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VINPEARL JOINT STOCK COMPANY

(a shareholding company incorporated under the laws of the Socialist Republic of Vietnam)

**(1) PROPOSED REPURCHASE OF
3.25% GUARANTEED EXCHANGEABLE SUSTAINABLE BONDS DUE
2026; AND**

**(2) PROPOSED ISSUE OF
NEW FIXED RATE GUARANTEED EXCHANGEABLE BONDS DUE
2029,**

EACH EXCHANGEABLE INTO SHARES OF



VINGROUP JOINT STOCK COMPANY

(a shareholding company incorporated under the laws of the Socialist Republic of Vietnam)

JOINT LEAD MANAGERS



JOINT DEALER MANAGERS



INTRODUCTION

Reference is made to the Existing Bonds constituted by the Trust Deed, which are exchangeable into the Shares at an initial exchange price of VND109,680 per Share subject to adjustment in certain circumstances. The Existing Bonds are listed on the SGX-ST (ISIN: XS2387598209; Common Code: 238759820).

Terms defined in the Trust Deed issued in connection with the Existing Bonds shall have the same meanings in this announcement, except where the context otherwise requires or except where otherwise specifically provided herein.

As at the date of this announcement, there are outstanding Existing Bonds in the principal amount of US\$425,000,000. Assuming full exchange of the outstanding Existing Bonds at the current exchange price of VND109,680 per Share, the outstanding Existing Bonds will be exchangeable into approximately 88,189,049 Shares.

THE PROPOSED REPURCHASE OF EXISTING BONDS

Pursuant to the terms and conditions of the Existing Bonds, the Issuer or any of its Subsidiaries may at any time and from time to time purchase the Existing Bonds at any price in the open market or otherwise.

The Issuer proposes to carry out a repurchase of up to US\$350,000,000 in aggregate principal amount of the Existing Bonds. On 30 July 2024, the Issuer, the Company and the Joint Dealer Managers entered into the Dealer Manager Agreement pursuant to which, on the Effective Date, the Issuer has appointed the Joint Dealer Managers to, among others, assist with the identification and contacting of the holders of the Existing Bonds and invite such holders to offer to sell their Existing Bonds to the Issuer.

The Concurrent Repurchase will be conducted concurrently with the Proposed New Bonds Issue, and is expected to close three business days after the settlement date of the New Bonds (the “**Settlement Date**”).

Completion of the Concurrent Repurchase is subject to, among others, completion of the Proposed New Bonds Issue and the conditions precedent set forth in the Dealer Manager Agreement, market conditions and investors’ demand. Investors and Shareholders are urged to exercise caution when dealing in the securities of the Issuer and/or the Company.

Following the settlement of the Concurrent Repurchase, the Existing Bonds repurchased will be cancelled in accordance with the terms and conditions of the Existing Bonds.

The Concurrent Repurchase will not be conducted within or offered to the United States or to persons located or resident in the United States, or to a person acting on behalf of a beneficial owner of the Existing Bonds located or resident in the United States or acting for the account or benefit of any person located or resident in the United States.

The repurchase price under the Concurrent Repurchase will be US\$206,320 per US\$200,000 principal amount of the Existing Bonds. In addition to the repurchase price, the Issuer will pay, in respect of the Relevant Bonds accepted for repurchase pursuant to the Concurrent Repurchase, a cash amount representing accrued and unpaid interest on the Relevant Bonds from (and including) 21 March 2024, being the immediately preceding interest payment date prior to the Concurrent Repurchase in relation to the Existing Bonds to (but excluding) the Settlement Date.

THE PROPOSED NEW BONDS ISSUE

Concurrent with the Concurrent Repurchase, the Issuer proposes to issue the New Bonds to institutional investors.

The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, Deutsche Bank AG, Singapore Branch and Daiwa Capital Markets Hong Kong Limited have been appointed as the Joint Lead Managers in respect of the Proposed New Bonds Issue.

Terms of the Proposed New Bonds Issue, including the size of the Proposed New Bonds Issue and other terms, will be determined through a book-building exercise to be conducted. Upon finalisation of the terms of the Proposed New Bonds Issue, the Issuer, the Company and the Joint Lead Managers will enter into a subscription agreement for the Proposed New Bonds Issue.

The New Bonds have not been and will not be registered under the Securities Act. The New Bonds will only be offered outside of the United States in offshore transactions in reliance with Regulation S under the Securities Act.

PROPOSED USE OF PROCEEDS

The Proposed New Bonds Issue is subject to market conditions and investors' interest. If the Issuer proceeds with the Proposed New Bonds Issue, the Issuer currently intends to use the net proceeds for the following purposes, including, but not limited to, refinancing the Issuer's existing obligations, including the Existing Bonds pursuant to the Concurrent Repurchase.

GENERAL INFORMATION

As completion of the Concurrent Repurchase is subject to, among others, completion of the Proposed New Bonds Issue and the conditions precedent set forth in the Dealer Manager Agreement, market conditions and investors' demand and no binding agreement in respect of the Proposed New Bonds Issue has been entered into as at the date of this announcement, the Concurrent Repurchase and the Proposed New Bonds Issue may or may not materialise. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Issuer and/or the Company.

Further announcement(s) will be made by the Issuer in respect of the Concurrent Repurchase and/or the Proposed New Bonds Issue as and when appropriate in accordance with the listing manual of the SGX-ST.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Company”	Vingroup Joint Stock Company, a shareholding company incorporated under the laws of the Socialist Republic of Vietnam, the shares of which are listed on the Ho Chi Minh City Stock Exchange
“Concurrent Repurchase”	the proposed repurchase of up to US\$350,000,000 of the Existing Bonds by the Issuer
“Dealer Manager Agreement”	the dealer manager agreement dated 30 July 2024 entered into among the Issuer, the Company and the Joint Dealer Managers in relation to the appointment of The Hongkong and Shanghai Banking

	Corporation Limited, Singapore Branch and Deutsche Bank AG, Singapore Branch in connection with the Concurrent Repurchase
“Effective Date”	30 July 2024
“Existing Bonds”	the US\$425,000,000 3.25% guaranteed exchangeable sustainable bonds due 2026 issued by the Issuer
“Issuer”	Vinpearl Joint Stock Company, a shareholding company incorporated under the laws of the Socialist Republic of Vietnam
“Joint Dealer Managers”	The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch and Deutsche Bank AG, Singapore Branch
“Joint Lead Managers”	The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, Deutsche Bank AG, Singapore Branch and Daiwa Capital Markets Hong Kong Limited
“New Bonds”	Fixed rate exchangeable bonds due 2029, exchangeable into the Shares, which are proposed to be issued by the Issuer
“Proposed New Bonds Issue”	the proposed issue of the New Bonds
“Relevant Bonds”	the Existing Bonds accepted for repurchase by the Issuer and received by the Joint Dealer Managers from holders of such Existing Bonds
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of VND 10,000 each
“Trust Deed”	the trust deed dated 16 September 2021 entered into between the Issuer, the Company and the Trustee constituting the Existing Bonds
“Trustee”	The Bank of New York Mellon, London Branch
“United States”	the United States of America, its territories, possessions and all areas subject to its jurisdiction
“US\$”	US dollar(s), the lawful currency of the United States

30 July 2024