

**RESOLUTION GENERAL MEETING OF SHAREHOLDERS NO VA LAND
INVESTMENT GROUP CORPORATION (Shareholders' written opinions)**

**Re: Approval for change of method of issuance for Convertible preference shares,
Convertible bonds and Employee Stock Ownership Plan**

Pursuant to:

- Law on Enterprises No. 68/2014/QH13 dated on November 26th, 2014;
- Law on Securities No. 70/2006/QH11 dated on June 29th, 2006;
- Law on amending, supplementing a number of articles of the Law on Securities No. 62/2010/QH12 dated on November 24th, 2010;
- Charter of No Va Land Investment Group Corporation;
- Resolution No. 07/2017/NQ-NVLG approval for private placements to increase Charter capital passed by the 2017 Annual General Meeting of Shareholders;
- Resolution No. 09/2017/NQ-NVLG approval for Employee Stock Ownership Plan passed by the 2017 Annual General Meeting of Shareholders;
- Current business of No Va Land Investment Group Corporation;
- Voting papers for shareholders' written opinions of No Va Land Investment Group Corporation;
- Minutes of Voting checking results of shareholders' written opinions of No Va Land Investment Group Corporation in August 10th, 2017.

RESOLVE THAT

Article 1: Approval for adjustments to the 2017 issuance plan of Convertible preference shares, Convertible bonds, Employee Stock Ownership Plan (ESOP) as follows:

1. PRIVATE PLACEMENT OF CONVERTIBLE PREFERENCE SHARES

Change of method of issuance for Convertible preference shares stipulated in Resolution No. 07/2017/NQ-NVLG approval for private placements to increase Charter capital.

No.	AGM approved	Shareholders' written opinions
1	<u>Type of share:</u> Convertible preference share (Preference Share)	<u>Type of share:</u> 2017 Convertible preference share (Preference Share)
2	<u>Purpose:</u> To raise working capital and invest in long-term assets of the Company	<u>Purpose:</u> To support capital increase and debt restructuring

3	<u>Preference dividend</u> : Payable annually in cash at no more than 10% of the offering price (equivalent to VND 5,000/share if the Offering price is VND 50,000/Preference Share) on the anniversary of the issuance date. The definitive preference dividend ratio will be determined by the BOD based on appropriate commercial negotiations with investors in favor of both parties	<u>Preference dividend</u> : Payable annually in cash at no more than 10% of the offering price (equivalent to VND 5,000/share). The definitive preference dividend ratio will be determined by the BOD based on appropriate commercial negotiations with investors in favor of both parties
4	<u>Conversion price</u> : Minimum VND 50,000/ordinary share	<u>Conversion price</u> : To be determined by the BOD at the minimum VND 50,000/ordinary share and applied a dilution adjustment to protect both the Company and investors' benefits
5	<u>Timing</u> : In 2Q 2017	<u>Timing</u> : Expected second-half of 2017

2. PRIVATE PLACEMENT OF CONVERTIBLE BONDS

Change of method of issuance for Convertible bonds stipulated in Resolution No. 07/2017/NQ-NVLG approval for private placements to increase Charter capital.

1	<u>Denomination</u> : USD	<u>Denomination</u> : USD or VND
2	<u>Coupon</u> : Upon the BOD's decision	<u>Coupon</u> : To be determined by the BOD to conform with the market situation at the time of issuance
3	<u>Purpose</u> : To raise working capital and invest in long-term assets of the Company	<u>Purpose</u> : To support capital increase and debt restructuring
4	<u>Conversion price</u> : Upon the BOD's decision	<u>Conversion price</u> : To be determined by the BOD at the minimum VND 50,000/ordinary share and applied a dilution adjustment to protect both the Company and investors' benefits
5	<u>Offering method</u> : Private placement to international investors with financial and technical capability to support the Company's business development	<u>Offering method</u> : Private placement to investors with financial and technical capability to support the Company's business development
6	<u>Timing</u> : In 2Q 2017	<u>Timing</u> : Expected second-half of 2017

3. ESOP

This document is a translation of the Resolution of Approval for change of method of issuance for Convertible preference shares, Convertible bonds and ESOP on August 10th, 2017. The translation is for informational purposes only, and is not a substitute for the official policy. If any questions arise related to the accuracy of the information contained in the translation, please refer to the Vietnamese version of the document. Any discrepancies or differences created in the translation are not binding and have no legal effect for compliance or enforcement purposes.

Change of method of issuance for ESOP stipulated in Resolution No. 09/2017/NQ-NVLG.

1	<u>Method</u> : No mention	<u>Method</u> : To be offered to the list as approved by the BOD. The GMS authorizes the BOD to decide the number of issuances not exceeding 3 times to conform with the current situation
2	<u>Timing</u> : In 2017	<u>Timing</u> : Expected in 2017 and 1Q 2018. The GMS authorizes the BOD to decide the timing of issuance.

Article 2: The GSM approves and authorizes the BOD to implement procedures in accordance with the Resolution No. 07/2017-NQ-NVLG and 09/2017-NQ-NVLG and the above Article 1.

Article 3: This Resolution shall be effective from the date of signing. The BOD is required to execute the tasks in accordance to this Resolution.

Ho Chi Minh City, August 10th, 2017

On behalf of the General Meeting of Shareholders *Recipients:* **Chairman of the Board**

- SSC, HSX;
- BOD, BOM;
- Shareholders;
- Office record. (Signed and sealed)

BUI THANH NHON

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