

No.: \_\_\_\_/2011/NQ-DHDCD-VINCOM JSC

Hanoi, ...../.....2011

(Draft)

**RESOLUTION OF  
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING 2011  
OF VINCOM JOINT STOCK COMPANY**

Pursuant to:

- *Law on Enterprises No. 60/2005/QH11 dated 29 November 2005;*
- *Law on Securities No. 70/2006/QH11 dated 29 June 2006;*
- *Charter of Vincom Joint Stock Company;*
- *Minutes of Extraordinary General Shareholders' Meeting 2011 of Vincom Joint Stock Company dated \_\_\_\_/\_\_\_\_/2011;*
- *Minutes of Vote Counting of the Extraordinary General Shareholders' Meeting 2011 of Vincom Joint Stock Company dated \_\_\_\_/\_\_\_\_/2011;*

The Extraordinary General Shareholders' Meeting 2011 of Vincom Joint Stock Company is duly convened on 15 November 2011 at Hilton Hanoi Opera Hotel, No. 1 Le Thanh Tong Street, Hoan Kiem District, Hanoi.

**Participants:**

- Shareholders of Vincom Joint Stock Company based on the List of Shareholders concluded on 18 October 2011.
- Number of shareholders participating in the meeting: \_\_\_\_ shareholders and proxies, representing \_\_\_\_ shares, equivalent to \_\_\_\_ % of total voting shares of Vincom Joint Stock Company.

The General Shareholders' Meeting (the "GSM") have discussed and passed the following issues:

**THE FIRST RESOLUTION**

**PASSING THE PLAN OF THE MERGER OF VINPEARL JOINT STOCK COMPANY  
INTO VINCOM 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 additional shares to Vinpearl’s shareholders to swap for 100% of Vinpearl’s outstanding shares at the swap ratio mentioned 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’s 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 **1:0.77**, he will, theoretically, receive 957.11 VIC 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 reorganised 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.

*This Resolution has been passed by agreement of \_\_\_\_ shares, representing \_\_\_\_% of the total voting shares of shareholders and proxies participating in the meeting (disregarding the number of shares of related shareholders as stipulated by the provisions of law and the Company’s Charter).*

**THE SECOND RESOLUTION**  
**PASSING THE MERGER AGREEMENT**

Passing the Merger Agreement having major terms as provided under the Proposal of the Board of Management. The Board of Management of the Company is authorized to make necessary amendments and supplements to the Agreement until the official execution. The legal representative of the Company is authorized to sign and organize the implementation of the Merger Agreement.

*This Resolution has been passed by agreement of \_\_\_\_ shares, representing \_\_\_\_% of the total voting shares of shareholders and proxies participating in the meeting (disregarding the number of shares of related shareholders as stipulated by the provisions of law and the Company's Charter).*

**THE THIRD RESOLUTION**  
**PASSING THE AMENDED CHARTER OF THE COMPANY**

Passing the amendments and supplements to number of articles of the Charter of the Company based on the Proposal of the Board of Management at the meeting. The Charter of Vincom Joint Stock Company (including amended, supplemented articles stated in the Proposal of the Board of Management at the Meeting) shall continuously be the Company's Charter upon the merger.

The legal representative of the Company is authorized to complete, sign and issue the amended Charter of the Company.

*This Resolution has been passed by agreement of \_\_\_\_ shares, representing \_\_\_\_% of the total voting shares of shareholders and proxies participating in the meeting.*

**THE FOURTH RESOLUTION**  
**PASSING PLAN OF ISSUING ADDITIONAL SHARES FOR THE SWAP, INCREASE CHARTER CAPITAL, DEPOSIT AND LIST THE ADDITIONAL SHARES**

**1. Purpose of the share issuance**

Vincom to issue additional 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.**

*This Resolution has been passed by agreement of \_\_\_\_ shares, representing \_\_\_\_% of the total voting shares of shareholders and proxies participating in the meeting (disregarding the number of shares of related shareholders as stipulated by the provisions of law and the Company's Charter).*

**THE FIFTH RESOLUTION**

**PASSING THE CHANGE IN NAME OF THE COMPANY**

**Change in name of Vincom Joint Stock Company is as follows:**

New full name in Vietnamese:

**CÔNG TY CỔ PHẦN TẬP ĐOÀN ĐẦU TƯ VIỆT NAM**

New full name in English:

**VIETNAM INVESTMENT GROUP JOINT STOCK COMPANY**

Abbreviated name: **VINGROUP JSC**

Time to amend the Business Registration Certificate for the change in name: Assigning the Chairman of the BoM to issue Decision on the amendment at a proper time but not later than 12 months as from the approving date of this Resolution.

The GSM approves the amendment of the Company's Charter and authorizes the Company's legal representative to amend the Charter of the Company to reflect the change in its name.

*This Resolution has been passed by agreement of \_\_\_ shares, representing \_\_\_% of the total voting shares of shareholders and proxies participating in the meeting.*

#### **THE SIXTH RESOLUTION**

#### **PASSING THE SUPPLEMENTATION TO THE BUSINESS LINES OF THE COMPANY**

**The following business lines are proposed for the supplementation:**

<b>No.</b>	<b>Proposed industries</b>	<b>Industry Code (Level 4)</b>
1	Travel agent	7911
2	Movies projection	5914
3	General auxiliary services	8110
4	Intra-city and inter-city road passenger transportation (except for bus transportation)	4931
5	Other road passenger transportation	4932
6	Road freight transportation	4933
7	Inland water passenger transportation	5021
8	Inland water freight transportation	5022
9	Processing, storage of meats and meat products	1010
10	Processing, storage of fishery products and aqua-products	1020
11	Processing, storage of vegetables and fruits	1030
12	Whole sale of beverages	4633
13	Wholesale of tobaccos and Nicotiana rustica	4634

14	Other retail in department stores	4719
15	Wholesale of other specialized businesses	4669
16	General trading	4690
17	Aquaculture	0321
18	Manufacturing of other wood-products; products from bamboo, Neohouzeaua, rice straw and knitting-plaiting materials	1629
19	Agent, broker	4610
20	Short-term accommodation services	5510
21	Restaurant and mobile food& beverage services	5610

Time to amend the Business Registration Certificate to reflect the supplementation in business lines: Assigning the Chairman of the BoM to issue Decision on the amendment at a proper time but not later than 12 months as from the approving date of this Resolution.

The GSM approves the amendment of the Company’s Charter and authorizes the legal representative of the Company to amend the Charter of the Company to reflect the supplementation to business lines of the Company.

*This Resolution has been passed by agreement of \_\_\_\_ shares, representing \_\_\_\_% of the total voting shares of shareholders and proxies participating in the meeting.*

**THE SEVENTH RESOLUTION**

**ELECTING ADDITIONAL MEMBERS OF THE INSPECTION COMMITTEE**

Electing additional members of the Inspection Committee as follows:

1. Mr./Ms. ....
2. Mr./Ms. ....
3. Mr./Ms. ....

The office term of the newly elected members shall be the remaining service term of the current Inspection Committee (2007-2012).

Upon the election of additional members, the Inspection Committee shall comprise:

1. Mr. Dinh Ngoc Lan
2. Ms. Nguyen Thi Van Trinh
3. ....
4. ....
5. ....

Upon the disclosure of voting results, the Inspection Committee agrees to appoint Mr./Ms. .... as Head of the Inspection Committee.

### **THE EIGHTH RESOLUTION**

#### **ELECTING ADDITIONAL MEMBERS OF THE BOARD OF MANAGEMENT**

Electing additional members of the Board of Management as follows:

1. Mr./Ms. ....
2. Mr./Ms. ....
3. Mr./Ms. ....

The office term of the newly elected members shall be the remaining service term of the current Board of Management (2011-2016)

Upon the election of additional members, the Board of Management shall comprise:

1. Mr. Le Khac Hiep
2. Mr. Pham Nhat Vuong
3. Ms. Nguyen Dieu Linh
4. Ms. Pham Thuy Hang
5. Ms. Mai Huong Noi
6. Mr. Roy Chung Yee Ling
7. Mr./Ms. ....
8. Mr./Ms. ....
9. Mr./Ms. ....

Upon the disclosure of voting results, the Board of Management agrees to appoint Mr./Ms. .... as Chairperson of the Board of Management.

The following members shall be appointed as Vice-Chairpersons of the Board of Management:

1. Mr./Ms. ....
2. Mr./Ms. ....
3. Mr./Ms. ....

### **THE NINETH RESOLUTION**

#### **IMPLEMENTATION**

The GSM authorizes the Board of Management to perform the followings tasks:

1. Approving the Contract and Agreement concerning the merger in accordance with the laws
2. Approving the amendment of the Company's Charter in terms of increase of the charter

capital based on the actual result of the issue

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 number of additional shares issued 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 has the right to authorize the General Director to perform one or more tasks mentioned herein.

*This Resolution has been passed by agreement of \_\_\_\_ shares, representing \_\_\_\_% of the total voting shares of shareholders and proxies participating in the meeting.*

#### **IMPLEMENTATION OF THE RESOLUTION**

1. This Resolution takes effect as from the signing date. The BoM shall be responsible for implementing this Resolution. The Resolution of this Extraordinary Shareholders' Meeting will not affect the effectiveness of the Resolutions issued before: 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-DHĐCD-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.
2. This Resolution shall be circulated to all Shareholders of the Company.

#### **ON BEHALF OF**

#### **THE GENERAL SHAREHOLDERS' MEETING**

#### **CHAIRMAN OF THE BOARD OF MANAGEMENT**

To:

- All shareholders;
- Office for record.

**LE KHAC HIEP**

Note:

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