



On 16 May 2019, Chairman of the Board of Directors of Vingroup Joint Stock Company, on behalf of the BOD, issued the Resolution on the private placement of ordinary shares, increase of charter capital as the result of the placement and the amendment to the Company's Charter and related transaction documents (more details to be found in the attached Resolution).

**RESOLUTION OF THE BOARD OF DIRECTORS OF  
VINGROUP JOINT STOCK COMPANY**

*(Re: Approving the private placement of ordinary shares, increase of charter capital as the result of the placement and the amendment to the Company's Charter and related transaction documents)*

**BOARD OF DIRECTORS**

*Pursuant to:*

- *Law on Enterprises No. 68/2014/QH13 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26, 2014 and its guiding documents;*
- *Charter of Vingroup Joint Stock Company issued on May 31, 2018 and its amendments, supplements from time to time (“Vingroup”);*
- *Resolution No. 01/2019/NQ-DHDCD-VINGROUP issued by the General Meeting of Shareholders dated March 25, 2019 approving the plan for private placement of shares and other matters (“GMS Resolution 01/2019”);*
- *The status of implementation of the plan for the private placement of Vingroup which was approved by GMS Resolution 01/2019;*
- *Resolution No. 10/2019/NQ-HDQT-VINGROUP of the Board of Directors dated March 25, 2019 approving the list of potential investors to be offered and approving the registration of the private placement of shares;*
- *The functions, duty, and authority of the Chairman of Board of Directors of Vingroup.*

**RESOLVES**

**Article 1: To approve the private placement of Ordinary Shares (as defined in the Plan for Private Placement), in particular:**

1. The Investor to subscribe Ordinary Shares: SK Investment Vina II PTE. LTD (the "Investor")
2. Number of Ordinary Shares: 154,314,159 shares
3. The total par value of the Ordinary Shares to be issued: VND 1,543,141,590,000

**Article 2: To approve the increase of Vingroup's charter capital as the result of the private placement of Ordinary Shares to the Investor**

1. Registered charter capital: VND 32,756,212,300,000 (In words: *Thirty two trillion seven hundred fifty six billion two hundred twelve million and three hundred thousand Vietnamese Dong*).
2. The amount of charter capital to be increased: VND 1,543,141,590,000 (In words: *One trillion five hundred forty three billion one hundred forty one million five hundred and ninety thousand Vietnamese Dong*).

3. Charter capital after increase: VND 34,299,353,890,000 (In words: *Thirty four trillion two hundred ninety nine billion three hundred fifty three million eight hundred and ninety thousand Vietnamese Dong*).
  - The total number of shares: 3,429,935,389 shares, in which:
    - Ordinary shares: 3,345,935,389 shares
    - Preference shares: 84,000,000 shares
  - Par value: 10,000 Vietnamese Dong/share
4. Method to increase charter capital: Private placement of Ordinary Shares to the Investor.

**Article 3: To approve the amendment to the Company's Charter to reflect the increase in charter capital as provided under Article 2, in particular:**

- Amending Article 7.1 and Article 7.2 with respect to Vingroup's Charter Capital
- Amending Appendix 2 Details on Vingroup's Charter Capital

Other provisions of Vingroup's Charter which are not amended shall remain valid and enforceable.

To assign the legal representative of Vingroup to arrange the completion and execution of the Appendix of the Charter to record such amendments in accordance with applicable laws.

**Article 4: To approve and authorize all transactions, agreements, contents and the execution of the related transaction documents:**

The BOD hereby agrees to approve and authorize all the transactions, agreements and contents in relation to the receipt of the investment by SK Investment Vina II PTE. LTD in the Company as provided in:

1. The Share Subscription Agreement;
2. The Investor's Rights Agreement;
3. All agreements, contracts, and documents related to the share purchase transaction of the Investor; and
4. Amendments, supplements, termination or replacements (if any) of the documents from item (1) to item (3) above.

(hereinafter referred to collectively as the "**Transaction Documents**").

The BOD hereby agrees to approve and authorize the execution, performance, amendment, supplementation, termination or replacement of the Transaction Documents.

**Article 5: Implementation**

To authorize the Chief Executive Officer, the legal representative of Vingroup or the person duly authorized by the Chief Executive Officer to arrange the implementation, execution of the Transaction Documents and implement the private placement of shares to the Investor, register the increase of the charter capital and the listing of the new shares issued to the Investor with relevant authorities in accordance with the provisions and procedures as provided under applicable laws.

The Board of Directors hereby approves and adopts the Transaction Documents to be signed by the Chief Executive Officer or his authorized person.

**Article 6:    Validity**

This resolution takes effective from the signing date.

Members of the BOD, Management Board and relevant Departments, Divisions and Units of Vingroup shall be responsible for implementing this Resolution.

**Recipients:**

- Members of the BOD;
- Management Board;
- Inspection Committee;
- Vingroup's archives.

**ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRMAN**

(signed)

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**PHAM NHAT VUONG**