



**VINGROUP JOINT STOCK COMPANY**

**DISCLOSURE REGARDING APPROVAL OF GUARANTEE ISSUANCE TO SECURE  
PAYMENT OF INTERNATIONAL BOND**

On 05 June 2018, Chairman of Board of Directors of Vingroup JSC (BoD), representing the BoD, issued the Resolution relating to the approval of guarantee issuance to secure the payment of the international bond of Vinpearl JSC (details attached herein)

**Legal Representative**  
**Chief Executive Officer**  
*(signed & sealed)*  
**NGUYEN VIET QUANG**

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**About Vingroup**

VINGROUP JOINT STOCK COMPANY

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SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

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No.: 21/2018/NQ-HDQT-VINGROUP

Hanoi, dated 5 June, 2018

**RESOLUTION OF THE BOARD OF DIRECTORS**

**VINGROUP JOINT STOCK COMPANY**

*(Re: Approving the guarantee with respect to the payment obligations of Vinpearl Joint Stock Company pursuant to the international bonds issued by Vinpearl Joint Stock Company)*

**BOARD OF DIRECTORS**

*Pursuant to:*

- Law on Enterprises No. 68/2014/QH13 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2014 and its implementing regulations;
- Charter of Vingroup Joint Stock Company ("Vingroup") as amended and supplemented from time to time;
- Votes counting minutes of opinions of members of the Board of Directors ("BOD") Vingroup dated June 5, 2018.

**RESOLVES:**

**Article 1: Approving the provision of guarantee with respect to the payment obligations of Vinpearl Joint Stock Company pursuant to its issuance of international bonds**

The BOD approves the provision of guarantee by Vingroup (the "Guarantee") to secure the payment obligations of its subsidiary being Vinpearl Joint Stock Company ("Vinpearl") under, with respect to or in relation to the international bonds issued by Vinpearl (with exchangeable rights into Vingroup's shares owned by Vinpearl) with total issuance size of USD 325,000,000 (par value) (the "Bonds").

**Article 2: Approving the transaction documents**

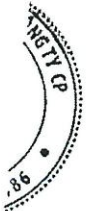
1. The BOD approves the terms, conditions, and transactions under the following contracts and agreements in relation to the Guarantee and the Bonds:
  - (a) Trust Deed which will executed by and between Vinpearl, Vingroup, and Bank of New York Mellon - London Branch;
  - (b) Paying and Exchange Agency Agreement which will executed by and between Vinpearl, Vingroup, Bank of New York Mellon - London Branch, and Bank of New York Mellon SA/NV - Luxembourg Branch;
  - (c) Subscription Agreement which will executed by and between Vinpearl, Vingroup, Credit Suisse (Singapore) Limited and Deutsche Bank AG, Hong Kong Branch.
2. The BOD approves (i) the execution and delivery by Vingroup of the aforesaid contracts and agreements and other contracts, agreements, and documents to which Vingroup is required to execute and/or deliver in relation to the Guarantee and the



Bonds (collectively, "Bond Guarantee Documents"), (ii) all transactions as contemplated under the Bond Guarantee Documents, and (iii) the performance by Vingroup of the transactions as contemplated under the Bond Guarantee Documents and its obligations, undertakings, and agreements as provided in the Bond Guarantee Documents.

**Article 3: Approving the implementation**

1. To assign and authorize the General Director of Vingroup to perform the followings:
  - (a) To decide the contents of the Bond Guarantee Documents other than the contracts and agreements as listed out in Article 2.1;
  - (b) To decide the amendment and adjustments of the Bond Guarantee Documents to the extent in accordance with Article 1;
  - (c) To execute and deliver the Bond Guarantee Documents on behalf of Vingroup, to perform the transactions as contemplated under the Bond Guarantee Documents and obligations, undertakings, and agreements of Vingroup as provided under the Bond Guarantee Documents;
  - (d) To decide and implement other necessary works and tasks to ensure the full performance by Vingroup of its obligations in accordance with the Guarantee;
  - (e) To decide the adjustment of the document content as provided in Article 2 above and all other agreements, documents, and payment orders for the purpose of implementation of the Guarantee; and
  - (f) To cooperate and assign tasks to relevant divisions/departments/units in order to perform the aforementioned tasks.
2. The General Director of Vingroup may authorize other personnel of Vingroup to perform any of the authorized tasks above.




**Article 4: Effective and implementation**

1. This Resolution takes effect from the signing date.
2. The members of the BOD, Board of Management and relevant departments of Vingroup are responsible to implement this Resolution.

Recipient:

- BOD members;
- Board of management;
- Board of control;
- Archives.

**P.P. BOARD OF DIRECTORS  
CHAIRMAN OF BOARD OF DIRECTORS**

  
PHAM NHAT VUONG