

## AFTER THE MERGER

# Resolution of the Board of Management of Vingroup Joint Stock Company (Re: Approve the increase in Charter Capital as a result of the issuance of additional shares for the conversion of International Bonds into shares)

02/19/2016 03:54

### VINGROUP JOINT STOCK COMPANY

#### RESOLUTION OF THE BOARD OF MANAGEMENT OF VINGROUP JOINT STOCK COMPANY

*(Re: Approve the increase in Charter Capital as a result of the issuance of additional shares for the conversion of International Bonds into shares)*

#### THE BOARD OF MANAGEMENT ("BOM")

- Pursuant to the Vietnamese Enterprise Law;
- Pursuant to the Charter of Vingroup Joint Stock Company ("**Vingroup**");
- Pursuant to Resolution of the General Shareholders' Meeting of Vingroup No. 01/2012/NQ-DHDCD-VINCOM JSC dated 22 March 2012 (passed by written ballots);
- Pursuant to Meeting minutes of the Board of Management of Vingroup No.: 07/2013/BB-HDQT-VINGROUP dated 11 March 2013 regarding approval in principle for the conversion of International Bonds into shares;
- Pursuant to the Report of the Vingroup's Chief Executive Officer on the results of the conversion of International Bonds into shares dated 18 February 2016.

#### RESOLVES THAT:



**Article 1: To increase the Charter Capital of Vingroup as follows:**

1. Registered charter capital: **VND 18,828,180,860,000**
2. Increased amount: **VND 105,848,360,000**
3. Amended charter capital (including the increased amount): **VND 18,934,029,220,000**

*(In words: Eighteen trillion nine hundred thirty four billion, twenty nine million, two hundred twenty thousand dong)*

4. Date of amendment: 05 February 2016
5. Form of charter capital increase: issuance of additional shares for the conversion of International Convertible Bonds into shares (batches 72-75)
6. Upon the increase of charter capital, the shareholding structure shall be changed as follows:

No.	Name of Shareholder	Total number of shares upon the increase in charter capital (shares)	Total value of the shareholding upon the increase in charter capital (VND)	Percentage of the shareholding (%)
1	Pham Hong Linh (founding shareholder)	7,373,208	73,732,080,000	0.39
2	Other shareholders	1,886,029,714	18,860,297,140,000	99.61
	<b>Total</b>	<b>1,893,402,922</b>	<b>18,934,029,220,000</b>	<b>100</b>

**Article 2: To amend Schedule 2 of the current Vingroup Charter to be compatible with the aforementioned shareholding structure, as follows:**

**Amend Schedule 2: Details of Vingroup's Charter Capital**

To assign the Legal Representative of Vingroup to issue an amended Schedule of the current Vingroup Charter, updated with the revised content mentioned above.

**Article 3: Implementation authority**

To assign the Legal Representative of Vingroup and/or other person authorised by the Legal Representative to execute documents and carry out the necessary procedures for the conversion, registration of the increased charter capital, depository and listing of additional shares issued for the purpose of the conversion of the International Convertible Bonds, at the State Securities Commission, the Business Registration Office, Ho Chi Minh City Stock Exchange, Vietnam Securities Depository and other relevant competent agencies.

**Article 4: Effective date**



This Resolution is effective from the date of signing.

The Board of Management, Executive Committee and relevant departments are responsible for implementation.

**FOR AND ON BEHALF OF THE BOARD CHAIRMAN**  
*(signed & sealed)*  
**PHAM NHAT VUONG**

### **About Vingroup**

The Company and its subsidiaries (the "Group"), with a market capitalization of USD3.7 billion as of 31 January 2016, are the largest listed developer and manager of real estate, hospitality and entertainment properties in Vietnam. The Group has a diversified portfolio across six business segments: **Property, Hospitality and Entertainment, Consumer Retail, Healthcare, Education, and Agricultural Products.** Property brands include *Vinhomes* luxury apartments and villas, and *Vincom* quality shopping malls and offices. The Hospitality and Entertainment segment comprises 5-star *Vinpearl Hotels & Resorts*, *Vinpearl Land* amusement parks and family entertainment centers, *Vinpearl Golf Club*, and *Almaz* culinary and convention center. Consumer Retail includes *VinMart* supermarkets and convenience stores, *VinPro* electronics and appliance stores, *VinDS*, and *Adayroi* e-commerce. The remaining business segments target social and infrastructure services and include *Vinmec* quality healthcare, *Vinschool*, and *VinEco* agricultural products.

The Group's complementary products and services are aimed "to create a better life for the Vietnamese people."

*Vingroup was listed on the HOSE on 7 September 2007. More information on the Group can be found at [www.vingroup.net](http://www.vingroup.net).*

**Issued by: Vingroup Joint Stock Company (VIC), No.: 05/2016/NQ-HDQT-VINGROUP**

**Date: 18 February 2016**

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