

(Draft)

**REGULATIONS ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF  
VINGROUP JOINT STOCK COMPANY FOR THE TERM 2021 – 2026****Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 dated 27 June 2020 and its guiding documents (“Law on Enterprises”);*
- *The Law on Securities No. 54/2029/QH14 dated 26 November 2019 and its guiding documents (“Law on Securities”);*
- *Decree No. 155/2020/ND-CP dated 31 December 2020 by the Government detailing the implementation of a number of articles in the Law on Securities;*
- *The Charter of Vingroup Joint Stock Company (“Vingroup”).*

The General Meeting of Shareholders of Vingroup Joint Stock Company (“Vingroup”) shall proceed with electing members of the Board of Directors (the “BOD”) for the 2021 – 2026 term in accordance with the following provisions:

**Article 1 Principles of election and eligibility to vote:****1.1. Principles of election:**

- a. The election is carried out in compliance with relevant laws, the Charter and in line with the Election Regulations in order to ensure democratic and legal entitlements of all shareholders.
- b. The election is carried out publicly via sealed ballots.

**1.2. Eligibility to vote:** Shareholders who own shares with voting rights that matches the list of shareholders issued by the Vietnam Securities Depository Center (VSD) on 04 May 2021, or their proxies who attend the General Meeting of Shareholders in person.**Article 2 Number, criteria, and requisites of members of the Board of Directors for the term 2021 – 2026:**

2.1 The number of members of the Board of Directors to be elected: 09 members.

2.2 Criteria and requisites to be a member of the BOD for the new term:

Candidates are required to satisfy all requirements set forth in Article 155 of the Law on Enterprises as follows:

- Are legally competent and not specifically prohibited from establishing or managing an enterprise pursuant to Clause 2, Article 17 of the Law on Enterprises.
- Having professional expertise and experience in general business management or specifically related to Vingroup’s core business segments;
- Not necessarily being a Vingroup shareholder; and
- Do not simultaneously hold BOD positions at more than 05 other companies.

**Article 3      Nomination/self-nomination of member of the BOD for the 2021 – 2026 term:**

The nomination and candidacy for members of the Board of Directors is carried out as follows:

- 3.1. Shareholder or a group of shareholders holding at least 10% of total voting shares for a minimum consecutive period of 6 months shall have the right to nominate a candidate to the BOD.
- 3.2 In such cases where the number of nominated/self-nominated candidates does not meet the minimum number specified in Vingroup's Charter or required by law, the incumbent Board of Directors may nominate or conduct the nomination of additional candidates up to the minimum number required. The list of candidates that the incumbent Board of Directors nominate must be announced at the General Meeting of Shareholders before the nomination can proceed.

**Article 4      Dossier for nomination/self-nomination of candidate**

- 4.1 Dossier for nomination/self-nomination of candidate shall consist of:
  - Nomination/self-nomination application form (in required form);
  - Resume filled out by the candidate;
  - Copies of Identity Card/Passport and Diplomas and/or certificates of educational qualifications of the candidate.
  - Valid power of attorney (if the shareholder has a proxy)
- 4.2 The dossier for the nomination must be sent to the Organizing Committee before 5:00pm, 22 May 2021 at the following address:

**The Organizing Committee of the 2021 Annual General Meeting of Shareholders of Vingroup JSC**

**Address: No. 7, Bang Lang 1 Road, Vincom Village Ecology Urban Zone, Viet Hung Ward, Long Bien District, Hanoi, Vietnam**

**Phone: 024-39749999**

**Fax: 024-39748888**

- 4.3 Only nominated/self-nominated candidates that meet with requirements set forth shall be included in the list of candidates announced at the Annual General Meeting of Shareholders ("AGM").

**The attachment to this Regulation includes:**

***Form 1: The BOD member self-nomination form***

***Form 2: The BOD member nomination form***

**Article 5      Election procedure:**

- 5.1. The vote-casting to elect members of the BOD shall be conducted by way of cumulative voting, whereby each shareholder or the proxy attending the Meeting shall have the total number of votes equals to the total number of shares owned/authorized multiplied by the number of members to be elected.
- 5.2. A shareholder or the proxy attending the AGM may cast all of his or her votes for 01 candidate or divide the votes among nominated candidates such that the total number of votes for candidates cannot exceed their total number of eligible votes.

For example:

- a. A shareholder owning 100 VIC ordinary shares and the General Meeting of Shareholders shall vote to elect 5 members of the BOD;
- b. The shareholder shall have: 100 (shares) \* 5 (members of the BOD to be elected) = 500 votes (on the ballot given to each shareholder, Vingroup has readily provided the total number of votes of each shareholder);
- c. The shareholder may use all 500 votes for 01 candidate or divide the votes among the

candidates as long as the total votes casted are equal to or smaller than 500.

**Article 6 Election methodology:**

**6.1. Ballot**

Each shareholder or the proxy attending the Meeting shall be given a ballot, on which the code and name of the shareholder, the total number of votes (equals to the number of shares multiplied by the number of the BOD members to be elected) and the list of candidates being nominated to the BOD are stated.

- a. The ballot bears Vingroup's official stamp.
- b. The ballot may use digital code or a bar code to help the Vote Counting Committee to proceed with the checking of votes in a timely and accurate manner.

**6.2. Regulations on filling out ballot and the validity of the vote:**

a. Valid ballot is:

- Released by the Organizing Committee with official stamp of Vingroup
- Signed by the shareholder or the proxy;
- Not torn, erased or scratched.

b. Invalid ballot is:

- Issued by anyone other than the Organizing Committee;
- Without Vingroup's official stamp;
- Torn, erased or scratched and/or containing names of candidates who are not on the list of candidates approved by the General Meeting of Shareholders prior to the vote-casting;
- Without signature of the shareholder or the proxy;
- Containing unauthorized additional information and symbols;
- Having the total number of votes casted for candidates in excess of the total votes entitled;
- Voting for a number of candidates exceeding the number of BOD members to be elected;
- Submitted to the Vote Counting Committee after the vote-casting has finished and the voting box has been sealed off.

The invalid ballots are dismissed from the election results.

c. Filling a ballot:

- The shareholder shall write the number of votes he/she wants to cast for a candidate on the column "number of votes" and the row corresponding to that candidate's name.
- If the shareholder does not elect a particular candidate, he/she shall put the number "0" or leave blank on the column "number of votes" and the row corresponding to that candidate.
- Each shareholder/proxy can use the total given votes for one or multiple or none of the candidates.
- Should the shareholder make mistakes while filling out the ballot, provided that it has not been put into the voting box, he/she may contact the Head of the Vote Counting Committee directly to exchange the ballot in order to uphold the shareholder's right.

**6.3. General principles of vote-casting for the BOD members:**

- a. Before the vote-casting, the Vote Counting Committee shall conduct the inspection of the voting box status as witnessed by the shareholders.
  - b. The vote-casting is commenced upon the order of the Head of the Vote Counting Committee and finished when the final shareholder puts his or her ballot into the voting box or after 15 minutes from the commencement, whichever comes first. Any shareholder or proxy who participates in the General Meeting of Shareholders shall cast his/her votes into the voting box to elect members of the Board of Directors. After the vote-casting is completed, the voting box shall be sealed off by the Vote Counting Committee.
  - c. The vote counting process shall be conducted immediately after the vote-casting is completed and the voting box is sealed.
- 6.4. Regulations on vote counting process:
- a. The Vote Counting Committee:
    - Shall conduct the work in a separate room.
    - May use electronic devices and technical experts to support the vote counting process.
    - Shall check the validity of the ballots.
    - Shall check each ballot in turn and record in writing vote counting results.
    - Shall seal off all ballots, and hand over to the Head of the Vote Counting Committee.
  - b. Establishing and disclosing minutes of vote counting:
    - Upon completion of the vote counting, the Vote Counting Committee shall write the minutes of vote counting results
    - Contents of the minutes must include:
      - Time and location of the vote counting;
      - Members of the Vote Counting Committee;
      - Total shareholders attending the General Meeting of Shareholders;
      - Total shareholders casting votes;
      - Number and proportion of valid and invalid ballots;
      - Number and proportion of votes for each respective candidate;
      - The vote counting minutes must include signatures of all members of the Vote Counting Committee.
    - Announcement of the Minutes of Votes Counting:
 

Based on the minutes, the Vote Counting Committee shall announce the results of the election at the GMS. The election results shall be recorded in the GMS Resolution.

## **Article 7      Selection criteria**

- 7.1. The candidates to win the election as member of the Board of Directors are the ones that have the highest votes from top down, starting with the candidate with the highest votes, until the required number of members of the BOD is satisfied.
- 7.2. In the case where there are two or more candidates with the same number of votes for the remaining position in the Board of Directors, preferential treatment shall be given to the one who owns higher number of shares in Vingroup. In the case where the candidates do not own shares or possess the same number of shares, the General Meeting of Shareholders shall re-elect among candidates with equal number of votes. The successful candidate shall be the one with the higher number of votes.

**Article 8      Complaints over vote-casting and vote counting**

Any complaints over vote-casting and vote counting shall be addressed by the Chairman of the General Meeting of Shareholders and recorded in the minutes of the General Meeting of Shareholders.

**Article 9      Effectiveness**

These regulations consist of 9 Clauses, which shall come into effect immediately upon approval by Vingroup's General Meeting of Shareholders and shall only apply to the BOD election for the term 2021-2026 at the 2021 AGM.

**On behalf of  
The General Meeting of Shareholders**

**Pham Nhat Vuong  
Chairman of the Board of Directors**

*Note: This document can be modified and revised as necessary to submit to the GMS at the AGM for approval*