

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-Logical 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 3 May 2002.

Today, at 2:00pm on 29 October 2019 at the office of Vingroup Joint Stock Company (“**Vingroup JSC**”), the Board of Directors (“**BOD**”) organizes the counting of written opinions of shareholders.

The vote counting committee consists of following members:

1. Mr. Pham Nhat Vuong – Chairman of the BOD
2. Mr. Nguyen Viet Quang – Chief Executive Officer, legal representative
3. Mr. Nguyen The Anh – Head of the Supervisory Board
4. Ms. Ngo Thi Nguyet – Secretary, carrying out the vote counting

Jointly counts the votes casted with respect to the resolutions of the General Meeting of Shareholder by way of solicitation through written opinions

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

1. Purpose:

The Chairman of the BOD of Vingroup JSC organized the solicitation of written opinions from shareholders in order to approve the plan to swap outstanding shares of Sai Dong Urban Development and Investment Joint Stock Company in accordance with the Merger Agreement and the Issuance Plan to increase the charter capital in accordance with the Proposal of the Board of Directors.

2. Matters that required the solicitation of opinions to approve the Resolution.

- a) Approve the plan to swap outstanding shares of Sai Dong Urban Development and Investment Joint Stock Company in accordance with the Merger Agreement.
- b) Approve the Company Charter after the share swap is completed.
- c) Approve the Merger Agreement with Sai Dong Urban Development and Investment Joint Stock Company.
- d) Approve the Issuance Plan to increase the charter capital of Vingroup JSC.
- e) Approve the depository of newly issued shares and the listing of new shares of Vingroup JSC.

- f) Approve the authorization to the Chairman of the BOD to organize the implementation of the plan to swap shares and the Issuance Plan to increase the charter capital of Vingroup JSC.

II. General information

- Charter capital of Vingroup JSC: VND 34,299,353,890,000
- The total shares of Vingroup JSC: 3,429,935,389 shares, in which
 - Number of ordinary shares: 3,345,935,389 shares
 - Number of preference shares: 84,000,000 shares
- Total number of shareholders as provided by the Vietnam Securities Depository on 3 October 2019: 16,925 shares.

III. Vote counting results

1. Total number of written ballots sent to shareholders: 16,924 ballots (excluding 01 ballot of shareholder owning preference share, with no voting right), representing 3,345,935,389 shares, accounting for 100% of total votes.
2. Number of written ballots submitted by shareholders: 168 ballots, representing 2,933,657,509 shares, accounting for 87.68% of total votes, in which:
 - Number of valid written ballots: 168 ballots, representing: 2,933,657,509 shares
 - Number of invalid written ballots: 0 ballots, representing: 0 shares
3. Number of written ballots that were not submitted by shareholders: 16,756 shares, representing 412,277,880 shares, accounting for 12.32% of total votes.
4. Number of written ballots of related shareholders with no voting rights in accordance with the law and the Charter of Vingroup JSC: 7 ballots, representing 153,204,554 shares, accounting for 4.58% of total votes.

Thus, the total number of shares of Vingroup JSC with voting rights (after excluding shares of shareholders with no voting rights in accordance with the law and the Charter of Vingroup JSC): 3,192,730,835 shares.

IV. The voting results for each matter solicited after excluding shares of related shareholders in accordance with the law and the Charter of Vingroup JSC:

- 1. First Resolution: Approve the plan to swap outstanding shares of Sai Dong Urban Development and Investment Joint Stock Company in accordance with the Merger Agreement.**

Voting results:

No.	Types of opinion	Number of written ballots	Number of shares represented	Ratio/Total number of voting shares (%)
1	Approved	153	2,779,563,752	87.06
2	Disapproved	2	148,680	0.00
3	Abstain	6	740,523	0.02

- 2. Second Resolution: Approve the Company Charter after the swap is completed**

Voting results:

No.	Types of opinion	Number of written ballots	Number of shares represented	Ratio/Total number of voting shares (%)
1	Approved	154	2,779,591,344	87.06
2	Disapproved	2	148,680	0.00
3	Abstain	5	712,931	0.02

3. Third Resolution: Approve the Merger Agreement with Sai Dong Urban Development and Investment Joint Stock Company.

Voting results:

No.	Types of opinion	Number of written ballots	Number of shares represented	Ratio/Total number of voting shares (%)
1	Approved	153	2,779,563,752	87.06
2	Disapproved	2	148,680	0.00
3	Abstain	6	740,523	0.02

4. Fourth Resolution: Approve the Issuance Plan to increase the charter capital of Vingroup JSC.

Voting results:

No.	Types of opinion	Number of written ballots	Number of shares represented	Ratio/Total number of voting shares (%)
1	Approved	156	2,780,095,445	87.08
2	Disapproved	2	148,680	0.00
3	Abstain	3	208,830	0.01

5. Fifth Resolution: Approve the depository of newly issue shares and the listing of new shares of Vingroup JSC.

Voting results:

No.	Types of opinion	Number of written	Number of shares represented	Ratio/Total number of
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		ballots		voting shares (%)
1	Approved	156	2,780,095,435	87.08
2	Disapproved	2	148,680	0.00
3	Abstain	3	208,840	0.01

- 6. Sixth Resolution: Approve the authorization to the Chairman of the BOD to organize the implementation of the plan to swap shares and the Issuance Plan to increase the charter capital of Vingroup JSC.**

Voting results:

No.	Types of opinion	Number of written ballots	Number of shares represented	Ratio/Total number of voting shares (%)
1	Approved	157	2,780,095,455	87.08
2	Disapproved	2	148,680	0.00
3	Abstain	2	208,820	0.01

IV. The approved Resolutions:

- 1. First Resolution: Approve the plan to swap outstanding shares of Sai Dong Urban Development and Investment Joint Stock Company in accordance with the Merger Agreement.**

The resolution is passed with 87.06% of the total votes in favor and shall take effect immediately (excluding ballots of related shareholders in accordance with the law and the Charter).

- 2. Second Resolution: Approve the Company Charter after the swap is completed.**

The resolution is passed with 87.06% of the total votes in favor and shall take effect immediately (excluding ballots of related shareholders in accordance with the law and the Charter).

- 3. Third Resolution: Approve the Merger Agreement with Sai Dong Urban Development and Investment Joint Stock Company.**

The resolution is passed with 87.06% of the total votes in favor and shall take effect immediately (excluding ballots of related shareholders in accordance with the law and the Charter).

- 4. Fourth Resolution: Approve the Issuance Plan to increase the charter capital of Vingroup JSC.**

The resolution is passed with 87.08% of the total votes in favor and shall take effect immediately (excluding ballots of related shareholders in accordance with the law and the Charter).

- 5. Fifth Resolution: Approve the depository of newly issue shares and the listing of new shares of Vingroup JSC.**

The resolution is passed with 87.08% of the total votes in favor and shall take effect immediately (excluding ballots of related shareholders in accordance with the law and the Charter).

- 6. Sixth Resolution: Approve the authorization to the Chairman of the BOD to organize the implementation of the plan to swap shares and the Issuance Plan to increase the charter capital of Vingroup JSC.**

The resolution is passed with 87.08% of the total votes in favor and shall take effect immediately (excluding ballots of related shareholders in accordance with the law and the Charter).

The vote counting is completed on the same day.

All members of the vote counting committee agreed 100% of the contents of the minutes, and jointly responsible for the accuracy and truthfulness of this vote counting minutes and signed below.

Signature of members of the vote counting committee:

ON BEHALF OF THE BOARD OF DIRECTORS
Chairman of the Board of Directors – Head of the Vote
counting committee

Chief Executive Officer
Legal representative

PHAM NHAT VUONG

NGUYEN VIET QUANG

ON BEHALF OF VOTE COUNTING COMMITTEE
Head of the Supervisory Board– Vote counting
supervisory

Vote counting secretary

NGUYEN THE ANH

NGO THI NGUYET

No. 06 /2019/NQ-DHDCD-VINGROUP

Hanoi, 30 October 2019

RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS

VINGROUP JOINT STOCK COMPANY

(Re: Approve to swap all outstanding shares of Sai Dong Urban Development and Investment Joint Stock Company in accordance with the Merger Agreement and other matters under its authority)

THE GENERAL MEETING OF SHAREHOLDERS

- Pursuant to Law on Securities No. 70/2006/QH11 dated June 29, 2006 by the National Assembly of the Socialist Republic of Vietnam ("**Law on Securities**");
- Pursuant to Law No. 62/2010/QH12 amending and supplementing a number of articles of the Law on Securities dated November 24, 2010;
- Pursuant to Decree 58/2012/ND-CP dated July 20, 2012 of the Government detailing and guiding the implementation of a number of articles of the Law on Securities and the Law amending and supplementing a number of articles of the Law on Securities ("**Decree 58**");
- Pursuant to Decree 60/2015/ND-CP dated June 26, 2015 of the Government amending and supplementing a number of articles of Decree 58;
- Pursuant to Circular 162/2015/TT-BTC of the Ministry of Finance dated October 26, 2015 guiding the public offering, offering to do share swap, new share issuance, repurchasing of shares, selling of treasury shares and tender offering;
- Pursuant to the Charter of Vingroup Joint Stock Company ("**Vingroup JSC**");
- Pursuant to the Proposal No. /2019/TTr-HDDQT-VINGROUP dated 2019 by the Board of Directors (the "**BOD**") of Vingroup Joint Stock Company on the plan to swap all outstanding shares of Sai Dong Urban Development and Investment Joint Stock Company in accordance with the Merger Agreement and to issue new shares for swapping; and
- Pursuant to the vote counting results in the vote counting minutes made by the vote counting committee dated 29 October 2019.

(This Resolution of the General Meeting of Shareholders of Vingroup Joint Stock Company ("**GMS**") was prepared in the form of collecting written opinion pursuant to the Law on Enterprises 2014 and the Charter)

RESOLVE

Article 1: THE PLAN TO SWAP ALL OUTSTANDING SHARES OF SAI DONG URBAN DEVELOPMENT AND INVESTMENT JOINT STOCK COMPANY IN ACCORDANCE WITH THE MERGER AGREEMENT

1. Overview of Sai Dong Urban Development and Investment Joint Stock Company:

- ✓ Name: **Sai Dong Urban Development and Investment Joint Stock Company (“SDI”)**
- ✓ Address: No. 7, Bang Lang 1 Street, Vinhomes Riverside Eco-Logical Urban Area, Viet Hung Ward, Long Bien District, Hanoi.
- ✓ Enterprise Registration Certificate No: 0104179545 issued for the first time by Hanoi Department of Planning and Investment on 17 September 2009, reissued for the 16th time on 1 April 2016.
- ✓ Charter capital: VND 1,199,958,000,000
- ✓ Main businesses:
 - Real estate
 - Residential construction, Civil engineering construction
 - Lodging, Food & Beverage
 - Agriculture

2. Exchange mechanism

Vingroup Joint Stock Company will issue new VIC ordinary shares to the remaining shareholders of Sai Dong Urban Development and Investment Joint Stock Company except for Vingroup Joint Stock Company itself, to swap for SDI ordinary shares held by these shareholders in the exchange ratio outlined below (“Exchange Ratio”).

3. Exchange ratio and principle of share swap

- Exchange Ratio: **1 : 1.1**, indicating one ordinary share of Sai Dong Urban Development and Investment Joint Stock Company (Ticker: SDI) will be exchanged for 1.1 ordinary shares of Vingroup Joint Stock Company (Ticker: VIC).
- Rounding principle: VIC shares received by shareholders of Sai Dong Urban Development and Investment Joint Stock Company will be rounded down to the nearest integer, VIC fractional shares (if any) will be void.

For example: Under the share swap with the exchange ratio of (1 : 1.1), shareholder A owning 1,243 SDI shares is entitled to receive 1,367.3 VIC shares, being 1,367 VIC shares rounded down to the nearest integer.

4. The organizational structure of the company after the merger

After completing the share swap, Vingroup Joint Stock Company will become the sole owner, holding 100% charter capital of SDI. Accordingly, Sai Dong Urban Development and Investment Joint Stock Company will be re-registered as a one member limited liability company.

Upon completion of the re-registration procedures, the one member limited liability company will be entitled to all legal rights and benefits, take responsibility for debts, employment agreements and all other obligations relating to the company’s assets from Sai Dong Urban Development and Investment Joint Stock Company. The reorganization and conversion of Sai Dong Urban Development and Investment Joint Stock Company into a one-member limited liability company will be authorized to the Board of Directors of Vingroup Joint Stock Company for implementation. The Board of Directors of Vingroup Joint Stock

Company will formulate a conversion plan, the Charter of the one member limited liability company, and release other necessary documents as well as perform other necessary tasks as regulated to reorganize and convert Sai Dong Urban Development and Investment Joint Stock Company into Sai Dong Urban Development and Investment Limited Liability Company.

5. Business plan after the merger

After the merger is completed, VIC and SDI continue to maintain their current business activities. The Board of Directors of the two companies are authorized to develop and supervise the implementation of the business plans after the merger is completed to ensure the benefits of shareholders and Vingroup JSC

6. Employment plan

All employees of Sai Dong Investment and Urban Development Joint Stock Company will continue to work at Sai Dong Urban Development and Investment Limited Liability Company after the merger is completed. Sai Dong Urban Development and Investment Company Limited Liability Company will retain all employees, rights and obligations arising from the employment relations of Sai Dong Urban Development and Investment Joint Stock Company.

Article 2: Approval of the Company Charter after the merger is completed

Vingroup Joint Stock Company is currently listed on the Ho Chi Minh Stock Exchange, so the Company's Charter has complied with the Standard Company Charter applicable to listed companies. After the share swap, the current Charter of Vingroup Joint Stock Company remains compliant with the provisions of the relevant laws and will continue to be used without being modified and supplemented, except for amending and supplementing Article 7 on the Company's charter capital due to the increase of charter capital to swap shares with SDI.

Article 3: Approval of the Merger Agreement

Approve the Merger Agreement of between the two companies as per attached, authorizing the Board of Directors to negotiate, supplement and complete the Merger Agreement to suit the actual situation and relevant regulations; and authorizing the legal representatives of Vingroup Joint Stock Company and Sai Dong Urban Development and Investment Joint Stock Company, respectively, to sign and implement the Merger Agreement.

Article 4: Approval of the issuance of new shares to swap for SDI shares

1. Purpose of the share issuance for the share swap

Vingroup Joint Stock Company currently owns 89.5% issued shares (equivalent to 107,400,300 shares) of Sai Dong Urban Development and Investment Joint Stock Company. Vingroup Joint Stock Company has registered to issue ordinary shares to shareholders of Sai Dong Urban Development and Investment Joint Stock Company to swap for the outstanding shares (12,595,500 shares) of Sai Dong Urban Development and Investment Joint Stock Company (ticker: SDI) held by the remaining shareholders under the Merger Agreement signed between Vingroup Joint Stock Company and Sai Dong Urban Development and Investment Joint Stock Company, based on the swap ratio approved by the General Meeting of Shareholders.

After the share swap, Vingroup Joint Stock Company will become the sole owner, holding 100% charter capital of Sai Dong Urban Development and Investment Joint Stock Company.

2. The issuance of new shares to swap for SDI shares

- Type of shares: Ordinary shares.
- Par value of shares: VND 10,000 /share.
- Estimated number of VIC shares to be issued: **13,855,050 shares**
- Purpose of the issuance: to swap for shares of Sai Dong Urban Development and Investment Joint Stock Company
- Total value at par value: **VND 138,550,500,000**
- Estimated charter capital after the share issuance: **VND 34,437,904,390,000**

(The charter capital after the issuance completed is expected to be: VND 34,447,690,720,000 including VND 9,786,330,000 of capital increased after the issuance of new Ordinary Shares to convert Preference Shares in accordance with Resolution of the Board of Directors No. 07/2019/NQ-DHDCD-VINGROUP dated 30 October 2019)

- Targeted shareholders: existing shareholders of Sai Dong Urban Development and Investment Joint Stock Company in the list of shareholders as of the record date, excluding Vingroup Joint Stock Company
- Exchange ratio and principle of share swap: 1 : 1.1

One ordinary share of Sai Dong Urban Development and Investment Joint Stock Company (Ticker: SDI) will be exchanged for 1.1 shares of Vingroup Joint Stock Company (Ticker: VIC).

VIC shares received by shareholders of Sai Dong Urban Development and Investment Joint Stock Company will be rounded down to the nearest integer, VIC fractional shares (if any) will be void.

For example: Under the share swap with the exchange ratio of (1 : 1.1), shareholder A owning 1,243 SDI shares is entitled to receive 1,367.3 VIC shares under the exchange ratio of 1 : 1.1, being 1,367 VIC shares rounded down to the nearest integer, the fractional shares (if any) will be void.

3. Principle to determine the Exchange Ratio

The Exchange Ratio was determined by the valuation certificate from Vietnam Investment and Valuation Joint Stock Company based on the transaction price method and discounted cash flow. Vietnam Investment Joint Stock Company determined the Exchange Ratio is 1:1.087 (1 SDI share will be exchanged for 1.087 VIC share). Board of Directors from Vingroup JSC and Sai Dong Urban Development and Investment JSC agreed to round up the ratio to 1:1.1 (1 SDI share will be exchanged for 1.1 VIC share).

- 4. Estimated time of issuance:** Within 90 days from the date of receiving the certificate for public offering issued by SSC and subject to extension (if necessary).
- 5. Waiving the pre-emptive right to buy newly issued shares:** Vingroup's General Meeting of Shareholders agrees and confirms that the existing shareholders of Vingroup

Joint Stock Company will not exercise the pre-emptive rights to buy the newly issued shares in this offering.

Article 5: Approval of the depository of newly issued shares and the listing of new shares

Approve the depository of newly issued shares at Vietnam Securities Depository (“VSD”) and listing on the Ho Chi Minh Stock Exchange (“HOSE”) (based on the actual issuance).

Article 6: Approval of authorization to the Board of Directors

Approve and authorize the Chairman of the Board to organize the implementation, including but not limited to the following:

1. Negotiate, supplement and complete the Merger Agreement between Vingroup Joint Stock Company and Sai Dong Urban Development and Investment Joint Stock Company to suit the actual situation and relevant regulations; and authorizing the legal representatives of Vingroup Joint Stock Company to sign and implement the Merger Agreement.
2. Decide on the Company type of Sai Dong Urban Development and Investment Joint Stock Company after the share swap to ensure the highest efficiency, and implement the conversion in compliance with the relevant laws. The content that is not in compliance with the laws and regulations will automatically be amended to conform to the laws and regulations, and authorize the Board of Directors to implement in compliance with laws and regulations.
3. Coordinate with the Board of Directors and the Board of Management of Sai Dong Urban Development and Investment Joint Stock Company to implement business directions as specified in the Merger Agreement and create a business plan for VIC after the merger.
4. Approve the amendment of the Company’s Charter regarding the charter capital based on the actual issuance.
5. Implement all necessary procedures for the issuance and increase the Company’s charter capital in compliance with the statutory regulations and the Company’s charter;
6. Implement all necessary procedures to deposit and list the newly issued shares in compliance with the statutory regulations and the Company’s Charter;

IMPLEMENTATION TERMS

1. This Resolution takes effect from the date of signing. The Board of Directors is responsible for organizing and implementing the contents of this Resolution;
2. This Resolution is sent to all shareholders of Vingroup JSC.

To:

- *Shareholders;*
- *For Vingroup Archives.*

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

PHAM NHAT VUONG

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-Logical 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 3 May 2002.

Today, at 4:00pm on 29 October 2019 at the office of Vingroup Joint Stock Company (“**Vingroup JSC**”), the Board of Directors (“**BOD**”) organizes the counting of written opinions of shareholders.

The vote counting committee consists of following members:

1. Mr. Pham Nhat Vuong – Chairman of the BOD
2. Mr. Nguyen Viet Quang – Chief Executive Officer, legal representative;
3. Mr. Nguyen The Anh – Head of the Supervisory Board
4. Ms. Ngo Thi Nguyet – Secretary carrying out the vote counting

Jointly counts the votes casted with respect to the resolutions of the General Meeting of Shareholder by way of solicitation through written opinions

I. The purpose of soliciting through written opinions and matters to be solicited**1. Purpose:**

The Chairman of the BOD of Vingroup JSC organized the solicitation of written opinions from shareholders in order to approve conversion of preference shares into ordinary shares and other related matters in accordance with the Proposal of the Board of Directors.

2. Matters that required the solicitation of opinions to approve the Resolution.

- a) Approve the conversion of preference shares into ordinary shares and other related matters.
- b) Approve the authorization to the Chairman of the BOD to organize the implementation of the conversion of preference shares into ordinary shares.

II. General information

- Charter capital of Vingroup JSC: VND 34,299,353,890,000
- The total shares of Vingroup JSC: 3,429,935,389 shares, in which
 - Number of ordinary shares: 3,345,935,389 shares
 - Number of preference shares: 84,000,000 shares
- Total number of shareholders as provided by the Vietnam Securities Depository on 3 October 2019: 16,925 shares.

III. Vote counting results

1. Total number of written ballots sent to shareholders: 16,924 ballots (excluding 01 ballot of shareholder owning preference share, with no voting right), representing 3,345,935,389 shares, accounting for 100% of total votes.
2. Number of written ballots submitted by shareholders: 168 ballots, representing 2,931,357,641 shares, accounting for 87.61% of total votes, in which:
 - Number of valid written ballots: 168 ballots, representing: 2,931,357,641 shares
 - Number of invalid written ballots: 0 ballots, representing: 0 shares
3. Number of written ballots that were not submitted by shareholders: 16,756 shares, representing 414,577,748 shares, accounting for 12.39% of total votes.

IV. The voting results for each matter solicited after excluding shares of related shareholders in accordance with the law and the Charter of Vingroup JSC:

- 1. First Resolution: Approve the conversion of preference shares into ordinary shares and other related matters.**

Voting results:

No.	Types of opinion	Number of written ballots	Number of shares represented	Ratio/Total number of voting shares (%)
1	Approved	157	2,923,704,381	87.38
2	Disapproved	3	101,462	0.00
3	Abstain	8	7,551,831	0.23

- 2. Second Resolution: Approve the authorization to the BOD to organize the implementation of the conversion of preference shares into ordinary shares.**

Voting results:

No.	Types of opinion	Number of written ballots	Number of shares represented	Ratio/Total number of voting shares (%)
1	Approved	158	2,923,704,441	87.38
2	Disapproved	1	73,810	0.00
3	Abstain	9	7,579,423	0.23

IV. The approved Resolutions:

- 1. First Resolution: Approve the conversion of preference shares into ordinary shares and other related matters.**

The resolution is passed with 87.38% of the total votes in favor and shall take effect

immediately.

2. **Second Resolution: Approve the authorization to the BOD to organize the implementation of the conversion of preference shares into ordinary shares**
The resolution is passed with 87.38% of the total votes in favor and shall take effect immediately.

The vote counting is completed on the same day.

All members of the vote counting committee agreed 100% of the contents of the minutes, and jointly responsible for the accuracy and truthfulness of this vote counting minutes and signed below.

Signature of members of the vote counting committee:

ON BEHALF OF THE BOARD OF DIRECTORS
Chairman of the Board of Directors – Head of the Vote
counting committee

Chief Executive Officer
Legal representative

PHAM NHAT VUONG

NGUYEN VIET QUANG

ON BEHALF OF VOTE COUNTING COMMITTEE
Head of the Supervisory Board– Vote counting
supervisory

Vote counting secretary

NGUYEN THE ANH

NGO THI NGUYET

No: 07/2019/NQ-DHDCD-VINGROUP

Hanoi, 30 October 2019

**RESOLUTION OF GENERAL MEETING OF SHAREHOLDERS’
VINGROUP JOINT STOCK COMPANY**

Re: In-principle approval of the conversion of Preference Shares of Vingroup Joint Stock Company into Ordinary Shares and other related matters

GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *Law on Securities No. 70/2006/QH11 issued by the National Assembly of the Socialist Republic of Vietnam on 29 June 2006 (“**Securities Law**”);*
- *Law No. 62/2010/QH12 amending and supplementing certain provisions of Securities Law issued on 24 November 2010;*
- *Decree 58/2012/ND-CP of the Government dated 20 July 2012 guiding Securities Law and Law amending and supplementing certain provisions of Securities Law (“**Decree 58**”);*
- *Decree 60/2015/ND-CP of the Government dated 26 June 2015 amending and supplementing Decree 58;*
- *The Charter of Vingroup Joint Stock Company (“**Vingroup JSC**”);*
- *Proposal of the Board of Directors No. 05/2019/TTr-HDQT-VINGROUP dated 17 October 2019 to approve the conversion of preference shares into ordinary shares and other related matters; and*
- *Vote counting results under the Vote Counting Minutes prepared by the Vote Counting Committee on 29 October 2019.*

RESOLVE

Article 1: In-principle approval on the conversion of Preference Shares of Vingroup Joint Stock Company into Ordinary Shares and other related matters

To approve in-principle the issuance of new shares (“**New Shares**”) for conversion of the 2018 convertible dividend preference shares of Vingroup (“**Preference Shares**”) held by the Owner of Preference Shares pursuant to the terms and conditions of the Preference Shares as provided in the issuance plan of the Preference Shares approved by the Board’s Resolution No. 29/2018/NQ-HDQT-VINGROUP dated 25 July 2018 (the “**Issuance Plan**”), with the key details as follows:

Type of shares issued : Ordinary Shares

Par value	:	VND10,000
Time of issuance	:	By the notice of the Owner of Preference Shares during the conversion period set forth in the Issuance Plan.
Total number of New Shares	:	The number of New Shares to be issued would be subject to the Conversion Price as adjusted at the time of conversion on the principle of conversion price and conversion rate set forth in the Issuance Plan.
Total value of New Shares	:	Subject to the number of New Shares to be issued in each tranche as Conversion Notice by the Owner of Preference Shares.
Entity for issuance of New Shares	:	KEB Hana Bank as trustee of Hanwha Vietnam Opportunity Private Fund 1, Owner of Preference Shares.
Number of tranches for issuance	:	One or multiple tranches, subject to Conversion Notice of the Owner of Preference Shares.
Purpose of issuance	:	To convert Preference Shares into Ordinary Shares
Issuance price	:	To be determined in accordance with the Issuance Plan.
Capital resources	:	Preference Shares and capital surplus from issuance of Preference Shares.
Proceeds use purpose	:	Being the purpose for issuance of Preference Shares, as approved in the Issuance Plan.
Timing to record the increased charter capital	:	Upon issuance of the amended Enterprise Registration Certificate by the Department of Planning and Investment of Hanoi City to Vingroup reflecting the new charter capital.
Registration for listing and depository of New Shares	:	All of the New Shares to be issued and converted shall be registered for depository at the Vietnam Securities Depository (“VSD”) and for listing at Ho Chi Minh Stock Exchange (“HOSE”).

Article 2: Approval for the implementation

To authorize the BOD, with full discretions, to decide and implement necessary actions to carry out the issuance of New Shares mentioned in the Article 1 above during the whole conversion period set forth in the Issuance Plan, including but not limited to the following:

- a) To decide the detailed plan, timing, number of shares, issuance price and other related matters in respect of the issuance of New Shares, based on the Agreement agreed upon with the Owner of Preference Shares.
- b) To decide and carry out necessary procedures at competent State authorities for the issuance of New Shares, including but not limited to approving the explanation,

supplementation, modification, finalisation or amendment of the plan for issuance of New Shares to increase the charter capital (within the plan as approved by the GMS) as required by the State authorities and/or actual circumstances;

- c) To decide and carry out the increase of charter capital of Vingroup JSC after completion of the issuance of New Shares based on the actual number of New Shares to be issued to the Owner of Preference Shares; to carry out the registration and depository of New Shares at VSD and the listing of New Shares at HOSE as required by laws; and
- d) To decide any related matters and to carry out any and all other necessary procedures and actions necessary for the issuance of New Shares.

The BOD may authorize the Chairman of BOD, the Chief Executive Officer or other persons to implement the works or to decide the matters as authorized hereinabove.

IMPLEMENTATION TERMS

1. The Resolution shall take effect from the date of signing. The BOD is responsible for the organization and implementation of this Resolution;
2. This Resolution shall be sent to all shareholders of Vingroup JSC.

To:

- *Shareholders;*
- *For Vingroup archives*

**ON BEHALF OF THE GENERAL
SHAREHOLDERS' MEETING**

**CHAIRMAN OF THE BOARD OF
DIRECTORS**

PHAM NHAT VUONG