



No.: 01/2011/TTr-HDQT-VINCOM JSC

Hanoi, October 26th 2011

PROPOSAL

(Re: To approve the plan of merger of Vincom and Vinpearl and the plan of issuing additional shares to increase charter capital)

To: GENERAL SHAREHOLDERS' MEETING of VINCOM JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 60/2005/QH11 dated 29/11/2005 and its guiding documents;
- Pursuant to the Law on Securities No. 70/2006/QH11 dated 29/6/2006 and its guiding documents;
- Pursuant to Charter of Vincom Joint Stock Company (Vincom JSC) ("the Company");
- In consideration to the performance and development objectives of the Company.

Dear Shareholders,

In order to further develop and concentrate the resources, enhance their financial capabilities, develop the brand names, as well as expand business and investment activities of the Company, the Board of Management ("**the BoM**") seeks the approval of the shareholders at the General Shareholders' Meeting's ("**GSM**") to approve the merger of Vinpearl Joint Stock Company into Vincom Joint Stock Company and the Plan for the issuance of additional shares to increase charter capital as follows:

A. PLAN OF MERGER OF VINCOM JOINT STOCK COMPANY AND VINPEARL JOINT STOCK COMPANY

1. Mechanism of the merger

Vinpearl Joint Stock Company ("**Vinpearl**") will be merged into Vincom Joint Stock Company ("**Vincom**"). The merger will be conducted by way of shares swap. Accordingly, Vincom will issue shares to Vinpearl's shareholders to swap for 100% of Vinpearl's outstanding shares at the swap ratio mentioned herein below.

2. Swap ratio (VPL:VIC = 1:0.77)

01 share of Vinpearl (Securities Code: VPL) will be swapped for 0.77 share of Vincom (Securities Code: VIC)

3. Principle of the swap

The number of swapped VIC shares to be received by each Vinpearl shareholder will be rounded down to the nearest whole share, eliminating any decimal.

For example: If shareholder A owns 1,243 VPL shares, after the swap at the ratio of

VPL:VIC=1:0.77, he will, theoretically, receive 957.11VIC shares. However, he will receive 957 shares only due to the rounding-down to the nearest whole share.

4. The operational form of Vinpearl after the merger

Upon the completion of the shares swap, Vincom will reorganize Vinpearl to become an One Member Limited Liability Company of which the charter capital is wholly owned by Vincom or a branch of Vincom or another operational form in accordance with statutory regulations. The General Shareholders' Meeting will authorize the Board of Management of Vincom to decide on the reorganization of Vinpearl after the merger.

Where Vinpearl is converted into a One Member Limited Liability Company, Vinpearl will cease its existence upon the One Member Limited Liability Company's receipt of the Business Registration License from the business registration office. The One Member Limited Liability Company will enjoy all legal rights and benefits, and shall be responsible for all outstanding liabilities, labour contracts and other asset obligations of Vinpearl. The BoM of Vincom will be authorized to conduct the reorganization and conversion of Vinpearl into a One Member Limited Liability Company. Accordingly, the BoM of Vincom will prepare Conversion Plan, Charter of One Member Limited Liability Company, issue other required documents as well as perform other necessary tasks in accordance with regulations to reorganize and convert Vinpearl into a One Member Limited Liability Company.

5. Labour relations under the Merger Plan

All the employees of Vinpearl will continue to work at the One Member Limited Liability Company or Branch of Vincom or other entity form (hereinafter called "the New Entity") after the merger. The New Entity will inherit all the rights and obligations arising out of the labours employed by Vinpearl. The New Entity will exercise its discretion to rearrange the work force (if necessary) and to perform all tasks relating to the employees in compliance with the laws.

B. PLAN OF ISSUING ADDITIONAL SHARES TO SWAP FOR VINPEARL SHARES, INCREASE CHARTER CAPITAL, DEPOSIT AND LIST THE ADDITIONAL SHARES DUE TO THE MERGER OF VINPEARL INTO VINCOM

1. Purpose of the share issuance

Vincom will issue ordinary shares to Vinpearl's shareholders to swap for 100% of outstanding shares at the swap ratio approved by the GSM.

2. Issuance Plan

- Type of shares: Ordinary shares
- Face value of share: VND10,000/share
- Expected number of VIC shares to be issued: 158,233,837
- Number of VPL shares to be swapped: 205,498,489 shares, representing 100% of outstanding VPL shares
- Issuance purpose: to swap for Vinpearl shares
- Expected total issuing value: VND1,582,338,370,000
- Issued to: Shareholders of Vinpearl based on the List of Shareholders as at the record

date for the share swap

- Swap ratio and principle:

01 Vinpearl share (Securities Code: VPL) will be swapped for 0.77 share of Vincom (Securities Code: VIC)

The number of swapped VIC shares to be received by each Vinpearl shareholder will be rounded down to the nearest one share, eliminating any decimal.

For example: If shareholder A owns 1,243 VPL shares, after the swap at the ratio of $VPL:VIC = 1:0.77$, he will theoretically receive 957.11 VIC shares. However, he will receive 957 VIC shares only due to the rounding-down to the nearest one share.

- Tentative issuance date: Within 90 days and any extension for the issuance (if necessary) from the issue of Registration Certificate for the issuance of shares by the State Securities Commission
- Existing shareholders' pre-emptive right in respect of the new shares: the GSM approves and resolves that existing shareholders of Vincom will waive their pre-emptive right in respect of the new share purchase during this share issuance.

3. Increase of the Company's charter capital

The GSM approves the increase of charter capital corresponding to the result obtained from the issuance of shares for the purpose of the swap as follows:

- a) Expected new charter capital: to increase by VND1,582,338,370,000 at maximum, which is equivalent to the number of additional shares to be issued or maximum 158,233,837 shares (at par value of VND10,000/share)
- b) Time to decide the change of charter capital: Upon the completion of the share swap, the BoM will decide the increased amount in the charter capital corresponding to the actual result of the issuance of shares for the purpose of the swap, and will amend the Charter accordingly.
- c) Form of increasing the charter capital: by the issuance of additional VIC shares to swap for 100% of Vinpearl's outstanding shares at the swap ratio approved by GSM of Vincom and Vinpearl.

4. All additional issued shares (based on the actual result of the issuance) will be deposited at Vietnam Securities Depository and listed on Ho Chi Minh City Stock Exchange.

C. IMPLEMENTATION

The BoM would like to propose to the GSM to authorize the BoM to perform the following tasks:

1. Approving necessary Contract and Agreement concerning the merger in accordance with the laws
2. Approving the amendment to the Company's Charter in terms of increase of the charter capital based on the actual result of the issuance referred herein
3. Performing all the necessary procedures to issue shares to increase charter capital of the

Company in compliance with statutory regulations and Charter of the Company

4. Completing all required procedures to list and deposit the additional issued shares in compliance with statutory regulations and Charter of the Company
5. Performing all necessary tasks to reorganize Vinpearl in accordance with the laws
6. Performing all necessary related tasks, revise and handle all related issues to implement the above Resolutions most beneficially for the Company
7. As the case might be, the BoM may authorize the General Director to perform one or more tasks mentioned herein

We hereby would like to submit this Proposal for the GSM's consideration, voting and passing on the abovementioned issues and the Resolution of this Extraordinary Shareholders' Meeting will not affect the effectiveness of the issued Resolutions: Resolution 10/2010/NQ-DHĐCD-VINCOMJSC dated 29 December 2010 on approving the issuance of additional ordinary shares, offer and listing of new Shares of the Company on the Main Board of Singapore Exchange Securities Trading Limited; and Resolution 04/2011/NQ-DHCD-VINCOMJSC dated 8 September 2011 of the GSM regarding the Company's private placement for the purpose of the Convertible Loan agreed between the Company and Credit Suisse.

Sincerely yours,

**ON BEHALF OF THE BOARD OF MANAGEMENT
CHAIRMAN**

Le Khac Hiep

Note:

This proposal may be further amended and/or supplemented and shall be submitted to the General Shareholders' Meeting for their consideration and approval at the Meeting.