through written opinions:

1. **To adopt and approve the plan for private placement of shares in 2019 and the plan for use of proceeds pursuant to the draft GMS Resolutions attached to the Ballot and to approve the private placement under the Plan.**

Voting result:

No.	Types of opinion	Number of written ballots	Number of shares represented	Ratio/Total number of voting shares (%)
1	Approved	177	2.959.730.720	92,73
2	Disapproved	0	0	0
3	Abstain	0	0	0

2. **To authorize and approve the registration of shares successfully issued under the Plan with Vietnam Securities Depository and the listing of those shares on Ho Chi Minh Stock Exchange.**

Voting result:

No.	Types of opinion	Number of written ballots	Number of shares represented	Ratio/Total number of voting shares (%)
1	Approved	177	2.959.730.720	92,73
2	Disapproved	0	0	0
3	Abstain	0	0	0

3. **To approve Vingroup's increased charter capital on the basis 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.**

Voting result:

No.	Types of opinion	Number of written ballots	Number of shares represented	Ratio/Total number of voting shares (%)
1	Approved	177	2.959.730.720	92,73
2	Disapproved	0	0	0
3	Abstain	0	0	0

4. **To assign and delegate to Vingroup's Board of Directors the full authority and power as set out in the draft GMS Resolutions attached to the Ballot.**

Voting result:

No.	Types of opinion	Number of written ballots	Number of shares represented	Ratio/Total number of voting shares (%)
1	Approved	177	2.959.730.720	92,73
2	Disapproved	0	0	0
3	Abstain	0	0	0

IV. The approved Resolutions:

- The first resolution: To adopt and approve the Plan for private placement of shares in 2019 of Vingroup in its entirety (including the placement of shares and the plan for use of proceeds); to adopt and approve the private placement under the Plan.**
This resolution is passed with 92,73% of the total votes in favor and shall take effect immediately.
- The second resolution: To authorize and approve the registration of shares successfully issued under the Plan with Vietnam Securities Depository and the listing of those shares on Ho Chi Minh Stock Exchange.**
This resolution is passed with 92,73% of the total votes in favor and shall take effect immediately.
- To approve Vingroup's increased charter capital on the basis 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.**
This resolution is passed with 92,73% of the total votes in favor and shall take effect immediately.
- To assign and delegate to Vingroup's Board of Directors the full authority and power.**
This resolution is passed with 92,73% of the total votes in favor and shall take effect immediately.

The vote counting is completed on the same day.

The content of this Minutes has been passed by all members of the Vote Counting Committee and all members are jointly responsible for the accuracy and truthfulness the Minutes' contents and sign hereunder.

Signature of members of the Vote Counting Committee:

FOR BEHALF OF THE BOARD OF DIRECTORS

General Director

**Chairman of the Board of Director – Head of Vote
Counting Committee**

(signed)

(signed)

PHAM NHAT VUONG

NGUYEN VIET QUANG

Head of the Supervisory Board

Vote Counting Secretary

(signed)

(signed)

NGUYEN THE ANH

NGO THI NGUYET

No.: 02 /2019/NQ-DHDCD-VINGROUP

Hanoi, 25/03/2019

**RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
OF VINGROUP JOINT STOCK COMPANY
(Approving changes and amendments to business lines)**

GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- Law on Enterprise and guidance documents for implementation;
- Proposal No. 02/2019/TTr-HDQT-VINGROUP dated March 9, 2019 of the Board of Directors on changes, amendments to the business lines;
- Charter of Vingroup Joint Stock Company (“Vingroup”); and
- The voting results stated in the Ballot Counting Minutes prepared by the Ballot Counting Committee dated 23/3/2019

(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 provisions of the Law on Enterprises and Vingroup’s Charter)

RESOLVES:

Article 1: To approve the changes and amendments to certain business lines of Vingroup with the following details:

No.	Registered business lines	Business lines to be amended and revised	Code	Remarks
1	Agents, brokers and auction <i>Details: Purchase agents, sale agents, consignment of goods</i>	Agents, brokers and auction <i>Details: Commission agent services (Economic organization with foreign invested capital conducting goods trading and directly related activities in accordance with Decree No. 09/2018/ND-CP dated January 15, 2018)</i>	4610	Amendments to the details
2	Wholesale of agricultural raw materials (except wood, bamboo) and live animals	Wholesale of agricultural raw materials (except wood, bamboo) and live animals <i>Details: Excluding of tobacco leaves (Economic organization with foreign invested capital conducting goods trading and directly related activities in accordance with Decree No. 09/2018/ND-CP dated January 15, 2018)</i>	4620	Supplements to the details
3	Information gateway.	Information gateway	6312	Removal
4	Market research and public opinion polling (except for information prohibited by the	Market research and public opinion polling (except for information prohibited by the Government and	7320	Supplements to the details

	State and investigation activities).	investigation activities) <i>Details: Excluding of public opinion polling service</i>		
5	Short-term accommodation activities <i>Details: Hotel business, eco-tourism resorts and related services.</i>	Short-term accommodation activities <i>Details: Hotel accommodation arrangement service</i>	5510	Amendments to the details

Article 2: To approve the amendments to and supplementations of the Charter.

To approve the amendments to and supplementations of Article 4 in the current Charter of Vingroup in accordance with the amendments to business lines as above. The other provisions of the Charter shall remain unchanged and fully valid.

The General director of Vingroup is assigned to complete, sign, and issue the amended and revised Charter in accordance with the laws.

Article 3: Implementation

The Chairman of the Board of Directors is assigned to decide the implementation of changes and amendments to the business lines of the Group at an appropriate time but no later than 12 months from the date of approval by the GMS.

The General Director, the legal representative, is assigned to proceed with procedures for changes in the enterprise registration contents of Vingroup at competent state authorities in accordance with the contents approved by the GMS.

Article 4: Validity

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 4;*
- *BOD*
- *Inspection Committee*
- *Management Board*
- *For Vingroup's filings.*

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

(signed)

PHAM NHAT VUONG

SUBMISSION OF THE BOARD OF DIRECTORS
(Re: Changes and amendments to business lines)

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

Based on the business operations of Vingroup Joint Stock Company (hereinafter referred to as “Vingroup” or the “Group”), the Board of Directors (the “BOD”) would like to submit to the General meeting of shareholders (the “GMS”) for consideration and approval of the changes and amendments to certain business lines of the Group as follows:

No.	Registered business lines	Business lines to be amended and revised	Code	Remarks
1	Agents, brokers and auction <i>Details: Purchase agents, sale agents, consignment of goods</i>	Agents, brokers and auction <i>Details: Commission agent services (Economic organization with foreign invested capital conducting goods trading and directly related activities in accordance with Decree No. 09/2018/ND-CP dated January 15, 2018)</i>	4610	Amendments to the details
2	Wholesale of agricultural raw materials (except wood, bamboo) and live animals	Wholesale of agricultural raw materials (except wood, bamboo) and live animals <i>Details: Excluding of tobacco leaves (Economic organization with foreign invested capital conducting goods trading and directly related activities in accordance with Decree No. 09/2018/ND-CP dated January 15, 2018)</i>	4620	Supplements to the details
3	Information gateway.	Information gateway	6312	Removal
4	Market research and public opinion polling (except for information prohibited by the State and investigation activities).	Market research and public opinion polling (except for information prohibited by the Government and investigation activities) <i>Details: Excluding of public opinion polling service</i>	7320	Supplements to the details
5	Short-term accommodation activities <i>Details: Hotel business, eco-tourism resorts and related services.</i>	Short-term accommodation activities <i>Details: Hotel accommodation arrangement service</i>	5510	Amendments to the details

On the basis of the GMS’ Resolution, the Chairman of the BOD shall decide the implementation of changes and amendments to the business lines of the Group at an appropriate time but no later than 12 months from the date of approval by the GMS.

The General Director, the legal representative, is assigned to proceed with procedures for changes in the enterprise registration contents of the Group at competent state authorities in accordance with applicable laws.

The Submission is submitted to the GMS to approve the changes and amendments to Article 4 regarding the business lines in the current Charter of the Group in accordance with the changes and amendments as mentioned above.

The BOD respectfully submits to the GMS for consideration and approval.
With sincere thanks./.

To:

- *As above mentioned;*
- *For Vingroup's filings.*

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

(signed)

Pham Nhat Vuong

SHAREHOLDERS VOTE COUNTING MINUTES
VINGROUP JOINT STOCK COMPANY
(BY WAY OF SOLICITATION THROUGH WRITTEN OPINIONS)

VINGROUP JOINT STOCK COMPANY

Head office address: No. 7, Bang Lang 1 Street, Vinhomes Riversides Eco Urban Area, Viet Hung Ward, Long Bien District, Hanoi

Enterprise registration certificate No: 0101245486 issued for the first time by the Business Registration Office of Hanoi Department of Planning and Investment on May 3, 2002.

Today, at 9:30pm on March 23, 2019, at the office of Vingroup Joint Stock Company (“**Vingroup**”), the Vote Counting Committee consists of following members:

1. Mr. Pham Nhat-Vuong – Chairman of the Board of Directors;
2. Mr. Nguyen Viet Quang – General Director, legal representative;
3. Mr. Nguyen The Anh – Head of the Supervisory Board – Supervising the vote counting;
4. Ms. Ngo Thi Nguyet – Secretary carrying out the vote counting and preparation of Minutes.

The Vote Counting Committee jointly counts the votes casted with respect to the resolutions of the GSM in the form of written opinions.

I. The purpose of soliciting through written opinions and matter to be solicited

The Chairman of the Board of directors (the “**BOD**”), on behalf of the BOD, has organized the collection of written opinions of shareholders in order to approve the changes, amendments on the business lines of Vingroup .

II. General information

- Charter capital of Vingroup: VND 32,756,212,300,000
- The total shares of Vingroup: 3,275,621,230 shares, in which
 - Number of ordinary shares: 3,191,621,230 shares
 - Number of preferred shares: 84,000,000 shares
- The total shares with voting rights: 3,191,621,230 shares, accounting for 100% of total votes.
- Total number of shareholders with voting rights: 15,734 shareholders, accounting for 100% of total votes in accordance with the Company’s shareholders registrar as provided by the Vietnam Securities Depository on March 6, 2019.

III. Vote counting results

1. Total number of written ballots sent to shareholders: 15,734 ballots, representing 3,191,621,230 shares, accounting for 100% of total votes.

2. Number of written ballots submitted by shareholders: 180 ballots, representing 2.959.730.932 shares, accounting for 92,73% of total votes, in which:
 - Number of valid written ballots: 177 ballots, representing: 2.959.730.720 shares
 - Number of invalid written ballots: 03 ballots, representing: 212 shares
3. Number of written ballots not submitted by shareholders: 15.554 ballots, representing 231.890.298 shares, accounting for 7,27% of total votes.

III. The voting results for matter to be solicited written opinions:

To approve the changes, amendments to the business lines pursuant to the draft GMS Resolutions attached to the Ballot.

Voting result:

No.	Types of opinion	Number of written ballots	Number of shares represented	Ratio/Total number of voting shares (%)
1	Approved	177	2.959.730.720	92,73
2	Disapproved	0	0	0
3	Abstain	0	0	0

IV. The approved Resolutions:

To approve the changes, amendments to the business lines of Vingroup.

This resolution is passed with 92,73% of the total votes in favor and shall take effect immediately.

The vote counting is completed on the same day.

The content of this Minutes has been passed by all members of the Vote Counting Committee and all members are jointly responsible for the accuracy and truthfulness the Minutes' contents and sign hereunder.

Signature of members of the Vote Counting Committee:

FOR BEHALF OF THE BOARD OF DIRECTORS

General Director

Chairman of the Board of Director – Head of Vote Counting Committee

(signed)

(signed)

PHAM NHAT VUONG
Head of the Supervisory Board

NGUYEN VIET QUANG
Vote Counting Secretary

(signed)

(signed)

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