

Ho Chi Minh City, 08 November, 2017

**RESOLUTIONS OF THE BOARD OF DIRECTORS  
MOBILE WORLD INVESTMENT CORPORATION**

**THE BOARD OF DIRECTORS**

- Pursuant to Law on Enterprises No. 68/2014/QH13 adopted by the National Assembly on November 26, 2014;
- Pursuant to Law on Securities No. 70/2006/QH11 adopted by the National Assembly on June 29, 2006, as amended by Law No. 62/2010/QH12 adopted by the National Assembly on November 24, 2010;
- Pursuant to the Charter of Mobile World Investment Corporation (the “**Company**”) dated March 31, 2017, as amended from time to time (the “**Charter**”);
- Pursuant to the Internal Governance Rules of the Company promulgated under Resolution of the Board of Directors No. 006/2013/HDQT/TGDD dated December 6, 2013; and
- Pursuant to the Vote Counting Minutes relating to the collection of written opinions of the Board of Directors No. 0441./2017/BBKP-HDQT dated 08 November, 2017,

**RESOLVES**

**Article 1:** To approve the issuance of bonds (the “**Bonds**”) by the Company in accordance with the plan for issuance of the Bonds (the “**Issuance Plan**”) as attached in Schedule 1 (the “**Bonds Issuance**”).

**Article 2:** To approve the transactions contemplated in, and the execution, issuance, delivery and implementation by the Company of, all agreements, contracts and documents relating to the Bonds to which the Company is a party for completion of the Bonds Issuance including but not limited to (i) the bond subscription agreement(s), (ii) the registrar, paying and transfer agency agreement, (iii) the bondholders agency agreement, (iv) the guarantee agreement, the reimbursement and indemnity agreement, the guarantee fee letter, the security agreements and any related documents thereto, and (iv) any amendment, supplement or replacement of agreements, contracts and documents relating to the Bonds (collectively, the “**Transaction Documents**”).

**Article 3:** To authorize Mr. Nguyen Duc Tai – Chairman cum General Director of the Company:



1. To organize the implementation of the Issuance Plan; if necessary, to decide the amendment, supplement or modification of the Issuance Plan in accordance with applicable laws, market conditions and interests of the Company;
2. To decide contents of specific terms and conditions of the Bonds and the Transaction Documents in accordance with the Issuance Plan;
3. To execute, deliver and implement the Transaction Documents;
4. To sign and/or deliver all documents and notices to be signed and/or delivered by the Company as provided in or relating to the Transaction Documents; and
5. To decide and conduct all necessary acts and procedures in accordance with applicable laws, the Charter, the Internal Governance Rules of the Company, the Transaction Documents and this Resolutions for completion of the Bonds Issuance.

**Article 4:** The relevant individuals and departments are responsible for implementing this Resolutions.

**Article 5:** This Resolutions is effective from the signing date.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



## Schedule 1

### PLAN FOR ISSUANCE OF THE BONDS OF MOBILE WORLD INVESTMENT CORPORATION

#### I. THE ISSUER

##### 1. General Information:

- Vietnamese Name : Công Ty Cổ Phần Đầu Tư Thế Giới Di Động (the “Company”)
- English Name : Mobile World Investment Corporation
- Head Office : No. 222 Yersin, Phu Cuong Ward, Thu Dau Mot City, Binh Duong Province, Vietnam
- Establishment : Pursuant to Enterprise Registration Certificate No. 0306731335 issued by the Department of Planning and Investment of Binh Duong Province on January 16, 2009, as amended from time to time
- Legal Representative : Mr. Nguyen Duc Tai
- Position : Chairman cum General Director
- Charter Capital : VND3,077,657,890,000
- Business Lines : Management consultancy activities (exclusive of audit, accounting consultancy and tax procedures service); manufacture of electronic components; manufacture of computers and peripheral equipment; manufacture of communication equipment (outside of the head office which is solely for transaction office); wholesale of computer, computer peripheral equipment and software; and wholesale of electronic and telecommunications equipment and supplies.

##### 2. Financial Status and Business Operation Results of the Issuer:

Criteria	Unit: (million Vietnamese Dong)		
	31/12/2014	31/12/2015	31/12/2016
Net income	15,756,725,856,676	25,252,733,079,244	44,613,332,672,988
Gross profit	868,197,443,094	1,385,783,787,694	2,005,914,114,923
Net profit	673,744,216,604	1,075,771,229,443	1,578,250,620,837

Net profit distributed to shareholders	673,744,216,604	1,075,771,229,443	1,578,250,620,837
Total assets	3,407,199,491,184	7,265,762,233,874	14,854,263,232,991
Cash and cash equivalents	212,920,620,191	343,872,968,705	996,983,462,012
Current assets	2,837,686,622,393	6,176,432,326,364	12,288,142,407,269
Non-current assets	569,512,868,791	1,089,329,907,510	2,566,120,825,722
Charter capital	1,066,256,610,000	1,468,889,740,000	1,468,889,740,000
Equity	1,474,956,147,637	2,483,552,688,326	3,841,357,726,363
Short-term loan	618,690,305,273	2,052,945,972,681	4,788,991,746,757
Long-term loan	0	0	0

(Source: Audited consolidated financial statements for 2014, 2015 and 2016 of the Issuer)

## II. PURPOSES FOR ISSUANCE AND USE OF PROCEEDS

1. Issuance Purposes: the Bonds are issued under this Issuance Plan for a or a number of purposes below:
  - (i) increase of operating capital of the Company;
  - (ii) implementation of investment programs and projects of the Company; and
  - (iii) other general corporate purposes of the Company as permitted by applicable laws.
2. Use of Proceeds: The use of proceeds from the Bonds Issuance shall be decided by the Chairman of the Company in accordance with the issuance purpose(s) above.

## III. TERMS AND CONDITIONS OF THE BONDS

1. Type of the Bonds: non-convertible bonds without warrants which are guaranteed and unsubordinated debt of the Company.
2. Issuance Amount: Total maximum issuance amount is one thousand two hundred billion Vietnamese Dong (VND1,200,000,000,000), which is proposed to issuance in one (1) tranche.
3. Coupon Rate: fixed coupon rate not exceeding 6.8% (six point eight percent)/year. The specific coupon rate shall be decided by the Chairman of the Company.
4. Par Value of the Bonds: VND1,000,000,000 (one billion Vietnamese Dong)/Bond.
5. Issuance Price: 100% of the Par Value.
6. Number of Issued Bonds: not exceeding 1,200 (one thousand two hundred) Bonds.

7. Currency: Vietnamese Dong.
8. Number of Issuance: one (1) tranche.
9. Issuance Date: the proposed date is within Quarter IV of 2017. The specific Issuance Date of the Bonds Issuance shall be decided by the Chairman of the Company.
10. Term of the Bonds: the maximum term of five (5) years from the Issuance Date.
11. Maturity Date: the expiry date of the Term of the Bonds.
12. Method of Payment of Principal and Interest of the Bonds:
  - (a) The principal amount of the Bonds shall be paid in one lump sum on (i) the Maturity Date, or (ii) the date on which the Bonds become due by acceleration; and
  - (b) The interest of the Bonds shall be paid (i) at the end of each interest payment period, and (ii) on demand in or after the Maturity Date or the date on which the Bonds become due by acceleration. The interest payment period shall be every 6 (six) months from the Issuance Date.
13. Form of the Bonds: definitive registered form with issuance of Bonds certificate per the request of the holder of the Bonds.
14. Investor: Vietnamese and foreign individuals and organizations in accordance with applicable laws.
15. Transfer: the Bonds may be freely transferred, subject to the terms and conditions of the Bonds and the relevant Transaction Documents.
16. Issuance Method: the Bonds shall be issued under private placement and through placement agent in accordance with Decree No. 90/2011/ND-CP issued by the Government on October 14, 2011 on issuance of corporate bonds.
17. Guarantor: Credit Guarantee and Investment Facility, a trust fund of the Asia Development Bank.
18. Placement Agent: Standard Chartered Bank (Vietnam) Limited.
19. Registrar, Paying and Transfer Agent: Vietcombank Securities Company Limited.
20. Bondholder Agent: Vietcombank Securities Company Limited.
21. Other Conditions: other conditions shall be specifically provided in the terms and conditions of the Bonds and other agreements, contracts and documents to be executed for the purposes of issuance of the Bonds and shall be decided by the Chairman.

22. Other Undertakings:

The Company undertakes to implement following obligations:

- (i) payment of principal and interest of the Bonds on time;
- (ii) compliance with disclosure regulations and other regulations applicable to the bonds issuer; and
- (iii) provision of necessary information to the holders of the Bonds.

**IV. PLAN ON SOURCE OF FUNDS FOR PAYMENT OF PRINCIPAL AND INTEREST OF THE BONDS**

The Company proposes to use the legal income from the Company's business for payment of principal and interest of the Bonds when due. The details of the plan on source of funds shall be decided by the Chairman.

