

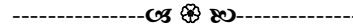
VINCOM JOINT STOCK COMPANY

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SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness



No. ___/09/NQ-DHDCD-VINCOM JSC

15th June 2009

**DRAFT RESOLUTION OF
THE ANNUAL GENERAL SHAREHOLDERS MEETING 2009
OF VINCOM JOINT STOCK COMPANY**

Pursuant to:

- *Law on Enterprises No. 60/2005/QH11 dated 29th November 2005;*
- *Charter of Vincom Joint Stock Company;*
- *Minutes of the Annual General Shareholders Meeting 2009 of Vincom Joint Stock Company dated 15th June 2009;*
- *Minutes of Vote Counting of the Annual General Shareholders Meeting 2009 of Vincom Joint Stock Company dated 15th June 2009.*

The Annual General Shareholders Meeting 2009 of Vincom Joint Stock Company (the “**Company**”) was organized at Hanoi Melia Hotel, 44 Ly Thuong Kiet Street, Hoan Kiem District, Ha Noi and was duly convened on 15th June 2009.

Participants:

- Shareholders holding shares of Vincom Joint Stock Company following the shareholders list prepared on _____.
- Number of attending shareholders: ___ shareholders and proxies, representing ___ shares, equivalent to ___% of total voting shares of the Company.

The Annual General Shareholders Meeting discussed and voted for approval of the following issues:

1. Approval of the Report of the Board of Directors

The Resolution is passed with approval ratio of ___% of total votes of the attending shareholders and proxies and is effective immediately.

2. Approval of the Report of the General Director

The Resolution is passed with approval ratio of ____% of total votes of the attending shareholders and proxies and is effective immediately.

3. Approval of the Report of the Supervision Board on the management activities over the Company by the BOD and Executive Board

The Resolution is passed with approval ratio of ____% of total votes of the attending shareholders and proxies and is effective immediately.

4. Approval of the Annual Accounts 2008

The Resolution is passed with approval ratio of ____% of total votes of the attending shareholders and proxies and is effective immediately.

5. Approval of the plan for use of 2008 profit

The Company shall implement the plan for use of 2008 profit as follows (1 of the 3 following plans):

Plan 1: The Company shall retain all 2008 after tax profit (VND 124,725,100,943) and shall not pay dividend.

Plan 2: The Company shall pay all 2008 after tax profit (VND 124,725,100,943) by issuing additional shares.

Plan 3: The Company shall pay temporary dividend with ratio of 5% of the charter capital of the Company (VND 1,199 billion), equivalent to VND 60 billion (or, VND 500 / share with par value VND 10,000).

The non-alloting or remaining profit following the above plan, the BOD of the Company shall use for supplementation of the self-funded capital in order to implement on schedule the Eden Project or for investment on new and potential projects of the Company.

The Plan ___ is passed with approval ratio of ____% of total votes of the attending shareholders and proxies and is effective immediately.

6. Approval on selection of the independent auditing company of the financial year 2009

Plan 1: Ernst & Young (Vietnam)

Plan 2: KPMG (Vietnam)

Plan 3: Price Waterhouse Coopers (Vietnam)

The Plan ___ is passed with approval ratio of ____% of total votes of the attending shareholders and proxies and is effective immediately.

7. Approval on the adjustment of the total anticipated investment capital of the Project for development of the building complex of offices and high-class apartments for lease, 5-star hotel, retail podium and sub-ground parking area in District 1 Ho Chi Minh City from VND 4,500,000,000,000 (at the time of issuance of the Investment Certificate

– October 2007) to VND6,389,449,000,000 (at September 2008) and VND8,400,000,000,000 (at May 2009)

The Resolution is passed with approval ratio of ____% of total votes of the attending shareholders and proxies and is effective immediately.

8. Approval on the Report on implementation of the projects

The Resolution is passed with approval ratio of ____% of total votes of the attending shareholders and proxies and is effective immediately.

9. Approval on the authorization to the BOD, the General Director of the Company to take necessary steps for implementing the above Resolutions and to report results in the following General Shareholders Meeting or to report in writing to the shareholders

The Resolution is passed with approval ratio of ____% of total votes of the attending shareholders and proxies and is effective immediately.

This Resolution is approved in full in the Annual General Shareholders Meeting 2009 of Vincom Joint Stock Company.

This Resolution takes effect from 15th June 2009, the Board of Directors and the General Director of the Company shall be responsible for implementing this Resolution.

**On behalf of the GSM
BOD Chairman**

Recipients:

- All shareholders;
- For archive.

Le Khac Hiep