

No.: /TCT-HDQT

Hanoi, 16th February, 2017

DRAFT

RESOLUTION
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2017
VIGLACERA CORPORATION - JSC
(In form of shareholders' feedback in written)

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- Pursuant to the Enterprise Law No. 68/2014 / QH13 passed by the National Assembly of the Socialist Republic of Vietnam adopted on 11.26.2014 and the documents guiding the implementation of the Enterprise Law;
 - Pursuant to the Securities Law No. 70/2006 / QH11 passed by the National Assembly of the Socialist Republic of Vietnam adopted on 29/06/2006, Law No. 62/2010 / QH12 dated 24/11/2010, amending supplementing some articles of the Securities Law and the documents guiding the implementation of the Securities Law;
 - Pursuant to the Regulation on organization and operation of the Viglacera Corporation - JSC;
 - Pursuant to the Report No. 108 / TCT-HDQT dated 02.16.2017 of the Board of Management Viglacera Corporation - JSC advocated the adoption of a plan to increase charter capital of Viglacera Corporation - JSC from 3,070 billions to 4,270 billions VND;
 - Pursuant to the Minutes meeting and the minutes counting votes of the General Meeting of Shareholders on / / 2017;

RESOLVE

Article 1. To pass the Plan of issue 120,000,000 shares certificates of Viglacera Corporation JSC to public to increase the charter capital from 3,070 billion dong to 4,270 billion dong following the proposal No. 108/TCT-HDQT dated 16th February, 2017

- Name of shares issued : Shares of Viglacera Corporation JSC
- Types of shares : Ordinary shares, freely transferable
- Par value : 10,000 dong/share
- Current charter capital : 3,070,000,000,000 dong
- Total of outstanding shares : 307,000,000 shares
- Expected offered shares : 120,000,000 shares
- Total value of expected issued shares at par value: 1,200,000,000,000 dong
- Ratio of expected issued shares over outstanding shares: 39.09%
- Subject to be offered: Investors being organizations and individuals at local and aboard on the security market.
- Mode of issuance: Public auction of 120,000,000 shares at Hanoi Stock Exchange
- Offering time: Expected within quarter 2 of 2017 and after the approval of State

Securities Commission.

- Expected auction starting price: According to book value of VGC shares on separate Financial Statements of Viglacera Corporation JSC dated 30/09/2016.

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Article 2 Plan for handling the shares not sold out

In In case the Corporation does not sell all the shares as registered through auction, the General Meeting of Shareholders authorizes the Board of Management actively search and select other investors and make the distribution thoses shares to investors (including investors are stock options subject to the provisions of Clause 3, Article 1 of Decree No. 60/2015 / ND-CP dated 26/06/2015) at the price not lower than the lowest successful bid at the Hanoi stock exchange in public issue, and ensure compliance with current regulations.

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Article 3. Adoption of using proceeds from the issuance are as follows:

No	The purpose of capital	Amount of money (billions dong)
1	Project Investment for Viglacera Porcerlain My Xuan factory	292
2	Project Investment in construction and infrastructure business Dong Van Industrial Park IV Phase 1 -Hanam Province	154,2
3	Project Investment in construction and infrastructure business Yen Phong Industrial Park expansion	691,69
4	Project Investment in Ultra-white Float glass production line	310
5	Additional working capital for the Corporation	16,11
Total		1.464

The General Meeting of Shareholder authorize the Board of Management may adjust the amount used for each project or change the plan of capital using than the above plan for ensuring appropriate business situation of Corporation and report at the nearest General Meeting of Shareholders.

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Article 4. Adoption of the listing number of additional shares issuance

Through the registration of additional listing at the Hanoi Stock Exchange (HNX) and register additional depository at Vietnam Securities Depository Center (VSD) the entire amount of additional shares issued under the on the court immediately after the Corporation shall report the results to issue shares under the existing legal provisions.

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Article 5. Adoption of the General Meeting of Shareholders authorize the Board of Management to decide on other matters related to the issuance under the existing legal provisions

- Authorization for the Board of Management to consider and choose consultant agency, actively implement the activities related to the issuance of shares in accordance with the provisions of law and charter of the Corporation Viglacera - JSC to ensure the interests of shareholders, benefits Viglacera Corporation - JSC;
- Select the appropriate time of issuance;
- Approve the issuance plan in detail and implement necessary procedures to deploy the release plan has been approved;
- Proactively build and explain profile for permission to issue securities sent to The State Securities Commission. At the same time, actively adjusted issuance plans and other relevant documents follow the request of The State Securities Commission and other relevant authorities;
- Flexible adjustment and allocation of the proceeds from the offering capital for purposes specified in the plan have been released;
- Flexibility to adjust the number of shares offered to the public as to ensure compliance with the provisions of law;
- Review and implement plans for additional funding through the outstanding bank loans under Credit agreements and other sources in the case the proceeds from the distribution of shares in order to implement the project approved by the General Meeting of shareholders through insufficient as planned;
- Amendment of Articles relating to the charter capital, shares, shares in the charter organization and operation of Viglacera Corporation - JSC after completion of the issuance ;
- Perform the necessary procedures related to complete the issuance;
- Implementing procedures for business registration with the Department of Planning and Investment in Hanoi after completing the issuance;
- Depending on the specific case, the Board of Management may authorize the General Director to carry out one or more of the above-mentioned specific work;
- Other tasks related.

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Article 6. Implementation Provisions

This Resolution shall take effect from the date of signing, all the shareholders of the Corporation Viglacera - JSC, members of the Board of Management, members of the Supervisory Board are responsible for the implementation of this Resolution.

**FOR GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN OF THE BOARD**

A handwritten signature in blue ink, consisting of several loops and a long diagonal stroke extending upwards and to the right.

LUYEN CONG MINH