

VINGROUP JOINT STOCK COMPANY

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No: 338/2020/CV-TGD-VINGROUP

THE SOCIALIST REPUBLIC OF VIETNAM

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Hanoi, 29 May 2020

**DISCLOSURE OF INFORMATION  
ON THE ELECTRONIC INFORMATION PORTAL OF THE STATE SECURITIES  
COMMISSION AND HO CHI MINH CITY STOCK EXCHANGE**

**To: The State Securities Commission  
Ho Chi Minh City Stock Exchange**

- Company: **VINGROUP JOINT STOCK COMPANY ("Vingroup")**
- Ticker symbol: **VIC**
- Head office address: No. 7, Bang Lang 1 Street, Vinhomes Riverside Eco-Logical Urban Area, Viet Hung Ward, Long Bien District, Hanoi  
Tel: (84 24) 3974 9999  
Fax: (84 24) 3974 8888
- The person making the disclosure of information: **Mr. Nguyen Viet Quang**
- Title: Vice Chairman cum Chief Executive Officer
- Type of information disclosed: ☐ periodic ☐ extraordinary ☒ 24-hour ☐ as requested
- **The content of information disclosure:**  
The Meeting Minutes and the Resolution of the Annual General Meeting of Shareholders in 2020.  
This information is disclosed on the Company's website: [www.vingroup.net/en](http://www.vingroup.net/en), under the Investor Relation section.  
I hereby certify that the above information is true and we are fully responsible before the laws with regards to the information disclosed.

**Attachments:**

*Meeting Minutes and Resolution of  
the Annual General Meeting of  
Shareholders in 2020.*

**THE LEGAL REPRESENTATIVE OF VINGROUP**

**(signed)**

**NGUYEN VIET QUANG**  
**Vice Chairman cum Chief Executive Officer**

No: 01/2020/NQ-DHDCD-VINGROUP

Hanoi, 28 May 2020

**RESOLUTION OF 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF VINGROUP JOINT STOCK COMPANY**

**THE GENERAL MEETING OF SHAREHOLDERS**

**Pursuant to:**

- *The Law on Enterprises and its guiding documents;*
- *The Law on Securities and its guiding documents;*
- *The Charter of Vingroup Joint Stock Company (“Vingroup”);*
- *The Meeting Minutes of 2020 Annual General Meeting of Shareholders of Vingroup (the “AGM”) dated 28 May 2020;*
- *The vote counting minutes of the AGM dated 28 May 2020*

**RESOLVES TO:**

- 1. Approve the Report of the Board of Directors (the “BOD”).**
- 2. Approve the Report of Management on 2019 Business Performance and 2020 Business Plan.**
- 3. Approve the Report of the Supervisory Board on the Business Results of Vingroup, Activities of the BOD and the Management in 2019.**
- 4. Approve the 2019 Audited Financial Statements and use of proceeds from private placement of ordinary shares.**
- 5. Approve the Appropriation Plan for 2019 undistributed earnings according to the Proposal of the BOD.**
- 6. Approve the Remuneration for members of the BOD and the Supervisory Board according to the Proposal of the BOD and the Supervisory Board.**
- 7. Implementation of the Resolution**

This Resolution takes effect from the date of signing.

The members of the BOD, the Supervisory Board and the Management are responsible for organizing and implementing all contents of this Resolution.

To:

- SSC, HOSE, VSD;
- Shareholders;
- Vingroup archives.

**ON BEHALF OF THE GENERAL MEETING  
OF SHAREHOLDERS  
CHAIRMAN OF THE BOD**

(signed)

**PHAM NHAT VUONG**

**VINGROUP JOINT STOCK COMPANY  
2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
MEETING MINUTES**

**VINGROUP JOINT STOCK COMPANY**

- Headquarters: No. 7, Bang Lang 1 Street, Vinhomes Riverside Ecological Area, Viet Hung Ward, Long Bien District, Hanoi.
- Business Registration Certificate No.: 0101245486 issued for the first time on 03 May 2002 by the Business Registration Office No. 1 – Department of Planning and Investment of Hanoi.

**Time and Venue:** The 2020 Annual General Meeting of Shareholders was called to order at 9:00 AM on 28 May 2019 and was held in a form of a multi-location video conference at the following venues:

1. *Main Venue: Vingroup Head Office, No. 7 Bang Lang 1 Street, Vinhomes Riverside Ecological Urban Area, Viet Hung Ward, Long Bien District, Hanoi, Vietnam.*
2. *Almaz Convention Center, Hoa Lan Street, Vinhomes Riverside Ecological Urban Area, Phuc Loi Ward, Long Bien District, Hanoi, Vietnam.*
3. *Symphony Office Building, Chu Huy Man Street, Vinhomes Riverside Ecological Urban Area, Phuc Loi Ward, Long Bien District, Hanoi, Vietnam.*

**A. PRE-MEETING FORMALITIES****1. Announcement of the Meeting's purpose**

The MC announced the purpose of the Meeting: The 2020 Annual General Meeting of Shareholders was convened in compliance with the applicable laws and Vingroup's Charter to seek shareholders' approval on a number of issues under the jurisdiction of the AGM (the "Meeting" or the "AGM"). The Chairman announced that the Meeting was organized and operated in accordance with the Regulations on the organization and operation of the annual and extraordinary general meeting of shareholders which was approved at the 2019 AGM.

**2. Shareholder Attendance Report**

The MC gave the shareholder attendance report on behalf of the Organizing Committee at 9:00 AM:

- Total number of shareholders attending either directly or by proxy was **101** people, representing **2,992,656,333** shares, equivalent to **88.48%** of voting rights (based on the Shareholders Register on Record as of 27 April 2020 provided by the Vietnam Securities Depository).
- Pursuant to Vingroup's Charter, a Meeting is validly convened when there is a quorum of at least 51% voting rights represented by shareholders attending either directly or by proxy.

Thus, the Meeting satisfied the provisions and can be proceeded.

**3. Introduction of the Presiding Committee and the Chairman of the Meeting:**

- Mr. Pham Nhat Vuong – Chairman of the Board of Directors ("BoD") cum Chairman of the Meeting

- Mr. Nguyen Viet Quang – Vice Chairman of the BoD cum Chief Executive Officer
- Mr. Le Khac Hiep – Vice Chairman of the BoD, Independent BoD member
- Ms. Nguyen Dieu Linh – Vice Chairwoman of the BoD
- Mr. Nguyen The Anh – Head of the Supervisory Board

**4. Nomination of Meeting Secretaries by the Presiding Committee, as approved by 100% of the shareholders attending the Meeting:**

- Ms. Trinh Thu Hao
- Ms. Le Thi Giang

**5. Nomination of the Vote Counting Committee by the Presiding Committee, as approved by 100% of the shareholders attending the Meeting:**

- Ms. Nguyen Thi Phuong Chung – Head of the Vote Counting Committee
- Ms. Ngo Thi Nguyet – Member of the Vote Counting Committee
- Mr. Do Minh Nghia – Member of the Vote Counting Committee

**Supervising Shareholders:**

- Ms. Nguyen Thi Thanh Van – Member of the Vote Counting Committee
- Ms. Pham Viet Hang – Member of the Vote Counting Committee
- Ms. Pham Thy Tho – Member of the Vote Counting Committee

**B. CONTENT OF THE AGM**

**I. Approval of Meeting Agenda and Regulations on the organization and operation of the annual and extraordinary meetings of shareholders**

1. The Presiding Committee announced the Meeting Agenda (*attached hereto as Annex 1*), which was passed by 100% of the shareholders attending the Meeting.
2. The Regulations on Organization and Operations of the Annual and Extraordinary General Meetings of Shareholders (*attached hereto as Annex 2*), which was passed by 100% of the shareholders attending the Meeting.

**II. Presentation of reports and proposals to be discussed and approved by the AGM**

1. Mr. Le Khac Hiep – Vice Chairman of the BoD, presented a Summary Report of the BoD.
2. Mr. Nguyen Viet Quang – Vice Chairman of the BoD cum CEO, presented a Summary Report of Management on 2019 business performance and 2020 business plan.
3. Mr. Nguyen Viet Quang - Vice Chairman of the BoD cum CEO, presented a Summary of the 2019 Audited Financial Statements and use of proceeds from the private placement of ordinary shares.
4. Mr. Nguyen The Anh – Head of the Supervisory Board, presented a Summary Report of the Supervisory Board on business results of the Company, and activities of the BoD and Management in 2019.
5. Mr. Le Khac Hiep – Vice Chairman of the BoD, presented a Summary of the proposed Appropriation Plan for 2019 undistributed earnings.
6. Mr. Le Khac Hiep – Vice Chairman of the BoD, presented a Summary of the proposed Remuneration for the members of the BoD and the Supervisory Board.

### III. DISCUSSION

The Presiding Committee and the AGM listened to the opinions of the shareholders and discussed the contents of the reports and proposals presented at the AGM.

The AGM agreed on the contents of the discussion and had no further comments.

### IV. VOTING AND ANNOUNCEMENT OF VOTING RESULTS

1. The Head of the Vote Counting Committee updated on the results of the Shareholder Attendance Report and gave voting instructions:

- Updates on number of shareholders before the AGM proceeds to voting as of 10:00 AM:
- Total number of shareholders attending in person and by proxy: 135 people, representing 3,004,280,378 shares, accounting for 88.82% of voting rights.
- Voting instructions were given.

2. Voting session.

3. Vote counting and announcement of voting results:

- Total number of voting ballots distributed to shareholders: 135 ballots, representing 3,004,280,378 shares, accounting for 100% voting rights at the Meeting.
- Total number of voting ballots collected: 129 ballots, representing: 3,004,279,938 shares, accounting for 100% of voting rights at the Meeting, under which:
  - Valid voting ballots: 127 ballots, representing: 3,004,279,665 shares, accounting for 100% of voting rights at the AGM.
  - Invalid voting ballots: 2 ballots, representing: 273 shares, accounting for 0.00% of voting rights at the AGM.

(Detailed results are shown in the 2020 AGM Vote Counting Minutes).

### V. APPROVALS

1. **Approved: Report of the BoD** (*attached hereto as Annex 3*).

*This Report was adopted by 3,004,279,655 shares, equivalent to 100% of the total votes.*

2. **Approved: Report of the Management on 2019 business performance and 2020 business plan** (*attached hereto as Annex 4*).

*This Report was adopted by 3,004,279,655 shares, equivalent to 100% of the total votes.*

3. **Approved: Report of the Supervisory Board on business results of Vingroup, and activities of the BoD and Management in 2019** (*attached hereto as Annex 5*).

*This Report was adopted by 3,004,279,655 shares, equivalent to 100% of the total votes.*

4. **Approved: 2019 Audited Financial Statements and use of proceeds from the private placement of ordinary shares** (*attached hereto as Annex 6*).

*This Report was adopted by 3,004,279,655 shares, equivalent to 100% of the total votes.*

5. **Approved: Appropriation Plan according to the Proposal of the BoD at the Meeting** (*attached hereto as Annex 7*).

*This Plan was approved by 3,004,279,205 shares, equivalent to 100% of the total votes.*

6. **Approved: Remuneration for the members of the BoD and the Supervisory Board as follows:**

- **Actual remuneration for 2019** (*attached hereto as Annex 8*).

*This Plan was approved by 3,004,279,665 shares, equivalent to 100% of the total votes.*

**C. ADOPTION OF MINUTES AND MEETING ADJOURNMENT**

The Meeting Minutes and enclosed Annexes were adopted and approved by 100% of total votes.

The Chairman of the Meeting adjourned Vingroup's 2020 Annual General Meeting of Shareholders at 10:30am on the same day.

**Meeting Secretaries**

**Chairman of the Meeting**

**(signed)**

**(signed)**

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**Trinh Thu Hao**

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**Pham Nhat Vuong**

**(signed)**

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**Le Thi Giang**

**AGENDA**  
**2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**VINGROUP JOINT STOCK COMPANY**

Time	Content	Chaired by
08:30 – 09:00	Shareholder registration & distribution of meeting materials	Organizing Committee
09:00 – 09:05	Shareholder Attendance Report	Head of Shareholder Eligibility Verification Committee
09:05 – 09:10	Introduction of the Annual General Meeting of Shareholders (“AGM”) Chairperson and Presiding Committee	MC
09:10 – 09:15	Opening ceremony, nomination of the AGM Secretaries and election of Vote Counting Committee	Presiding Committee
09:15 – 09:20	Approval of the regulations on the organization and operation of the annual and extraordinary General Meetings of Shareholders	
09:20 – 09:25	Approve of the meeting agenda	
09:25 – 09:45	Presentation of reports and proposals:	
	1. Report of the Board of Directors (“BOD”)	Presiding Committee
	2. Report of the Management on 2019 business performance and 2020 business plan	Chief Executive Officer
	3. 2019 Audited Financial Statements and use of proceeds from private placement of ordinary shares	
	4. Report of the Supervisory Board on Business Results of the Company, and activities of the BOD and the Management in 2019	Head of the Supervisory Board
	5. Proposal regarding the Appropriation Plan for the 2019 undistributed earnings;	Presiding Committee
	6. Proposal regarding the Remuneration for members of the BOD and the Supervisory Board	
09:45 – 10:15	Discussion	Presiding Committee
10:15 – 10:35	Voting execution	Vote Counting Committee
	Vote counting	Vote Counting Committee
	Short break	
10:35 – 10:45	Announcement of voting results	Vote Counting Committee
	Approval of the AGM’s Meeting Minutes and Closing Ceremony	Presiding Committee



VINGROUP JOINT STOCK COMPANY



## ANNEX 2

*(Attached to the 2020 AGM Meeting Minutes)*

THE SOCIALIST REPUBLIC OF VIET NAM

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*Hanoi, 28 May 2020*

### REGULATIONS ON THE ORGANIZATION AND OPERATION OF THE ANNUAL AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS OF VINGROUP JOINT STOCK COMPANY

Pursuant to:

- *The Law on Enterprises No. 68/2014/QH13 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2014;*
- *The Law on Securities No. 70/2006/QH11 adopted by the National Assembly of the Socialist Republic of Vietnam on 29 June 2006;*
- *The Law amending and supplementing articles of the Law on Securities No. 62/2010/QH12 adopted by the National Assembly of the Socialist Republic of Vietnam on 24 November 2010;*
- *The Charter of Vingroup Joint Stock Company.*

#### CHAPTER I GENERAL PROVISIONS

##### **Article 1: Scope and applicability**

- 1.1 These Regulations shall apply to the organization of annual and extraordinary general meetings of shareholders (hereinafter referred to as the “**Meeting**” or “**GMS**”) of Vingroup Joint Stock Company (hereinafter referred to as “**Vingroup**”);
- 1.2 These Regulations set forth provisions on the rights and obligations of shareholders, proxies and relevant parties participating in the Meeting, and on conditions and procedures of the Meeting;
- 1.3 Shareholders or proxies attending the Meeting and relevant parties shall be responsible for implementation in line with these Regulations.

#### CHAPTER II RIGHTS AND OBLIGATIONS OF GMS PARTICIPANTS

##### **Article 2: Rights and obligations of shareholders or their proxies**

- 2.1 Eligibility:  
Participants must be shareholders or their proxies as confirmed in writing by one or more shareholders whose names are in Vingroup's Shareholder Register on the record date for the Meeting.
- 2.2 Shareholders' rights with regards to the GMS:
  - a. Shareholders have the right to participate in the Meeting or authorize in writing for another person to represent them as a proxy at the Meeting;
  - b. Shareholders and proxies have the right to discuss and vote on all matters within their rights in accordance with the Law on Enterprises, other legislative documents and the Vingroup Charter.
  - c. The Organizing Committee shall provide Shareholders and proxies with a Meeting agenda and related materials.
  - d. Each shareholder or proxy will be provided with a ballot after registration with the Shareholder Eligibility Verification Committee.
  - e. Any shareholder or proxy arriving late at the Meeting is entitled to register and vote on the matters yet to be presented or voted. The Chairperson is not obligated to pause the Meeting and the previously voted matters shall not be affected.
- 2.3 Shareholders' obligations with regards to the GMS:
  - a. Shareholders and proxies must bring their identity card or passport, invitation letter, and



- power of attorney (in the case of authorisation or proxies) to the Meeting and register with the Shareholder Eligibility Verification Committee;
- b. All participants must maintain security and order, and must not cause disruption to or disturbance during the GMS;
- c. All voice recordings or images taken during the Meeting must be publicly disclosed and are subject to the approval of the Meeting Chairperson;
- d. All opinions expressed and votes cast shall be made in accordance with the Organizing Committee's guidance. The Chairperson's instructions at the Meeting shall be respected;
- e. All participants must strictly adhere to these regulations and respect the results of the Meeting;
- f. All shareholders shall provide information on related persons or persons with interests related to shareholders as requested by Vingroup.

**Article 3: Rights and obligations of the Shareholder Eligibility Verification Committee**

3.1 The Shareholder Eligibility Verification Committee shall consist of one head and committee members appointed by the Chairperson of the Board of Directors (the “BoD”) and will be responsible for the following tasks:

- a. Verifying shareholders and proxies eligibility: Request shareholders or proxies participating in the Meeting as well as invited guests to present their ID cards/ passports, invitation letters, and power of attorney (in case of proxy);
- b. Handing out ballots and GMS documents to shareholders and proxies;
- c. Reporting shareholder attendance results to the GMS:
  - + Before the Meeting begins;
  - + Prior to each voting session at the Meeting if there is any change in the number of shareholders participating in the Meeting (e.g. latecomers and late registrations);
- d. Identifying interested shareholders who must abstain from voting based on the information obtained by the Shareholder Eligibility Verification Committee or as provided by shareholders.

3.2 The Shareholder Eligibility Verification Committee may form an administrative team to assist in performing its tasks.

**Article 4: Rights and Obligations of the Vote Counting Committee**

4.1 The Vote Counting Committee consists of one head and committee members, nominated by the GMS Chairperson and approved by the GMS to conduct the vote counting at the Meeting.

4.2 The Vote Counting Committee is responsible for providing guidance on the use of ballots, voting and vote counting procedures, as well as determining and excluding interested shareholders (if any) from voting on each matter. In the case the Vote Counting Committee are unable to identify the exact number of the interested shareholders who must abstain from voting (due to insufficient information or unclear statutory regulations), the votes of such shareholders shall still be counted provided that the Vote Counting Committee record this issue in the vote counting minutes. That the shareholder(s), after voting, are considered as interested shareholders who must abstain from voting does not affect the effectiveness of the resolution for which the shareholders participated in voting, provided that there are still enough essential number of votes for that resolution after the number of votes of the related shareholders are excluded.

4.3 The Head of the Vote Counting Committee shall report the vote counting results to the Meeting.

4.4 The Vote Counting Committee may form an administrative team to assist in performing its tasks.

4.5 The Vote Counting Committee shall be ultimately responsible for the accuracy and integrity of the released results.

**Article 5: Rights and obligations of the GMS Chairperson, the Presiding Committee and Secretary**

5.1 The GMS shall be chaired by the Chairperson of the BoD. The GMS Chairperson shall appoint one or several Secretaries to record minutes of the Meeting;

If the Chairperson of the BoD is absent or unable to conduct the Meeting or due to unexpected reasons, the BoD shall elect one of its other members to chair the Meeting. If the BoD fails to elect a Chairperson, the BoD member with the highest standing shall hold a vote among BoD members and

- shareholders at the Meeting to select a Chairperson. In case of voting to select a Chairperson, the name of and number of votes for each candidate must be disclosed at the Meeting;
- 5.2 The GMS Chairperson's decisions with regards to order, procedures, as well as matters arising beyond the approved agenda shall be final;
- 5.3 The GMS Chairperson shall conduct the Meeting in an appropriate and orderly manner and allow the Meeting to reflect the wishes of the majority of participating shareholders;
- 5.4 At the Chairperson's discretion, the Meeting may be postponed or held in another location (in compliance with the Law on Enterprises and Vingroup Charter) if he or she deems that:
- a. The venue of the Meeting is not large enough to provide seats for all participants or
  - b. The behaviors of some participants cause disorder and disruptions that hinder the Meeting from proceeding in a fair and lawful manner.
- 5.5 The Chairperson has the right not to respond or just note down comments and suggestions from shareholders if the content of such comments and suggestions are out of the scope of the approved agenda.
- 5.6 The Chairperson has the right to ask a competent authority to maintain order at the Meeting. He or she may also expel anyone from the Meeting who shows signs of causing disorder, disobeying the Chairperson and the Presiding Committee, or hampering the Meeting progress.
- 5.7 The Presiding Committee consists of several BoD members and managing executives of Vingroup as appointed by the Chairperson. The Presiding Committee shall perform necessary tasks to assist the Chairperson in conducting the GMS.
- 5.8 The Secretary will record the minutes of the Meeting and perform other tasks as assigned by the Chairperson and the Presiding Committee. The Secretary may have one or several assistants.

### **CHAPTER III MEETING PROCEDURE**

#### **Article 6: Meeting Quorum**

- 6.1 The Meeting shall proceed when shareholders and proxies present represent at least 51% of the total voting shares according to the Shareholder Register produced on the date of record for the Meeting (the “**Quorum**”). If a Quorum is not established within 60 minutes after the opening of the Meeting per the agenda circulated to shareholders, the Meeting will be deemed ineligible to proceed;
- 6.2 If the Meeting is deemed ineligible to proceed according to the above provisions, a following Meeting shall be convened and conducted in accordance with Vingroup Charter and the Law on Enterprises.

#### **Article 7: Conduct of the Meeting**

- 7.1 The Meeting shall be conducted per the agenda approved by the Meeting;
- 7.2 The Meeting shall discuss and approve in turn matters on the agenda as regulated in Article 10 of these Regulations;
- 7.3 The Meeting shall be deemed closed after the Meeting Minutes have been approved.

#### **Article 8: Approval of resolutions at the Meeting**

- 8.1 Matters presented at the Meeting shall be considered approved if passed by shareholders or their proxies representing at least 51% of the total voting shares attending the Meeting;
- 8.2 The following matters shall be considered approved if passed by shareholders or their proxies representing at least 65% of the total voting shares attending the Meeting:
- Types and amounts of shares offered for transfer or new issuance;
  - Additions or changes of business lines;
  - Organizational and management restructure;
  - Amendments to Vingroup Charter;
  - Project investments or spinoffs worth 35% or more of total assets recorded in the latest financial statements of Vingroup;
  - Reorganization or dissolution of Vingroup.

#### **Article 9: Ballots**

- 9.1 Ballots are provided for all shareholders and proxies attending the Meeting and shall contain the shareholder's code, number of voting shares and the matters that require voting at the Meeting. Ballots must include Vingroup's stamp in order to be considered valid;

- 9.2 The voting power of each ballot corresponds to the number of voting shares held by the shareholder or proxy attending the Meeting over the total number of voting shares represented by shareholders and proxies at the Meeting;
- 9.3 The information specified in Article 9.1 can be encoded on the ballot for the purpose of vote counting via computer software.

**Article 10: Voting procedures for adopting decisions at the Meeting**

Voting on matters at the Meeting, depending on specific cases, shall be conducted in the following manner:

10.1. Casting ballots:

- a. Matters on the ballots shall be voted by shareholders and proxies by choosing 'yes', 'no' or 'abstain' for each matter.
- b. Shareholders shall cast their votes according to the following rules:
  - + The casting of votes will begin as instructed by the Chairperson of the Meeting or the Head of the Vote Counting Committee and end when the final shareholder casts his or her vote in the voting box or 30 minutes after the start of the vote casting, whichever comes first. After the voting is completed, the voting box will be sealed.
  - + Votes shall be counted immediately after completion of the voting and the voting box is sealed.
- c. The following ballots will be considered invalid and will not be counted:
  - + Ballots that do not bear Vingroup's stamp and do not comply with the form issued by the Organizing Committee.
  - + Ballots that are torn, erased, scratched or revised.
  - + Ballots containing additional information and symbols which lead to the inability to determine the shareholder's choice.
  - + Ballots with two or more votes on the same matter.

Voting for each matter on the ballot is independent from one another and the validity of one vote shall not affect another.

- d. Should a shareholder make a mistake on the ballot, provided that the ballot has not yet been put into the voting box and before the voting deadline, the shareholder may contact the Head of the Vote Counting Committee directly and have the ballot replaced to ensure the shareholder's entitlements.
- 10.2. Voting for members of the Supervisory Board and the BoD will be conducted in accordance with the relevant regulations adopted in the Meeting.

10.3. Direct voting:

Direct voting will apply to cases that do not require voting methods stipulated in Articles 10.1 and 10.2.

Shareholders and proxies attending the Meeting shall vote directly on matters by raising their ballots or other methods as approved by the Chairperson. The Vote Counting Committee will record the approvals, non-approvals, and abstention and announce the results to the Meeting.

**Article 11: Regulations on vote counting**

11.1 The Vote Counting Committee shall count the ballots cast as follows:

- a. The Committee shall work in a room or an area separate from the Meeting.
- b. The Committee may use electronic equipment to assist the vote counting process.
- c. The Committee must check the validity of the ballots.
- d. The Committee must check each ballot and record the vote counting results.
- e. The Committee must count and exclude the shares that are not eligible for voting (if any, for each voting matter).
- f. The Committee will seal all voting cards and hand them over to the head of Vote Counting Committee.

11.2 Establishing and disclosing the minutes of the vote counting:

- a. Upon completion of vote counting, the votes counting committee shall establish the minutes of the vote counting results.
- b. Content of the minutes must include:

- + The time and location of the vote counting.
- + The names of the Vote Counting Committee members.
- + The total number of shareholders with voting rights attending the Meeting.
- + The total number of shareholders with voting rights that cast votes.
- + The number and proportion of valid and invalid ballots.
- + The number and proportion of votes for each matter.
- + The minutes of the vote counting must bear the signatures of all the Vote Counting Committee members.

**Article 12: Expressing opinions at the Meeting**

Shareholders or proxies attending the Meeting may express their opinions by raising their ballots or registering. Based on the agenda, the Chairperson shall allot and arrange time for shareholders to express their opinions, the priority of which shall be given to shareholders who register and opinions that are related to the agenda. Comments should be brief and relevant to the topic under discussion. Shareholders should not repeat what has already been expressed by other shareholders and only comments applicable to the agenda will be recorded in the minutes of the Meeting.

**Article 13: Minutes of the Meeting**

- 13.1 The contents of the Meeting shall be documented in the minutes. The Meeting's Chairperson and Secretary are jointly liable for the truth, accuracy and content of the minutes.
- 13.2 The minutes of the Meeting shall be disclosed and adopted by the Meeting before it closes.
- 13.3 The minutes of the Meeting, shareholders' verification report, vote counting minutes, and other materials recording the progress and results of the Meeting must be archived at Vingroup's headquarters.
- 13.4 The minutes of the GMS will be published on Vingroup's website within 24 hours of the GMS.
- 13.5 The minutes of the Meeting will form the basis of the Meeting's resolutions.

**Article 14: General Meeting of Shareholders' Resolutions**

- 14.1. Based on the results of the Meeting, the Chairperson shall issue resolutions on matters adopted at the GMS.
- 14.2. Shareholders or group of shareholders have the right to request the Court or Arbitrator to review and/or cancel the GMS' resolutions, or a part thereof, in accordance with provisions in Article 147 of the Law on Enterprises.

**Article 15: Effectiveness of these Regulations**

- 15.1 These regulations, consisting of three Chapters and fifteen Articles, shall take effect immediately upon being approved by the GMS.
- 15.2 Any amendments or supplements to these regulations must be proposed by the BoD and subsequently voted on and approved by the GMS.

**ON BEHALF OF  
THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN**

(signed)


**PHAM NHAT VUONG**



## ANNEX 3


*(Attached to the 2020 AGM Meeting Minutes)*

VINGROUP JOINT STOCK COMPANY

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No: 01/2020/BC-HDQT-VINGROUP

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

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Hanoi, 28 May 2020

### REPORT OF THE BOARD OF DIRECTORS AT THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Respectfully submitted to: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### 1. Business performance of Vingroup Joint Stock Company (“Vingroup” or the “Group”) in 2020

In 2019, Vingroup made significant progress in its efforts to restructure and transform its core business into three main pillars: Industrials, Technology and Services.

With regard to business results, the Board of Directors (the “BoD”) believes that the Group and Management have put in significant amount of efforts in organizing and launching business operations, and maintaining good corporate governance practices. Vingroup maintained its place in the Top 10 Largest Enterprises in Vietnam and the No.1 position in the private sector, with a Net revenue and Profit after tax profit of VND 130 trillion and VND 7.7 trillion respectively, representing an increase of 7% and 24%, respectively, over 2018. The Group remained the largest company listed on the Vietnamese Stock Exchange by market capitalization. During 2019, Vingroup divested itself of three business segments: consumer retail, agriculture, and aviation. These divestments freed up resources while enhancing the efficiency of governance.

Also in 2019, all Vingroup brands saw continued improvements toward international standards.

Vingroup has achieved remarkable results in each of its operating segments, specifically:

**In Industrials,** VinFast products have been well received by the market with 17,200 VinFast cars and 50,000 VinFast e-scooters sold. Moreover, VinFast manufactured a total of 15,300 cars in just six months following the opening of its manufacturing plant. Meanwhile, in 2019, VinSmart sold 600,000 phones, quickly gained 7.5% of the mobile phone market share in December 2019 and 16.7% in the last week of March 2020. VinSmart also introduced five smart TV models in the same year.

**In Technology,** Vingroup established its Research Institutes in Science and Technology and has made significant achievements in the fields of Big Data, Artificial Intelligence, IoT, and Network Security. These achievements demonstrated Vietnam’s scientific research capability that meet international standards.

**In Property,** Vinhomes has solidified and strengthened its leading position among property developers with distinctive investment strategies and execution approaches, outperforming market trends with a Profit after tax surpassing USD 1 billion for the first time. Vincom Retail continued to be the largest retail mall developer and operator in Vietnam, with a total of 79 malls in 43 cities and provinces. In the Hospitality and Entertainment segment, Vinpearl’s total guest nights were approximately 4.9 million, a record increase of nearly 43% year-over-year. Vinpearl Land entertainment centers, which was rebranded as VinWonders in February 2020, welcomed 5.8 million visitors in 2019. In Education, Healthcare, Sports – Culture, the establishment of VinUni, combined with the significant professional achievements and important research made by Vinmec, highlight the Group’s efforts in the not-for-profit segments and its goal to contribute to society.

In the digital domain, with more than 9.4 million members, VinID has become the most frequently used lifestyle app in the App Store.

In 2019, Vingroup has successfully grown its business while maintaining efficiency and adequacy by strictly complying with the Management Code of Conduct, streamlining business operations, engaging in new businesses, while efficiently utilizing the existing human capital and infrastructure.

*For further information, please refer to the Report of the Board of Management.*

## **2. Activities of the Board of Directors**

### **2.1 General activities**

In 2019, the BoD has delegated and authorized the Chairperson of the BoD and the Legal Representative to manage tasks that have administrative, incidental and recurring nature, and focused on formulating policies, guidelines and the long-term development plan of Vingroup.

In 2019, the BoD issued resolutions approving important policies that have impact on the Group's operations and prospects, which can be summarized as follows:

- Reorganizing the corporate management and operational structure, establishing new P&Ls, and restructuring existing P&Ls;
- Appointing senior management positions at the Group and P&L (subsidiary) levels, appointing authorized representatives to manage capital contribution of the Group at P&Ls;
- Fund raising, issuance of corporate bonds, pledging of assets;
- Other important policies made under the authority of the BoD.

### **2.2 The Board of Directors' supervisory activities**

In compliance with provisions in the Group's charter, corporate governance regulations and prevailing law, the BoD has completed the following supervisory activities:

- Supervised the Group's project development;
- Administered capital-raising programs to finance the development of projects;
- Led, directed, and successfully organized the 2019 Annual General Meeting of Shareholders on 23 May 2019 and the solicitations of shareholders' written opinion in March, August and October 2019;
- Supervised the preparation of the 2019 quarterly and semi-annual financial statements, and 2018 annual report to ensure compliance with applicable regulations;
- Supervised the implementation of resolutions of the General Meeting of Shareholders and the BoD, oversaw and reviewed Management operations;
- Presided over information disclosure to stakeholders to ensure timely and transparent reporting;
- Maintained oversight on Management's activities in order to improve operational performance and meet business targets.

## **3. The Group's 2019 plan**

At the beginning of 2020, Vietnam and the world faced many challenges and difficulties brought on by the Covid-19. According to the World Bank, Vietnam's economy is expected to grow by 4.9% in 2020, which is much lower than the 7.02% growth experienced in 2019.

As the Covid-19 has grown, the Group complies with the Government guidance and policies on preventive measures, focuses on ensuring safety for the customers and employees, and proactively adopt new business plans to make sure we are well positioned to navigate the Covid 19 situation. Furthermore, the Group continues its implementation of the "Five Transformation Principles" – Empowerment, Standardization, Simplification, Automation, Optimization – of which "Sharing" has been replaced by "Optimization" to denote improvements in human capital, business efficiency and business management standardization.

In addition, Vingroup will implement cost saving initiatives, closely monitor the business operations, upgrade the facilities, and organize training programs to minimize the impact of Covid-19.

In 2020, Vingroup will continue to promote key business areas to maintain its leading position in the market, by creating new experiences for customers. Our customer-centric culture will be aggressively sustained, whereby Vingroup respects and listens to its customers, and launches trend-setting products that are researched, designed, and developed in-house. In particular, Vingroup is focusing its resources on the Industrials – Technology segments, committed to winning over the domestic market as it paves the way for expansion into international markets.

In 2020, Vingroup will accelerate its Digital Transformation, with the goal of building a unified digital platform that will provide all customers in the Vingroup ecosystem with value, convenience and a consistent level of service.

We believe that with the concerted efforts by Management and Vingroup's employees will help the Group to achieve its business plans .

Respectfully submitted to the AGM.

Thank you.

*To:*

- As stated above;*
- Vingroup archives.*

**ON BEHALF OF  
THE BOARD OF DIRECTORS**

**(signed)**

**PHAM NHAT VUONG  
CHAIRMAN**



## ANNEX 4

*(Attached to the 2020 AGM Meeting Minutes)*

VINGROUP JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No: 02/2020/BC-TGD-VINGROUP

Hanoi, 28 May, 2020

### REPORT OF THE BOARD OF MANAGEMENT ON 2019 BUSINESS PERFORMANCE AND 2020 BUSINESS PLAN

Respectfully submitted to: **THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

In 2019, GDP growth reached 7.02%, exceeding the target of 6.6% to 6.8% set by the National Assembly. Against such favorable macroeconomic fundamentals, with the aspiration for market leadership with a sustainable development strategy, Vingroup Joint Stock Company (“Vingroup” or the “Group”) achieved breakthroughs in various segments and encouraging business results in 2019 as evidenced by the following figures:

#### **I. 2019 business results of Vingroup (in accordance with the VAS consolidated financial statements)**

##### **1. Net revenue**

2019 net revenue reached VND 130.0 trillion, increased by VND 8.1 trillion, or 7% year-on-year. Automobile production, which started to generate revenue in 2019, and other business segments record healthy revenue growth. More specifically:

- In 2019, Vingroup delivered nearly 28,900 apartments, villas, shophouses and beach villas, and continued to consolidate its dominant position. Revenue from sale of inventory properties decreased by 23% from VND 83.3 trillion to VND 64.5 trillion in 2019 due to the fact that older projects, such as Vinhomes Golden River, Vinhomes The Harmony, Vinhomes Central Park, and Vinhomes Imperia, were handed over in 2018. However, Gross profit from the sale of inventory properties in 2019 grew by 37% compared to 2018 as the Group implemented a bulk strategy at the mega projects, because bulk sales typically has higher profit margins than retail sales.
- Revenue from leasing activities and related services grew by 22% from VND 5.6 trillion to VND 6.8 trillion in 2019 due to the nationwide expansion of shopping centers. In 2019, the Group launched 13 new shopping malls, reaching a total of 79 shopping malls with four different formats.
- Revenue from hospitality, entertainment and other services reached VND 8.6 trillion in 2019, a growth rate of 16%, as a result of an increased number of room nights sold. The increase is attributed to gradually stabilizing operations at facilities opened in 2018 as well as the opening of three new facilities in 2019, namely Vinpearl Luxury Landmark 81 (Ho Chi Minh City), Vinpearl Hotel Imperia and Vinpearl Hotel Rivera (Hai Phong) that added 800 additional hotel rooms.
- Revenue from manufacturing activities reached VND 9.2 trillion, increasing sharply as compared to 2018 thanks to the delivery of three new car models, while sales of e-scooters and smart phones were impressive thanks to product diversification and superior quality.

##### **2. Profit after tax**

Vingroup’s Profit after tax increased by 24% from VND 6.2 trillion in 2018 to VND 7.7 trillion in 2019.

##### **3. Tax obligations:**

- Vingroup’s Statutory obligations in 2019 (exclusive of land use fee and land rental fee was VND 20.9



trillion, of which Corporate income tax was VND 8 trillion, Value added tax was VND 5.7 trillion, Personal income tax was VND 1.8 trillion, and VND 5.4 trillion was from Others.

- Total payment during the year was VND 20.3 trillion, of which Corporate income tax was VND 7.8 trillion, Value added tax was VND 5.7 trillion, Personal income tax was VND 1.7 trillion, and VND 5.1 trillion was from Others.

#### **4. Profit attributable to shareholders**

As audited by Ernst & Young Vietnam Ltd., the total profit after-tax that shareholders of the parent company earned in 2019 was VND 7.5 trillion, resulting in an earnings per share of VND 2,433.

#### **5. Project development progress**

Vingroup's competitive advantage lies in its speed of development and project deliveries to customers. Projects undertaken by the Group will continue to be handed over on time or ahead of schedule, in line with our past track record. Among the projects completed and delivered during 2019 were Vinhomes Skylake, Vinhomes Metropolis, Vinhomes The Harmony, Vinhomes Star City, Vinhomes Marina, and several shophouse, hotel and beach villa projects. Other projects are being developed by Vingroup and leading contractors with the highest level of quality and attention to deadlines. These projects include Vinhomes Ocean Park, Vinhomes Smart City, Vinhomes Grand Park, Vinhomes Marina and Vinhomes Symphony.

Vietnam is ripe for the development of industrial real estate. Over the past five years, foreign direct investment into Vietnam (FDI) recorded strong growth at an average rate of 16% per year, with more than 70% of that investment going into production and industrials. Leveraging its expertise in land acquisition, project development, and construction management, Vinhomes is well positioned to invest in a number of industrial real estate projects in the future.

## **II. 2020 business plan**

At the beginning of 2020, Vietnam and the world faced many challenges and difficulties brought on by the Covid-19. Major Financial Institutions have revised down the global growth forecast due to the on-going Covid-19, while warning that many countries will fall into a recession. With its relentless efforts, Vietnam has become one of the few countries in the world to successfully contain the Covid-19 and started easing social distancing since end of April while proactively preparing for the economic recovery. However, as Covid-19 situation is still very complicated in many other countries, 2020 will be a challenging year for Vietnam's economy as the sectors such as hospitality and industrials in Vietnam depend heavily on the international markets.

In 2020, in order to minimize the impact caused by Covid-19, Vingroup will implement austerity policies and cost saving initiatives, as well as manage its business expansion and investments prudently to optimize resources.

- In terms of business operation, in property segment, Vinhomes will continue to launch new phases in the three mega projects – Vinhomes Ocean Park, Vinhomes Smart City, and Vinhomes Grand Park – and launch low-rise units at Vinhomes Wonder Park in Dan Phuong, Hanoi. Vinhomes will also implement the strategy to increase recurring revenue by developing office leasing and industrial real estate projects. In retail leasing segment, Vincom Retail will accelerate the digital transformation and bring on the best experiences to the customers. Vinpearl will focus on boosting the business performance of the existing hotels and resorts, and optimizing operational expenses. In Industrials segment, by leveraging on Vingroup's ecosystem of products and through various promotion programs, VinFast and VinSmart are committed to win over the domestic market while preparing for international markets.
- Regarding funding sources, Vingroup will diversify its sources of investment capital both domestically and internationally and will match the availability of capital in the short-term, mid-term, and long-term with appropriate uses.
- Regarding resource management and corporate culture, during 2020, the Group will continue to implement a decentralized P&L model at its subsidiaries with an emphasis on efficiency and transparency, while continuing to implement of the "5 Transformational Principles" to build a streamlined, multi-functional and robust governance mechanism, and promoting the role of leaders

while building its leadership pool from within its ranks. Management also plans to take steps to promote healthy mind and body of employees, and to maintain an attractive, professional and friendly work environment.

With that in mind, the Management of Vingroup would like to submit to the AGM for approval of the targets for 2020 as follows:

- Net revenue: approximately VND 145 trillion
- Profit after tax: approximately VND 5 trillion.

Thank you.

*To:*

- *As stated above;*
- *Vingroup archives.*

**VINGROUP JOINT STOCK COMPANY**

**(signed)**

**NGUYEN VIET QUANG  
CHIEF EXECUTIVE OFFICER**

**REPORT ON 2019 FINANCIAL RESULTS AND USE OF PROCEEDS FROM THE PRIVATE  
PLACEMENT OF ORDINARY SHARES OF VINGROUP JOINT STOCK COMPANY**

**Respectfully submitted to: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

In 2019, Vingroup Joint Stock Company (“**Vingroup**”) had a successful year with encouraging key financial indicators for the financial year ended 31 December 2019, as shown in the 2019 audited consolidated financial statements as follows:

**1. Assets**

- Current assets increased by VND 62.0 trillion to VND 197.4 trillion in 2019, or an increase of 46% year-on-year, mainly due to a surge in Inventories since real estate mega projects had started construction but the units in these projects were not yet delivered, and Inventories from manufacturing activities increased significantly. In addition, Short-term receivables also increased sharply due to receivables from real estate and car and e-scooter manufacturing activities.
- Non-current assets increased by 35% year-over-year, reaching VND 206.3 trillion as of 31 December 2019, in which:
  - o Fixed assets increased by VND 58.8 trillion to VND 108.3 trillion in 2019 due to the completion of the VinFast automobile and VinSmart manufacturing plants.
  - o Investment properties increased by 27% compared to 31 December 2018, to VND 33.9 trillion due to the expansion of Vincom Retail’s nationwide retail network as it launched 13 new shopping malls.
  - o Construction in progress decreased by VND 10.5 trillion in 2019 due mainly to assets being recorded in Fixed assets when the construction is completed and the equipment are put into use.

**2. Borrowings and Owners’ Equity**

**2.1. Sources of borrowings in 2019**

- Total liabilities as of 31 December 2019 were VND 283.2 trillion, increasing VND 94.2 trillion compared to 31 December 2018, mainly due to the increases in Short-term advances from customers and in working capital to finance manufacturing activities.
- Vingroup’s Total debts as of 31 December 2019 was VND 127.7 trillion. Total debts are mainly comprised of syndicated loans (47%), domestic bonds (34%), and exchangeable bonds (8%).

**2.2. Net increase in Owners’ Equity**

- Owners’ equity increased by 22% from VND 99.2 trillion to VND 120.6 trillion at the end of 2019 mainly because Vingroup issued additional shares via private placement and re-issued treasury shares.

**3. Consolidated revenue and profit growth**

- Net revenue reached VND 130.0 trillion, increased by VND 8.1 trillion, or 7% year-on-year.
- 2019 Gross profit was VND 37.6 trillion, an increase of 30% compared to that of 2018, mainly attributed to 37% increase year-on-year in Gross profit from the sale of inventory properties as Vingroup implemented the bulk strategy at the mega projects while bulk sales typically has higher profit margins than retail sales. Average gross profit margin in 2019 reached 29%.
- Profit before tax reached VND 15.6 trillion and Profit after tax reached VND 7.7 trillion, representing year-on-year increases of 12% and 24% respectively.

**4. Report on use of proceeds from the 2019 private placement of ordinary shares**

Management respectfully submits to the General Meeting of Shareholders the Report on use of proceeds from the private placement of ordinary shares audited by UHY Audit & Advisory Services Ltd (“UHY”). UHY confirm that the report reflected the Report on use of proceeds as at 31 December 2019 gives a true and fair view, in all material respects, the use of proceeds from the issuance in accordance with the above purposes and as registered with the State Securities Commission, and in accordance with the accounting policies applied on the notes to the report.

Kindly submit for AGM for consideration and endorsement.

Thank you.

**VINGROUP JOINT STOCK COMPANY**

**Chief Executive Officer**

*To:*

*- As stated above;*

*- Vingroup archives.*

**(signed)**

**NGUYEN VIET QUANG**

*Note: Vingroup's 2019 Financial Statements were audited by Ernst & Young Viet Nam Ltd., and are published on the Company's official website: <http://vingroup.net/en-us/home.aspx>*

## ANNEX 6

*(Attached to the 2020 AGM Meeting Minutes)*

VINGROUP JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM

No: 03/2020/BC-BKS-VINGROUP

Independence- Freedom- Happiness

Hanoi, 28 May 2020

### REPORT OF THE SUPERVISORY BOARD ON THE GROUP'S BUSINESS PERFORMANCE, AND ACTIVITIES OF THE BOARD OF DIRECTORS AND MANAGEMENT IN 2019

Respectfully submitted to: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

In 2019, despite the global political and economic challenges, Vietnam's economy achieved positive results with GDP growth rate of 7.02% and improvement across sectors, while CPI is controlled at low level of below 3%, lifting Vietnam's position in the international arena. In 2019, Vingroup Joint Stock Company ("Vingroup" or the "Group") has sustained its strong growth momentum and continued to achieve many successes in all of the business segments.

Within the scope of responsibilities, functions and authority as prescribed under the Charter of the Group and in accordance with the Law on Enterprises and other regulations applicable to listed companies, in 2019, the Supervisory Board supervised and ensured compliance with the relevant laws and Vingroup's Charter in relation to financial management and accounting practices, investment and development activities, management of real estate and manufacturing projects, and launching of new businesses. The Supervisory Board also conducted periodical inspection over the financial statements of the Group and its subsidiaries.

On behalf of the Supervisory Board, I would like to report to the Annual General Meeting of Shareholders (the "AGM") as follows:

#### 1. Vingroup's financial performance

The Supervisory Board agrees with the contents of both the 2019 consolidated and separate financial statements as prepared by Management and audited by Ernst & Young Vietnam Ltd. These financial statements accurately reflected Vingroup's financial position as at 31 December 2019 as well as its business performance and cash flows for the fiscal period from 1 January 2019 to 31 December 2019.

Key financial indicators from Vingroup's 2019 consolidated financial statements were as follows:

##### a. Consolidated business performance:

- Net revenue : VND 130.0 trillion
- Total profit before tax : VND 15.6 trillion
- Net profit after tax : VND 7.7 trillion

##### b. Consolidated Group assets:

- Current assets : VND 197.4 trillion
- Non-current assets : VND 206.3 trillion
- Total assets : VND 403.7 trillion

##### c. Owners' equity: VND 120.6 trillion

#### In summary:

In 2019, Vingroup achieved a net revenue of VND 130.0 trillion, an increase of 7% compared to 2018. Net profit after tax reached VND 7.7 trillion, an increase of 24% compared to 2018.

## **2. Assessment of legal compliance and implementation of the resolutions of the General Meeting of Shareholders and the Board of Directors**

During 2019, the Supervisory Board held four quarterly meetings and several additional meetings. In 2019, the Supervisory Board met a number of Management members, Chief Financial Officers and Project Development Directors of some subsidiaries to review corporate management, financial control and the implementation of new projects, and obtain information at different levels and a holistic update of the operations of the entire Group.

The Supervisory Board assesses that the Group's operating and investment activities have been conducted in a transparent manner and in compliance with relevant regulations. Within the scope of responsibilities, functions and authorities, the Supervisory Board has not reported any major risk or violation that could potentially affect the operation of the Group.

## **3. Supervision and inspection of the implementation of corporate governance policy and related parties transactions**

In 2019, the Supervisory Board promoted control and supervisory activities, and collaborated with the Board of Directors and Management to monitor issuance and implementation, and to assess the results of General Meeting of Shareholders ("GMS") and Board of Director (the "BoD") resolutions. In performing the functions and tasks as specified in the Charter and internal regulations, the Supervisory Board also tracked audits by the Internal Audit Division and the Group's external audit reports, in order to screen for risks arising from ongoing operations and provide advice on improving business performance.

The Supervisory Board carried out these functions during the year:

- Oversaw the implementation of last year's GMS resolutions;
- Supervised and evaluated execution of business plans and progress of achieving revenue and profit targets;
- Ensured accuracy of quarterly and annual financial statements in accordance with Vietnamese Accounting Standards and current fiscal policies;
- Ensured compliance with laws and regulations on information disclosure, and
- Reviewed and evaluated key related party transactions.

During 2020, the Supervisory Board will continue to carry out its mandated functions and responsibilities with a strong focus on increasing overall compliance and transparency, with emphasis on internal audit, specifically:

- Monitor legal and regulation compliance in the business activities of the Group and P&Ls
- Periodically review the preparation and reconciliation of quarterly and annual financial statements of the Group and large P&Ls
- Coordinate with internal departments to conduct regular and ad-hoc inspections of the newly established or restructured subsidiaries
- Actively research and provide strategic consultation to the Board of Directors and Board of Management to come up with measures to improve transparency, as well as monitor and prevent risks in business operations

On this occasion, on behalf of the Supervisory Board, I would like to send our best wishes to the Shareholders, the Board and Directors, Management, and wish for another successful AGM.

Thank you.

To:

- As stated above;
- Vingroup archives.

**ON BEHALF OF  
THE SUPERVISORY BOARD**

**(signed)**

**NGUYEN THE ANH  
HEAD OF THE SUPERVISORY BOARD**


**ANNEX 7**

*(Attached to the 2020 AGM Meeting Minutes)*

**VINGROUP JOINT STOCK COMPANY**

**THE SOCIALIST REPUBLIC OF VIETNAM**

Independence – Freedom – Happiness

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No.: 05/2020/TT-HDQT-VINGROUP

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*Hanoi, 28 May 2019*

**PROPOSAL OF THE BOARD OF DIRECTORS**

**Re: The Appropriation Plan for 2019 undistributed earnings**

**Respectfully submitted to: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

As at 31 December 2019, Vingroup's undistributed earnings were **VND 5,184,675 million**, as audited by Ernst & Young Vietnam Limited.

The Board of Directors would like to submit to the Annual General Meeting of Shareholders (the "AGM") for approval of the Appropriation Plan for 2019 undistributed earnings as follows:

1. To transfer VND 5,000,000,000 (five billion dong) to the Reserve Fund, as specified in the Charter of Vingroup;
2. The remaining retained earnings will be retained and used as operating capital of Vingroup.

Kindly submit for AGM consideration and endorsement.

Thank you.

**FOR AND ON BEHALF OF  
THE BOARD OF DIRECTORS**

*To:*

- *As stated above;*
- *Vingroup archives.*

**(signed)**

**PHAM NHAT VUONG  
CHAIRMAN**

**ANNEX 8***(Attached to the 2020 AGM Meeting Minutes)***VINGROUP JOINT STOCK COMPANY****THE SOCIALIST REPUBLIC OF VIETNAM**

Independence – Freedom – Happiness

No.: 06/2020/TTr-HDQT -BKS-VINGROUP

*Hanoi, 28 May 2020***PROPOSAL OF THE BOARD OF DIRECTORS  
AND THE SUPERVISORY BOARD****Re: Remuneration for the Board of Directors and the Supervisory Board****Respectfully submitted to: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to relevant laws and the Charter of Vingroup Joint Stock Company (“Vingroup”);
- Pursuant to the Resolution of the Annual General Meeting of Shareholders No. 03/2019/NQ-DHDCD-VINGROUP dated 23 May 2019 (“2019 AGM Resolution”).

The Board of Directors (“BoD”) and the Supervisory Board hereby request the Annual General Meeting of Shareholders (“AGM”) to approve the 2019 remuneration and the plan for 2020 remuneration for the members of the BoD and the Supervisory Board as follows:

**1. Actual remuneration for 2019**

- In 2019, the BoD consisted of 09 members and the Supervisory Board consisted of 03 members;
- Remuneration for the BoD was VND 19 billion – equivalent to 0.25% of the 2019 profit after tax;
- Remuneration for the Supervisory Board was VND 3.9 billion – equivalent to 0.05% of the 2019 profit after tax;

The total remuneration for the BoD and the Supervisory Board complies with the Resolution passed at the 2019 AGM.

**2. Remuneration Plan for 2020**

Based on the 2020 business plan, the BoD and the Supervisory Board request the AGM’s approval of the 2019 remuneration plan for the BoD and the Supervisory Board as follows (consistent with the proposed remuneration plan in 2019):

- Remuneration for the BoD is limited to a maximum of 0.4% of 2020 profit after tax;
- Remuneration for the Supervisory Board is limited to a maximum of 0.1% of 2020 profit after tax.

The BoD and the Supervisory Board request the AGM’s authorization for the Chairman of the BoD and the Head of the Supervisory Board to set specific remuneration for the members of the BoD and the Supervisory Board within the limits above.

Kindly submit for AGM consideration and endorsement.

**FOR AND ON BEHALF OF  
THE SUPERVISORY BOARD**

(signed)

**NGUYEN THE ANH  
HEAD OF THE SUPERVISORY BOARD****FOR AND ON BEHALF OF  
THE BOARD OF DIRECTORS**

(signed)

**PHAM NHAT VUONG  
CHAIRMAN**