



No.: 11/2011/TTr-HDQT-VINCOM JSC

Hanoi, 25 July 2011

PROPOSAL

(Re: Issuance of shares to foreign investor(s) or shareholder that guarantees the obligations of the Company)

Respectfully submitted to: **GENERAL SHAREHOLDERS' MEETING OF
VINCOM JOINT STOCK COMPANY**

I. GENERAL INTRODUCTION

In the end of 2009, Vincom had successfully issued convertible bonds to the international market ("**International Convertible Bonds**"). By the middle of June 2011, all issued International Convertible Bonds were converted into shares of Vincom. Following the success of the International Convertible Bond, a number of foreign investors who invested in the International Convertible Bonds wish to continue investing in Vincom in form of a convertible loan ("**Convertible Loan**") of which the main terms are similar to those of the International Convertible Bonds. In particular, Lenders in the transaction of the Convertible Loan are entitled to: (1) receive the principal and interest of the Convertible Loan upon maturity date (after 11 months) or (2) convert the Convertible Loan into shares at any time by Lender(s).

On 12 July 2011, the Board of Management (BoM) issued Resolution approving signing of the Convertible Loan Agreement related to the abovementioned Convertible Loan ("**Convertible Loan Agreement**"). Similar to the International Convertible Bond previously issued by Vincom, in case where the Lender(s) decides to convert the Convertible Loan into Shares, the Company shall have to issue additional shares equivalent to the Loan amount being requested to be converted into Shares and shall increase its charter capital in proportion to newly issued shares for the purpose of the conversion.

In addition, related to the Convertible Loan Agreement, Mr. Pham Nhat Vuong, a substantial Shareholder of the Company, agrees to secure for the obligations of the Company by entering into a Pledge Agreement with a Pledgee, which acts in favor of the notional lender (the "**Pledgee**") (the Lender and Pledgee are hereinafter collectively referred to as "**Foreign Investors**"). In case where the Company is unable to issue shares as requested by the Foreign Investors, Mr. Pham Nhat Vuong shall transfer pledged shares to the Pledgee in order to fulfill the obligations of the Company. In this case, the Company shall issue and reimburse Mr. Vuong a number of new shares equivalent to the number of shares transferred by Mr. Pham Nhat Vuong to the Pledgee or pay a relevant amount of money to Mr. Pham Nhat Vuong. In case where the Company issues shares to Mr. Pham Nhat Vuong, the Company shall not issue shares to the foreign investors under the Convertible Loan.

Therefore, the BoM of the Company would like to respectfully submit the Proposal to the General Shareholders' Meeting for consideration and approval for the following issues:

II. APPROVING INCREASE OF THE CHARTER CAPITAL, ISSUANCE AND DEPOSITING, LISTING OF SHARES FOR CONVERTING THE CONVERTIBLE LOAN INTO SHARES

At the time of converting the Convertible Loan into ordinary shares, the Company shall issue shares for the portion of the Convertible Loan being requested for conversion and increase the Charter capital relevant to shares issued for conversion purpose (initial conversion price: 144,341 VND/share). At the same time, the Company shall list and deposit the newly-issued shares on Ho Chi Minh Stock Exchange (HOSE) or other alternative Stock Exchange (if necessary). In particular:

- (a) Increase of the charter capital from time to time in corresponding to ordinary shares being issued for the conversion of the Convertible Loan: Total volume of new shares to be issued in relation to the conversion of the Convertible Loan shall not exceed 2% of total number of ordinary shares of the Company (Total number of ordinary shares of the Company is calculated based on the List of Shareholders of the Company provided by Vietnam Securities Depository at the time of finalizing List of Shareholders to approve this issue). The charter capital of the Company shall increase in proportion to the total actual value of shares issued for the conversion of the Convertible Loan.
- (b) Depositing and listing number of shares being actually issued from time to time due to the conversion on HOSE or other alternative Stock Exchange (if necessary): the Company shall list and deposit the shares newly issued from time to time due to the conversion of the Convertible Loan on HOSE and Vietnam Securities Depository (“VSD”) or other alternative Stock Exchange (if necessary).
- (c) Pre-emptive right: Shareholders of the Company shall not be entitled to the pre-emptive right related to newly-issued shares due to the conversion of the Convertible Loan in proportion to the number of shares held by them.

III. APPROVAL FOR SIGNING REIMBURSEMENT AGREEMENT WITH MR. PHAM NHAT VUONG, INCREASE OF THE CHARTER CAPITAL, ISSUANCE, DEPOSITING AND LISTING OF SHARES OR PAYMENT IN CASH IN CASE WHERE MR. VUONG PLEDGES HIS SHARES TO GUARANTEE THE OBLIGATIONS OF THE COMPANY

1. The Company shall sign a Reimbursement Agreement with Mr. Pham Nhat Vuong, accordingly, in any case where:
 - (i) The Company is unable to issue shares as requested by the Foreign Investors as mentioned above,
 - (ii) And therefore, leading to the event that Mr. Pham Nhat Vuong may have to transfer the pledged shares to the Pledgee to secure for the obligations of the Company under the Convertible Loan Agreement,

The Company issues new shares to cover the number of Shares pledged by Mr. Pham Nhat Vuong to the Pledgee or, in case where issuance of shares to Mr. Pham Nhat Vuong does not proceed for any reason, the Company shall pay Mr. Pham Nhat Vuong an amount of money equivalent to the value of the pledged Shares as transferred to the Pledgee.

2. In case where the Company issues shares to Mr. Pham Nhat Vuong and the Company shall increase its charter capital relevant to volume of newly issued shares for the purpose of reimbursing Mr. Pham Nhat Vuong; at the same time, the Company shall list and deposit the newly issued shares for the abovementioned purpose on HOSE or other alternative Stock Exchange (if necessary). Specifically as follows:
 - (a) Increase of the charter capital from time to time in corresponding to ordinary shares being issued for the reimbursement for Mr. Pham Nhat Vuong: Total number of ordinary shares to be issued in relation to the reimbursement to Mr. Pham Nhat Vuong, in any cases, shall not exceed number of shares to be issued for the conversion of the Convertible Loan as mentioned above, specifically 2% of total number of ordinary shares of the Company (Total number of ordinary shares of the Company is calculated based on the List of Shareholders of the Company provided by VSD at the time of finalizing List of Shareholders to approve this issue). The charter capital of the Company shall increase relevant to the total actual value of shares issued for the abovementioned reimbursement purpose.
 - (b) Depositing and listing the number of shares actually issued from time to time for the reimbursement on HOSE or other alternative Stock Exchange (if necessary): the Company shall list and deposit the shares newly-issued from time to time on HOSE and VSD or other alternative Stock Exchange (if necessary).
 - (c) Pre-emptive right: Shareholders of the Company shall not be entitled to the pre-emptive right related to newly issued shares for the mentioned reimbursement purpose in proportion to the number of shares held by them.
 - (d) In this case, as Mr. Pham Nhat Vuong has exercised the obligations to the Foreign Investors in favor of the Company, the Company shall not issue shares to the Foreign Investor(s) in regard to the Convertible Loan requested for conversion by that Foreign Investor.
3. In case where the Company is unable to issue shares to reimburse Mr. Pham Nhat Vuong as mentioned above, the Company shall return to Mr. Pham Nhat Vuong an amount of money equivalent to the market value of the pledged Shares being transferred to the Pledgee for the fulfillment of the Company's obligation at the time of such transfer.

The BoM of the Company would like to respectfully submit the Proposal to the General Shareholders' Meeting for consideration and approval for the above proposal.

Thank you!

On behalf of the Board of Management

CHAIRMAN

LE KHAC HIEP