

MINUTES OF COUNTING OF THE VOTES

Re: Voting in the form of written about the registration, deposit shares of company at Vietnam Securities Depository and registration of listing shares of company at Hochiminh Stock Exchange, the plan to issue individual shares to increase the charter capital, Agree to establish subsidiary, join venture, associate and authorize to Board of Directors

- Pursuant to Law of Enterprise No. 68/2014/QH13 dated 26 November 2014;
- Pursuant to Charter of Vietjet Aviation Joint Stock Company;
- Pursuant to the list of shareholder as at 19 December 2016 to get the voting in written.
- Pursuant to the total received voting as at 17h dated 31 December 2016.

Today, 3 January 2017, 3:00 pm at head office Vietjet Aviation Joint Stock Company (Business license No. 0102325399), 30D Kim Ma Thuong street, Cong Vi Ward, Ba Dinh District, Ha Noi City, Voting Committee conduct the summary of voting in the form of written:

I. PURPOSE AND ARTICLES MUST BE APPROVED BY SHAREHOLDERS.

1. Purpose

Approve (i) the registration, deposit shares of company at Vietnam Securities Depository and registration of listing shares of company at Hochiminh Stock Exchange, (ii) the plan to issue individual shares to increase the charter capital, (iii) agree to establish subsidiary, join venture, associate and (iv) authorise to Board of Directors to decide the scope of work under the right of General Investor Meeting

2. Articles must be approved by shareholders

- Article 1: the registration, deposit shares of company at Vietnam Securities Depository and registration of listing shares of company at Hochiminh Stock Exchange (HOSE).
- Article 2: the plan to issue individual shares to increase the charter capital
- Article 3: agree to establish subsidiary, join venture, associate
- Article 4: authorise to Board of Directors to decide the scope of work under the right of General Investor Meeting

II. MEMBER OF VOTING COMMITTEE

BOARD OF DIRECTORS

1. Nguyen Thanh Ha – Chairman
2. Nguyen Thi Phuong Thao - Deputy Chairman
3. Nguyen Thanh Hung – Deputy Chairman
4. Luu Duc Khanh – Member
5. Luong The Phuc – Member
6. Chu Viet Cuong – Member

VOTING COUNT

1. Nguyen Duc Tam – Deputy General Director
2. Pham Thi Yen – Secretary of Board of Directors

REPRESENTATIVE BOARD OF SUPERVISORS

1. Tran Duong Ngoc Thao

III. VOTING COMMITTEE CONDUCTED THE VOTING COUNT AS THE RULES:

- Agree: shareholders tick on the Agree box will be considered Agree with the Article
- Disagree: shareholders tick on the Disagree box will be considered Disagree with the Article
- Not participate : the voting have been returned due to the wrong address, or the voting which not send back to Company are considered Not participate
- Incorrect: the voting send back to Company but later than due day, or unseal voting written

IV. THE VOTING RESULT

1. Number of voting shares

- Total of voting shares 75 shareholders, own 300,000,000 shares equivalent 100% total voting shares
- Total of received voting shares 75 shareholders, own 300,000,000 shares equivalent 100% total voting shares
- Total of not participate voting shares 36 shareholders, own 18,466,873 shares equivalent 6.16% total voting shares
- Total of participate voting shares 39 shareholders, own 281,533,127 shares equivalent 93.84% total voting shares (attached list)
- Total of correct voting shares 39 shareholders
- Total of incorrect voting shares Nil
- Method of voting In written

2. Number of voting shares for each article

Total of participate voting shares:

- Article 1 281,533,127 shares
- Article 2 (*) 237,587,067 shares
- Article 3 281,533,127 shares
- Article 4 281,533,127 shares

Total of not participate voting shares:

- Article 1 0 shares
- Article 2 43,946,060 shares
- Article 3 0 shares
- Article 4 0 shares

(*) Sunny Investment Ltd. Co. is the related party involves directly to the plan to issue individual shares, it is not allowed to vote for Article 2. Company has dismissed the voting of Sunny in Article 2.

V. CONTENT

1. Agree the registration, deposit shares of company at Vietnam Securities Depository and registration of listing shares of company at Hochiminh Stock Exchange

1.1 The registration, deposit shares of company at Vietnam Securities Depository and registration of listing shares of company at Hochiminh Stock Exchange

- Apply the registration, deposit shares of company at Vietnam Securities Depository
- Agree the registration of listing all the issued shares of Company at Hochiminh Stock Exchange
- The propose time for registration, deposit and listing: authorized for Board of Directors to decide the reasonable time for registration, deposit and listing in 2017

1.2 Authorised for Board of Directors

Authorised for Board of Directors to choose the reasonable time for registration, deposit and listing and complete the documentation, implement the procedures for registration, deposit and listing in the provision of Law.

The voting for the registration, deposit shares of company at Vietnam Securities Depository and registration of listing shares of company at Hochiminh Stock Exchange:

Voting	Number of participate shares	Percentage
Agree	277,142,731	92.38%
Disagree	0	0%
Fair	4,390,396	1.46%

2. Agree the plan to issue individual shares to increase the charter capital

2.1 The plan to issue individual shares to increase the charter capital

- Type of shares : common shares
- Par value : 10.000 VND/share
- Total issued shares : 300.000.000 shares
- Total treasury shares : Nil
- Total number of shares in issue : 300.000.000 shares
- Total addition issued shares : 22.388.060 shares equivalent 7.46% (seven point forty six percent) total number of shares in issue
- Total value at par : 223.880.600 VND
- The mode of issue : issue individual shares
- The investors:
 - Name : Sunny Investment Ltd. Co.
 - Business license : Business license No. 0314092837 of Hochiminh City Investment and Development issued on 2 November 2016 and revised the second time on 06 December 2016.
 - Head office address : 10th Floor, 58 Nguyen Dinh Chieu, Dakao Ward, District 1, HCMC
- Price : 84,600 VND/share (Eighty four thousand six hundred Vietnam dong)
- Total value : 1,894,029,876,000 VND
- Restricted transfer : total shares issued in the individual shares will be restricted transfer within 1 year after the completed day.

- Expect time : In 2017, after get approval from General Investor Meeting and State Securities Commission.
- Total Charter Capital : 3,223,880,600,000

2.2 Plan to use capital from the issuance

Plan to use capital from the issuance: total capital will add to working capital of Company as following details:

- Rent, deposit for buying aircraft
- Upgrade the Information Technology system
- Others

2.3 Increase charter capital and revise the charter of company

Increase charter capital and revise the related information in the charter of company with the total value of total issued shares as the proposed plan.

2.4 Deposit and listing the new issued shares

Registration, deposit the addition issued share of company at Vietnam Securities Depository and list the shares at Hochiminh Stock Exchange.

2.5 Authorised for Board of Directors complement the following details:

- Decide the reasonable time
- Amend and revise the plan according to the requirements of State Securities Commission and Regulator in purpose of compliance the provision of Law and decide the necessary duties for the plan.
- Implement in the compliance of the provision of Law for the registration, deposit and listing the additional shares.
- Decide the detailed plan of using capital from the issuance
- Decide the handling the unsold shares.
- Implement the procedures to complete the issuance in the provision of Law and Charter of company.
- Implement the amend Business License and Charter of company according to the new issuance.

2.6 Others

All shareholders agreed to not exercise the pre-emptive rights to the new addition shares as the above proposed plan with the proportionately with the own existing shares.

Voting	Number of participate shares (**)	Percentage
Agree	233,196,671	91.07%
Disagree	0	0%
Fair	4,390,396	1.71%

(**) Company has dismissed the voting of Sunny in Article 2.

3. Agree to establish subsidiary, joint venture, associate

3.1 Agree to establish subsidiary, joint venture, associate in the following areas:

- Aircraft leasing: establish subsidiary, joint venture, associate to provide aircraft leasing for the local and international airlines, buying and selling consultant service, negotiation, delivery, broker buying and selling, management aircraft for parties.
- Airport service: establish subsidiary, joint venture, associate to mine the infrastructure, equipment of airfield, aircraft maintenance service, aviation spare parts, providing services in passenger terminal, cargo, commercial service, providing ground commercial service.
- Franchise: establish subsidiary, joint venture, associate to implement the business operation as franchise. The potential market includes Thailand, Myanmar, China, India, Taiwan, Japan, Korea and others for LCC model.
- E-commercial: establish subsidiary, joint venture, associate to develop the E-commercial solution and build the database passenger, Hi-tech Aviation Management solution.
- Finance and Insurance: establish subsidiary, joint venture, associate to provide the consumer finance, insurance... base on the passenger's database and distribution channel of Vietjet.

3.2 Authorise for Board of Directors

General Investor Meeting agreed to authorize for Board of Director to prepare the detailed plan to establish the subsidiary, joint-venture, associate as 3.1 included but no limited for the scope:

- Select the form of business
- Select the business areas
- Raise charter capital and form of equity
- Prepare the operating model, business plan and business development strategy.
- Select and appoint Board of Management for the company
- Complete the procedures for business license registration and operate in the provision of Law

Voting	Number of participate shares (**)	Percentage
Agree	277,142,731	92.38%
Disagree	0	0%
Fair	4,390,396	1.46%

4. Agree to authorize for Board of Directors decide the scope of work under the right of General Investor Meeting

General Investor Meeting agreed to authorize for Board of Directors to decide the scope of work under the right of General Investor Meeting:

1. Decision to ratified or not ratified one or many related transactions, contracts have the amount equal or greater than 50% (fifty percent) total asset in the recent announced financial statement.
2. Decision to invest or realize the assets have the value equal or greater than 50% (fifty percent) total asset in the recent announced financial statement.
3. Decision to joint in one transaction or many transactions with related parties have at least 30% (thirty percent) total asset in the recent announced financial statement.

Voting	Number of participate shares (**)	Percentage
Agree	277,142,731	92.38%
Disagree	0	0%
Fair	4,390,396	1.46%

This minute is legal basis to issue the Resolution of General Investor Meeting firstly in 2017 decision on the registration, deposit shares of company at Vietnam Securities Depository and registration of listing shares of company at Hochiminh Stock Exchange, 0 plan to issue individual shares to increase the charter capital, agree to establish subsidiary, join venture, associate and authorise to Board of Directors to decide the scope of work under the right of General Investor Meeting

The minute was made on 5:00 pm 03 January 2017, and Voting Committee agreed all contents.

LEGAL REPRESENTATIVE

CHAIRMAN OF VOTING COMMITTEE

NGUYEN THI PHUONG THAO

NGUYEN THANH HA