



**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
- Telephone: (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: period extraordinary 24 as requested
- The content of information disclosure:

On 24 June 2021, the Chairman of the Board of Directors (“**BOD**”) on behalf of the General Meeting of Shareholders (“**GMS**”) signed and issued the Minutes and Resolutions of the 2021 Annual General Meeting of Shareholders of Vingroup.

On the same day, the Board of Directors for the 2021 – 2026 term, consisting of nine members elected by the 2021 Annual General Meeting of Shareholders, held the first meeting to elect specific positions, specifically as follows:

1. Mr. Pham Nhat Vuong – Chairperson of the BOD
2. Ms. Pham Thu Huong – Vice Chairperson of the BOD
3. Ms. Pham Thuy Hang – Vice Chairperson of the BOD
4. Ms. Nguyen Dieu Linh – Vice Chairperson of the BOD
5. Mr. Nguyen Viet Quang – Vice Chairperson of the BOD
6. Mr. Adil Ahmad – Independent BOD member
7. Mr. Chin Michael Jaewuk – Independent BOD member
8. Mr. Ronaldo Dy-Liacco Ibasco – Independent BOD member
9. Mr. Park Woncheol – BOD member

This information is disclosed on Vingroup’s website via: www.vingroup.net/en, under the Investor Relations section.

We hereby certify that the above information is true and we are fully responsible before the laws with regards to the information disclosed.

**THE LEGAL REPRESENTATIVE OF
VINGROUP**

Attachment:

- *Meeting Minutes and Resolution
of 2021 AGM*

(signed)

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



Hanoi, 24 June 2021

No: 03/2021/NQ-DHDCD-VINGROUP

**RESOLUTION OF VINGROUP JOINT STOCK COMPANY'S
2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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 2021 Annual General Meeting of Shareholders of Vingroup (the “AGM”) dated 24 June 2021;*
- *The vote counting minutes of the AGM dated 24 June 2021.*

RESOLVES TO:

- 1. Approve the 2020 Report of the Board of Directors (the “BOD”)**
- 2. Approve the 2020 business performance and the 2021 business plan**
- 3. Approve the 2020 Report of the Supervisory Board**
- 4. Approve the remuneration for members of the BOD and the Supervisory Board**
- 5. Approve the BOD’s proposal on the 2020 financial performance and use of proceeds**
- 6. Approve the BOD’s proposal on the appropriation plan for 2020 year-end accumulated undistributed earnings**
- 7. Approve the BOD’s proposal on the list of eligible independent audit firms**
- 8. Approve the amendment and supplement to Vingroup’s Charter**
- 9. Approve the Internal regulations on corporate governance**
- 10. Approve the Regulations on the operation of the BOD**
- 11. Approve the Regulations on the operation of the Supervisory Board**
- 12. Approve the adjustment of registered business lines**
- 13. Approve the Employee Stock Option Plan according to the proposal of the BOD**
- 14. Election of the members of the BOD for the 2021 – 2026 term**

The BOD for the 2021 – 2026 term consists of the following members:

No.	Name of the BOD members	Number of votes	Percentage (%)
1	Mr. Pham Nhat Vuong	3,017,717,521	99.87%
2	Ms. Pham Thu Huong	3,013,371,646	99.73%
3	Ms. Pham Thuy Hang	3,013,371,646	99.73%
4	Mr. Nguyen Viet Quang	3,013,378,746	99.73%
5	Ms. Nguyen Dieu Linh	3,013,371,346	99.73%

6	Mr. Park Woncheol	3,013,361,346	99.73%
7	Mr. Adil Ahmad	3,013,876,146	99.74%
8	Mr. Chin Michael Jaewuk	3,013,876,144	99.74%
9	Mr. Ronaldo Dy-Liacco Ibasco	3,013,876,141	99.74%

15. Implementation of the Resolution

This Resolution takes effect from the date of signing.

The members of the BOD, the Supervisory Board and the Management, based on the specified functions and authorities, are responsible for organization and implementation all contents of this Resolution.

To:

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

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

(signed)

PHAM NHAT VUONG



VINGROUP JOINT STOCK COMPANY
2021 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 2021 Annual General Meeting of Shareholders was called to order at 9:00 AM on 24 June 2021 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.*

A. PRE-MEETING FORMALITIES

1. Announcement of the Meeting’s purpose

The MC announced the purpose of the Meeting: The 2021 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”).

2. Shareholder Attendance Report

The MC read 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 **132** people, representing **3,020,463,285** shares, equivalent to **89.3%** of voting rights based on the Shareholders Register on the Record Date as of 4 May 2021 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 Chairperson of the Meeting:

- Mr. Pham Nhat Vuong – Chairperson of the Board of Directors (“BOD”) cum Chairperson of the Meeting
- Mr. Nguyen Viet Quang – Vice Chairperson of the BOD cum Chief Executive Officer
- Ms. Nguyen Dieu Linh – Vice Chairwoman of the BOD
- Ms. Duong Thi Hoan – Deputy Chief Executive Officer
- Ms. Nguyen Thi Thu Hien – Chief Accountant

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

- Ms. Tu Thi Thanh Ha
- 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
- Mr. Do Minh Nghia – Member of the Vote Counting Committee
- Ms. Ngo Thi Nguyet – Member of the Vote Counting Committee
- Ms. Nguyen Thi Thanh Van – Member of the Vote Counting Committee
- Ms. Doan Hoang Lam – Member of the Vote Counting Committee

B. CONTENT OF THE AGM

I. Approval of Meeting Agenda

1. The Presiding Committee announced the Meeting Agenda (*attached hereto*), which was passed by 100% of the shareholders attending the Meeting.
2. The Regulations on Organization and Operations of the Annual General Meeting of Shareholders (*attached hereto*), which was passed by 100% of the shareholders attending the Meeting.
3. Mr. Nguyen Viet Quang – Vice Chairperson of the BOD cum CEO presented the Proposal on the election of new BOD members for the 2021 – 2026 term and the List of BOD candidates (*attached hereto*); (ii) Regulations on the election of the BOD members for the 2021 – 2026 term (*attached hereto*), 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. Nguyen Viet Quang – Vice Chairperson of the BOD cum CEO, presented the Report of the BOD (*attached hereto*).
2. Mr. Nguyen The Anh – Head of the Supervisory Board, presented (i) the Report of the Supervisory Board in 2020 (*attached hereto*), and (ii) the Proposal on the remuneration for the members of the BOD and the Supervisory Board (*attached hereto*).
3. Ms. Nguyen Thi Thu Hien – Chief Accountant, presented (i) the Proposal on the 2020 financial results and use of proceeds from the private placement of shares (*attached hereto*), (ii) the Proposal on the appropriation plan for 2020 accumulated undistributed earnings (*attached hereto*), (iii) the Proposal on the list of eligible independent audit firms (*attached hereto*).

Mr. Nguyen Viet Quang – Vice Chairperson of the BOD cum CEO, presented (i) the Proposal on the amendment and supplement to the Charter (*attached hereto*), (ii) the Proposal on the amendment of business lines (*attached hereto*), (iii) the Proposal on the Employee Stock Option Plan (*attached hereto*), and (iv) the Report of Management on 2020 business performance and 2021 business plan (*attached hereto*).

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 as at 9:30am:
 - Total number of shareholders attending in person and by proxy: **146** people, representing **3,021,668,442** shares, accounting for **89.33%** of voting rights.
 - Voting instructions were given.
2. The Head of the Vote Counting Committee provided voting instruction for the BOD election and other matters to be approved at the AGM
3. Voting session.
4. Vote counting and announcement of voting results:
 - 4.1 Results of the election of new BOD members for the 2021-2026 term
 - Total number of voting ballots distributed to shareholders: 146 ballots, representing: **3,021,668,442** shares, accounting for 100% voting rights at the Meeting.
 - Total number of voting ballots collected: 142 ballots, representing: **3,021,124,434** shares, accounting for 99.98% of voting rights at the Meeting, under which:
 - Valid voting ballots: 141 ballots, representing: 3,019,332,043 shares, accounting for 99.92% of voting rights at the AGM.
 - Invalid voting ballots: 1 ballot, representing: 1,792,391 shares, accounting for 0.06% of voting rights at the AGM.

Voting results are as follows:

No.	BOD members	Number of votes	Percentage (%)
1	Mr. Pham Nhat Vuong	3,017,717,521	99.87%
2	Ms. Pham Thu Huong	3,013,371,646	99.73%
3	Ms. Pham Thuy Hang	3,013,371,646	99.73%
4	Mr. Nguyen Viet Quang	3,013,378,746	99.73%
5	Ms. Nguyen Dieu Linh	3,013,371,346	99.73%
6	Mr. Park Woncheol	3,013,361,346	99.73%
7	Mr. Adil Ahmad	3,013,876,146	99.74%
8	Mr. Chin Michael Jaewuk	3,013,876,144	99.74%
9	Mr. Ronaldo Dy-Liacco Ibasco	3,013,876,141	99.74%

- 4.2 Vote counting and announcement of voting results for reports and proposal presented at the AGM:
 - Total number of voting ballots distributed to shareholders: **146** ballots, representing: **3,021,668,442** shares, accounting for 100% voting rights at the Meeting.

- Total number of voting ballots collected: **143** ballots, representing: **3,017,992,702** shares, accounting for 99.88% of voting rights at the Meeting, under which:
 - Valid voting ballots: **141** ballots, representing: **3,009,776,166** shares, accounting for 99.61% of voting rights at the AGM.
 - Invalid voting ballots: **2** ballots, representing: **8,216,536** shares, accounting for 0.27% of voting rights at the AGM.

(Detailed results are shown in the 2021 AGM Vote Counting Minutes which was presented by the Head of the Vote Counting Committee at the AGM).

V. APPROVALS

1. **Approved: 2020 Report of the BOD.**

This Report was adopted by 3,009,776,066 shares, equivalent to 99.73% of the total votes.

2. **Approved: 2020 business performance and 2021 business plan according to the BOD's proposal (attached hereto).**

This Report was adopted by 3,009,776,066 shares, equivalent to 99.73% of the total votes.

3. **Approved: Report of the Supervisory Board (attached hereto 5).**

This Report was adopted by 3,007,323,543 shares, equivalent to 99.73% of the total votes.

4. **Approved: Remuneration for members of the BOD and the Supervisory Board (attached hereto).**

This Report was adopted by 3,006,908,832 shares, equivalent to 99.63% of the total votes.

5. **Approved: 2020 financial performance and use of proceeds according to the BOD's proposal (attached hereto).**

This Report was adopted by 2,991,985,572 shares, equivalent to 99.14% of the total votes,

6. **Approved: Appropriation plan for 2020 year-end accumulated undistributed earnings according to the BOD's proposal (attached hereto).**

This Plan was approved by 3,009,480,156 shares, equivalent to 99.72% of the total votes.

7. **Approved: List of eligible independent audit firms according to the BOD's proposal (attached hereto).**

This Plan was approved by 2,995,834,871 shares, equivalent to 99.27% of the total votes.

8. **Approved: Amendment and supplement to Vingroup's Charter according to the BOD's proposal (attached hereto).**

This Plan was approved by 3,009,700,366 shares, equivalent to 99.73% of the total votes.

9. **Approved: Internal regulations on corporate governance according to the BOD's proposal (attached hereto).**

This Plan was approved by 3,009,776,066 shares, equivalent to 99.73% of the total votes.

10. **Approved: Regulations on the operation of the BOD according to the BOD's proposal (attached hereto).**

This Plan was approved by 3,009,776,066 shares, equivalent to 99.73% of the total votes.

11. **Approved: Regulations on the operation of the Supervisory Board according to the BOD's proposal (attached hereto).**

This Plan was approved by 3,009,776,166 shares, equivalent to 99.73% of the total votes.

12. **Approved: Amendment of registered business lines according to the BOD’s proposal (attached hereto).**

This Plan was approved by 3,009,061,060 shares, equivalent 99.70% of the total votes.

13. **Approved: Employee Stock Option Plan according to the BOD’s proposal (attached hereto).**

This Plan was approved by 2,977,155,980 shares, equivalent to 98.65% of the total votes.

14. **Approved: Election of the new BOD members for 2021-2026 term (attached hereto),**

The BOD consists of the following members:

No.	BOD members	Number of votes	Percentage (%)
1	Mr. Pham Nhat Vuong	3,017,717,521	99.87%
2	Ms. Pham Thu Huong	3,013,371,646	99.73%
3	Ms. Pham Thuy Hang	3,013,371,646	99.73%
4	Mr. Nguyen Viet Quang	3,013,378,746	99.73%
5	Ms. Nguyen Dieu Linh	3,013,371,346	99.73%
6	Mr. Park Woncheol	3,013,361,346	99.73%
7	Mr. Adil Ahmad	3,013,876,146	99.74%
8	Mr. Chin Michael Jaewuk	3,013,876,144	99.74%
9	Mr. Ronaldo Dy-Liacco Ibasco	3,013,876,141	99.74%

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

The Meeting Minutes was presented by Mr. Nguyen Viet Quang – Vice Chairperson of the BOD cum CEO at the AGM and was adopted and approved by 100% of total votes.

The Meeting Vingroup’s 2020 Annual General Meeting of Shareholders was adjourned at 11:00am on the same day.

The Chairperson and the Secretaries are hereby responsible for the accuracy and transparency of the Meeting Minutes and jointly sign below.

Meeting Secretaries

Chairperson of the Meeting

(signed)

(signed)

Tu Thi Thanh Ha

Pham Nhat Vuong

(signed)

Le Thi Giang

AGENDA
2021 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 General Meetings of Shareholders	
09:20 – 09:40	Approval of the meeting agenda	Presiding Committee
	Approval of the Proposal to elect the Board of Directors (“BOD”) for the term 2021-2026 and the Regulation on the BOD election	
	BOD election guidelines and execution	
09:40 – 10:10	Presentation of reports and proposals:	Presiding Committee
	1. Report of the BOD	
	2. BOD’s proposal regarding 2020 business performance and 2021 business plan	Head of the Supervisory Board
	3. Report of the Supervisory Board	
	4. Proposal on the financial performance and use of proceeds	Presiding Committee
	5. Proposal regarding appropriation plan for the 2020 cumulative undistributed earnings	
	6. Proposal regarding remuneration for members of the BOD and the Supervisory Board	
	7. Proposal regarding list of independent auditing companies	
	8. Proposal regarding amendments and supplements to the Company’s Charter and promulgation of Regulations	
	9. Proposal regarding adjustment of registered business lines	
10. Proposal regarding the Employee Stock Option Plan		

Time	Content	Chaired by
	11. Other matters (if any)	
10:10 – 10:30	Discussion	Presiding Committee
10:30 – 10:50	Voting execution	Vote Counting Committee
	Vote counting	Vote Counting Committee
	Short break	
10:50 – 11:00	Announcement of voting results	Vote Counting Committee
	Approval of the AGM’s Meeting Minutes and Closing Ceremony	Presiding Committee



Hanoi, May 12, 2021

**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. 59/2020/QH14 dated 17 June 2020 and its guiding documents;*
- *The Law on Securities No. 54/2029/QH14 dated 26 November 2019 and its guiding documents;*
- *Decree No. 155/2020/ND-CP issued on 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.*

**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 to follow 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 Voting ballot after having themselves registered 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 of the Meeting 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 authorization or proxies) to the Meeting and register with the Shareholder Eligibility Verification Committee;
- b. All participants 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 shareholder and proxy's 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 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. The fact 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 or a BOD member authorized by the Chairperson.
- If the Chairperson of the BOD is absent or unable to chair the Meeting or due to unexpected reasons, the BOD shall elect one among the other members to chair the Meeting based on majority voting. If the BOD fails to elect a Chairperson, the Head of Supervisory Board shall take the lead for the Meeting to elect a Chairperson and the person that receives the highest number of votes shall be the Chairperson of the Meeting;
- 5.2 Unless specified in clause 5.1, the person who signed the notice to convene the GMS shall oversee the GMS' election of the Chairperson of the Meeting, and the person that receives the highest number of votes shall chair the meeting;
- 5.3 The GMS Chairperson appoints one or several secretaries of the GMS
- 5.4 The GMS Chairperson's decision with regards to order, procedures, as well as matters arising beyond the approved agenda shall be the final decision;

- 5.5 The GMS Chairperson has the right to implement necessary and reasonable measures chair the Meeting in an appropriate and orderly manner and allow the Meeting to reflect the wishes of the majority of participating shareholders;
- 5.6 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 the Chairperson deems that:
- a. The venue of the Meeting is not large enough to provide seats for all participants; or
 - b. The communication system at the Meeting location is not appropriate for shareholders to attend, discuss, and vote; or
 - c. The behaviors of some participants cause disorder and disruptions that hinder the Meeting from proceeding in a fair and lawful manner.
- 5.7 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.
- 5.8 The Chairperson has the right to request that all Meeting attendees be subject to security inspection or other legal, reasonable security measures, and ask a competent authority to maintain order at the Meeting, or expel anyone from the Meeting who shows signs of causing disorder, disobeying the Chairperson and the Presiding Committee, hampering the Meeting progress, or decline to follow the security inspection procedures at the Meeting.
- 5.9 The Presiding Committee consists of a number of 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.
- 5.10 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 more than 50% of the total voting shares (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 50% 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 of shares and amounts of each type;
 - Additions or changes of business lines;
 - Organizational and management restructure;
 - 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 Resolutions 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 without the signature of the shareholders or their proxies

- + 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.

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 or another person who signed the Meeting Minutes 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 prescribed in Clause 2 Article 115 of Law on Enterprise 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 151 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
CHAIRPERSON**

(signed)

PHAM NHAT VUONG

No.: 01/2021/TTr-HDQT-VINGROUP

*Hanoi, 12 May, 2021***PROPOSAL OF THE BOARD OF DIRECTORS****Re.: Electing members of the Board of Directors for the 2021 – 2026 term****Respectfully submitted to: The General Meeting of Shareholders of
Vingroup Joint Stock Company**

The 05 (year) term of the Board of Directors of Vingroup for the 2016 – 2021 term shall expire in 2021. Pursuant to the provisions of the Law on Enterprises 2020, the Securities Law 2019, the Charter of Vingroup Joint Stock Company (“**Vingroup**”), the Board of Directors (“**BOD**”) would like to submit to the General Meeting of Shareholders’ (“**GMS**”) for consideration and approval the followings:

1. Number of BOD members

The BOD proposes that the 2021 – 2026 BOD consists of 09 members.

2. Eligibility and pre-requisites for BOD candidates

2.1 Candidates must satisfy all requirements set forth in Article 155 of the Law on Enterprises 2020 in order to become eligible for the election, specifically as follows:

- Are legally competent and not specifically prohibited from establishing and managing enterprises pursuant to Clause 2, Article 17 of the Law on Enterprises 2020;
- Having professional expertise and experience in business administration or specifically relevant to Vingroup’s business segments;
- Not necessarily being Vingroup’s shareholders; and
- Do not simultaneously hold BOD positions at more than 05 other companies.

2.2 The GMS shall elect BOD members for the 2021 – 2026 term in compliance with the Election Regulations approved at the Annual General Meeting of Shareholders (“**AGM**”). A draft of the Election Regulations is attached to this proposal.

3. Dossier for nominated and self-nominated candidates includes:

- Nomination/self-nomination application form (in required form);
- Resume of the candidate;
- Copies of Identity Card/Passport and Diplomas and/or certificates of educational qualifications of the candidate;
- Valid power of attorney (in case a shareholder authorizes a proxy to nominate);
- Such aforementioned documents must be sent to the following address and received before 5:00pm on 22 May 2021 by:

The Organizing Committee of the 2021 Annual General Meeting of Shareholders

Address: No. 7, Bang Lang 1 Street, Vinhomes Riverside Ecological Area, Phuc Loi Ward, Long Bien District, Hanoi, Vietnam

Phone: 024-39749999

- Only nominated/self-nominated candidates that meet the requirements set forth shall be included in the list of candidates announced at the AGM.

Respectfully submit to the GMS for consideration and approval.

Thank you.

To:

- *As stated above;*

- *Vingroup Archives*

**ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**

(signed)

PHAM NHAT VUONG

LIST OF THE BOD CANDIDATES FOR THE TERM 2021 - 2026

No.	Name of the candidates
1	Mr. Phạm Nhật Vượng
2	Ms. Phạm Thu Hương
3	Ms. Phạm Thúy Hằng
4	Mr. Nguyễn Việt Quang
5	Ms. Nguyễn Diệu Linh
6	Mr. Park Woncheol
7	Mr. Adil Ahmad
8	Mr. Chin Michael Jaewuk
9	Mr. Ronaldo Dy-Liacco Ibasco



Hanoi, May 12, 2021

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**

FORM 1: THE BOARD OF DIRECTORS SELF-NOMINATION
(Attached to Regulations on election of the Board of Directors members for the term 2021 – 2026)

VINGROUP JOINT STOCK COMPANY THE SOCIALIST REPUBLIC OF VIETNAM



Independence - Freedom - Happiness



Hanoi, , 2021

THE BOARD OF DIRECTORS SELF-NOMINATION FORM
VINGROUP JOINT STOCK COMPANY

Respectfully submitted to: The Organizing Committee of the 2021 Annual General Meeting of Shareholders

My name is.....

Shareholder Code:

Date of Birth: Place of

Birth.....

Residential Address:

.....

ID/Passport Number: Date of issuePlace of issue.....

Degree: Major.....

Share ownership: shares, equivalent to.....% Charter Capital of Vingroup JSC (“**Vingroup**”).

Pursuant to the provisions of the Law on Enterprise and the Vingroup’s Charter, I am nominating myself for the position of a member of the Board of Directors of Vingroup for the term 2021 - 2026.

I undertake that I meet all the eligibility requirements for the nomination of member of the Board of Directors in accordance with Vingroup’s Charter and the Law on Enterprises.

Thank you.

NOMINATING SHAREHOLDER

(Signature and full name)

Enclosure:

1. Resume of the candidate
2. Copy of a valid Identity Card/Passport of the candidate
3. Copy of Diplomas and/or certificates of educational qualifications of the candidate

FORM 2: THE BOARD OF DIRECTORS NOMINATION
(Attached to Regulations on election of the Board of Directors members for the term 2021 – 2026)

VINGROUP JOINT STOCK COMPANY THE SOCIALIST REPUBLIC OF VIETNAM



Independence - Freedom - Happiness



Hanoi, , 2021

THE BOARD OF DIRECTORS NOMINATION FORM
VINGROUP JOINT STOCK COMPANY

Respectfully submitted to: The Organizing Committee of the 2021 Annual General Meeting of Shareholders

The shareholder(s) of Vingroup Joint Stock Company (the “**Company**”) listed below

No.	Full name of shareholder	ID/ Passport/ Business Registration Certificate No., date and place of issue	Number of shares owned	% of Charter Capital owned	Signed by individual shareholder, or signed and sealed by Legal representative of corporate shareholder

Pursuant to the provisions of the Law on Enterprises and the Vingroup’s Charter, we would like to nominate:

Mr. /Ms.....

Date of Birth: Place of

Birth.....

Residential Address:

.....

ID/Passport Number: Date of issuePlace of issue.....

Degree: Major.....

for the position of a member of the Board of Directors of the Company for the term 2021 – 2026.

I/We undertake that Mr. /Ms..... meet all the eligibility requirements for the nomination of member of the Board of Directors in accordance with the Vingroup’s Charter and the Law on Enterprises.

Thank you

Enclosure:

1. Resume of the candidate
2. Copy of a valid Identity Card/Passport of the candidate
3. Copy of Diplomas and/or certificates of educational qualifications of the candidate
4. Valid power of attorney (in case the shareholder(s) authorize(s) a proxy)

**REPORT OF THE BOARD OF DIRECTORS
AT THE 2021 ANNUAL MEETING OF SHAREHOLDERS**

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

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

Due to the impact of the Covid-19 pandemic, 2020 was a challenging year for the global economy, including Vietnam. Under such circumstance, Vingroup has implemented flexible governance activities, minimizing the negative impact from the pandemic.

With regards to the business results, the Board of Directors ("**BOD**") believes that the Group and Management have devoted substantial resources to organize and launch new business operations in order to achieve decent outcomes while maintaining good corporate governance during a period of challenge in the national and global economies.

In 2020, Vingroup reached net revenue of VND 110.5 trillion and profit after tax of VND 4.5 trillion, maintaining its leadership position among the **Top Ten Private Enterprises in Vietnam**. Vingroup was the only non-state-owned Vietnamese listed enterprise to rank among the World’s Largest Public Companies by Forbes Global 2000.

Vingroup’s gains came mostly from its Industrials and Technology sectors, followed by great efforts in the Services sector. These three sectors represent the pillars of the Group’s long term development strategy.

In the **Technology** and **Industrials** sector, VinFast captured the largest market share in its respective market segments with 31.5 thousand cars and 45.4 thousand electric motorcycles sold domestically. Vsmart delivered an impressive performance in selling two million mobile phones and was listed the top best-selling smartphone brand in Vietnam.

Vingroup’s technology companies and research institutes also promoted the adoption of the most advanced technologies, of which autonomous vehicles and smart ecosystems are expecting to create competitive advantages for the Group.

In the **Services** segment, Property continues to be the key growth driver for Vingroup. Vinhomes achieved net revenue of VND 71.5 trillion and profit after tax of VND 28.2 trillion. Vinpearl remained resilient despite a particularly challenging year for global tourism, while Healthcare and Education continued to achieve operational stability.

In addition to its impressive business performance based on determined actions and flexible management and business strategies, Vingroup also excelled in its pioneering social responsibility achievements and became one of the most prominent businesses in Asia in the fight against Covid-

19 by participating in manufacturing and donating ventilators, funding vaccine research, providing support packages to tenants whose business performance was hurt by the pandemic, sponsoring humanitarian flights, and providing vacation packages to front-line medical doctors.

In **Corporate Governance**, Vingroup has converted the challenges of 2020 into motivation to strengthen its organizational structure to establish a solid platform for sustainable development. By taking drastic actions to standardize its business processes and labor productivity, Vingroup reorganized its corporate structure and adopted a results-oriented governance model to increase adaptability in the workplace.

The Group continues to promote greater autonomy and decentralization, as well as the restructuring of the centralized governance model, to create a system that provides more autonomy for each business segment. Under the model, subsidiaries are independent profit-and-loss centers, or “P&Ls”, while their parent company, Vingroup Joint Stock Company, plays the role of strategizing, evaluating and managing subsidiaries.

2. Activities of the Board of Directors

2.1. General activities

In 2020, 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.

Vingroup’s BOD includes nine (9) members, of which one (1) Chairperson of the BOD HQT and three (3) independent BOD members.

Under the circumstance of the Covid-19 pandemic, the Board of Directors promptly organized meetings or obtained the solicitation of written opinion in order to approve important policies and amendment to the Group’s operation and prospects.

In 2020, the Board issued 31 resolutions approving important policies and amendment to the Group’s operation and prospects. The resolutions can be summarized as follows:

Contents	Number of resolutions
Reorganizing the corporate management and operational structure, establishing the P&Ls, making executive appointments at the Group and P&L levels	23
Fund raising, issuance of corporate bonds, pledging of assets	8
Total	31

The list of resolutions / decisions issued by the Board of Directors in 2020 is listed and announced in the Report on Corporate Governance in 2020.

2.2. The Board of Directors’ supervisory activities

In accordance with provisions in the Group’s charter, corporate governance regulations and prevailing laws, the BOD has completed the following supervisory activities:

- Supervised the Group’s project development and investment as well as business activities of the Group’s subsidiaries;
- Administered capital-raising programs to finance the development of projects;
- Led, directed, and successfully organized the 2020 Annual General Meeting of Shareholders on 28 May 2020 and the solicitations of shareholders’ written opinion;

- Supervised the preparation of the quarterly and semi-annual financial statements, and the annual report;
- 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. Remuneration, operational cost and other benefits of the Board of Directors

Report of remuneration for the BOD in 2020 has been written in details on the 2021 remuneration proposal from the BOD to the General Meeting of Shareholders.

In addition, the Group also applied other benefits to members of the Board of Directors such as regular health check-up, health insurance, discounts when using the Group services, etc.

•

4. Related party transactions

Approval procedures of transactions between related parties and the Group are strictly complied with the provisions of the Law on Enterprises, Law on Securities and the Group’s internal governance regulations.

Transactions between the Group and related parties approved by the Board of Directors are reported and announced on the Corporate Governance Report 2020.

5. Independent BOD members’ activities and assessment to the Board’s activities

5.1. Activities of independent BOD members

The Board of Directors includes 03 independent members: (1) Mr. Le Khac Hiep (2) Mr. Ling Chung Yee Roy and (3) Mr. Marc Villiers Townsend. All three members are experts who have many years of experience in key operational areas of the Group and have valuable contribution to the decisions of the Board of Directors. In 2020, all three independent members of the Board have fully participated in deciding/issuing in related matters under the authority of the Board of Directors, including and especially transactions between Vingroup and related parties. This ensures the Group’s transparency, control of conflict of interests and protects the Group and its shareholders interest.

5.2. Assessment of independent BOD members on the Board’s activities.

In 2020, due to Covid-19 pandemic, the Board of Directors has issued flexible decisions to adapt with the changes in manufacturing and business operations. Well-timed instruction from the Board on business plan adjustment strategy has ensured the Group and its subsidiaries achieved their targets, which was approved at the 2020 Annual Meeting of Shareholders, ensuring business continuance as well as employees and customers safety under such challenging circumstance. The Board of Directors approved, issued timely decisions on changes in corporate governance and business operations in accordance with its authority. Concurrently, the Board of Directors also instructed, supervised Management in carrying out proposed business plan.

6. Vingroup’s 2021 Plan of Action

Under the challenging circumstance of the pandemic, the Group has always been complying with State’s policies and guidance to stop the spread of Covid-19, placing customer and employee’s safety above all, at the same time launch new business initiatives to adapt with this circumstance.

The “5 Transformational Principles” continue to be implemented at the Group, including “Empowerment – Standardization – Simplification – Automation – Optimization”, ensuring the

Group's stewardship in order to minimize operational cost and maximize long term value for the Group.

In core business operations, Vingroup will continue its effort to maintain the leading position in market share, create new consumption directions and experiences for consumers. In particular, the Group will continue promoting technology adoption in corporate governance, operations to increase competitive factors when emerging to the global market.

The Board of Directors believe that with the united of the Management and all personnel, Vingroup will achive its target this year.

Thank you.

To:

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

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

(signed)

PHAM NHAT VUONG

*Hanoi, May 12, 2021***PROPOSAL OF THE BOARD OF DIRECTORS****Re.: 2020 business performance and 2021 business plan of Vingroup Joint Stock Company****Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS**

During 2020, the world economy contracted due to the Covid-19. Thanks to the Government's success in preventing the pandemic's spread, Vietnam maintained a positive GDP growth rate of 2.91%. However, given that domestic industries were negatively affected, Vingroup Joint Stock Company ("Vingroup" or the "Group") has quickly adapted to the new situation and promoted flexibility in operations management as well as business strategies. This has not only helped the Group minimize the negative impact of the pandemic, but also achieve some positive results as detailed in the report below.

I. Vingroup's business performance in 2020 (Based on the 2020 Consolidated Financial Statements in accordance with the Vietnamese Accounting Standards).**1. Net Revenue**

Net revenue in 2020 was VND 110.5 trillion, a decline of VND 19.6 trillion, or 15% over 2019 mainly due to Vingroup's exit in the retail business.

- Revenue from the sale of inventory properties increased by 12% from VND 64.5 trillion in 2019 to VND 72.2 trillion in 2020, reflecting the hand-over of Vinhomes Ocean Park, Vinhomes Smart City, and Vinhomes Grand Park projects during the year. The gross profit margin from sale of inventory properties reached 39%.
- Revenue from manufacturing activities reached VND 17.4 trillion, an increase of 89% year-over-year, due to the enthusiastic market reception of vehicles and smartphones.
- Revenue from leasing and related services in 2020 was impacted by the pandemic, particularly in the second quarter, but recovered considerably in the third and fourth quarters. For the full year, revenue from leasing activities and related services decreased by 2% from nearly VND 6.8 trillion in 2019 to nearly VND 6.7 trillion in 2020. The Group launched a new shopping mall in 2020, the Vincom Mega Mall Ocean Park in Hanoi, bringing the total number of shopping malls in operation to 80 across four different formats.
- Revenue from hospitality and entertainment totaled VND 4.9 trillion in 2020, a decline of 43% year-over-year, due to the impact of the pandemic since the second quarter of 2020 on the number of international tourists.

2. Profit after tax

The Group's Profit after tax decreased by 41% from VND 7.7 trillion in 2019 to VND 4.5 trillion in 2020.

3. Statutory obligations

- Vingroup's statutory obligations in 2020 (exclusive of land use fee and land rental fee) was VND 21.2 trillion, of which Corporate income tax was VND 10.1 trillion, Value added tax

was VND 3.6 trillion, Personal income tax was VND 1.7 trillion, and VND 5.8 trillion was from Others.

- Total statutory obligation payment during the year was VND 19.3 trillion, of which Corporate income tax was VND 8.5 trillion, Value added tax was VND 3.7 trillion, Personal income tax was VND 1.7 trillion, and VND 5.3 trillion was from Others.

4. Profit attributable to shareholders

As audited by Ernst & Young Vietnam Ltd., the total profit after-tax attributed to parent company's shareholders in 2020 was VND 5.5 trillion, resulting in an earnings per share of VND 1,691.

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. Other projects are being developed by Vingroup and leading contractors with the highest level of quality and attention to deadlines.

The three mega projects continued to be developed by Vingroup and leading contractors with the highest level of quality and attention to deadlines. In 2020, Vingroup, including Vinhomes and its subsidiaries, set a record with 54,100 apartments, villas and shophouses being handed over, including the retail units and retail equivalent units in bulk sale transactions.

The year 2020 marked the Group's entry into the promising field of industrial real estate. This category offers new sources of revenue to drive future growth. Vinhomes IZ (VHIZ) is a subsidiary focused on Industrial Real Estate to leverage the Company's strong brand, proven skills, and site clearance capabilities. Vinhomes projects are a top destination for both domestic and international investors. VHIZ's initial focus will be on attracting companies in the automotive supply chain in order to build a supply ecosystem around VinFast factories and production processes.

During 2020, Vincom Retail opened a new mall in the Vinhomes Ocean Park mega project, increasing its total to 80 retail malls spread across 43 cities and provinces with a total gross floor area of 1.7 million square meters.

Vinpearl continues to invest in new resort projects in strategic tourism locations, as well as hotels in city centers. In Entertainment, Vinpearl is in the final phase of adding new features to VinWonders Nha Trang for a near-term opening.

II. 2021 business plan

In 2021, Vingroup will promote operations that transform its business and strengthen its three core pillars: Technology, Industrials, and Services. The Group continues to maintain a decentralized P&L model at its subsidiaries with an emphasis on efficiency and transparency and further promote the implementation of the "5 Transformational Principles" to build a streamlined, multi-functional and robust governance mechanism. Specifically:

- Business development: diversify the products and services of each business segment with the aim of delivering products of the highest quality to consumers, thereby diversifying revenue sources and driving customers' attachment to services and products in the ecosystem; applying technology to all activities to catch up with the world's general development trends and expand the export of industrial products.

In Technology and Industrials segments, VinFast plans to launch five electric motorcycle models

and three smart electric cars, VF e34, VF35 and VF36, of which the VF e34 model will be launched as EVs only while the VF35 and VF36 models can be either ICE or EV. The new models are expected to enable VinFast to maintain its position in the domestic market, while expanding its presence abroad. In the smart device business, VinSmart will focus on the development of IoT devices and Infotainment features for VinFast cars, as well as a smart ecosystem centered on three pillars: smart cities, smart homes, and smart services. During 2021, Vingroup will continue to conduct technology research and development to support the Group's focus on Industrials, Technology, and Services. Along with its long-term technology research plans, Vingroup is striving to promote the application of home-grown technologies to build products that meet market needs.

In Residential Property, Vinhomes continues to handover units in the mega projects, promote the Online-to-Offline model, and launch secondary sales platform to support home buyers. In Retail Property, Vincom Retail expects to add 100 thousand sqm of retail GFA, bringing the total area to 1.8 million sqm across the network, thereby maintaining its leading position in the number of retail malls, market share and quality. In Hospitality and Entertainment, Vinpearl will maintain and develop its position in the domestic market by focusing on online sales and corporate sales through its distribution channels, while developing and expanding key foreign markets through robust marketing and communication activities to prepare for new opportunities that emerge once international flight routes are reopened.

- Regarding funding sources, Vingroup will diversify its sources of investment capital both domestically and internationally, effectively manage new investments and optimize the capital in the short-term, mid-term, and long-term with appropriate uses.
- Regarding resource management and corporate culture, the Group will continue to promote 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 a professional work environment with an emphasis on effectiveness, fairness and transparency.

With that in mind, the Board of Directors of Vingroup would like to submit to the General Meeting of Shareholder our targets for 2021 as follows:

- Net revenue: approximately VND 170 trillion
- Profit after tax: approximately VND 4.5 trillion.

Thank you.

To:

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

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN**

(signed)

PHAM NHAT VUONG

*Hanoi, May 12, 2021***REPORT OF THE SUPERVISORY BOARD
AT THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS****Respectfully submitted to: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

In 2020, the Covid-19 pandemic has disrupted the global socio-economic activities as well as affected the world supply chains which brought negative impact to the Vietnamese economy. Thanks to the Government's prompt actions in containing the spread of the virus to realize the dual goal of pandemic prevention and socio-economic development, Vietnam's GDP increased by 2.91%, one of the highest growth rates in the world. Except for the sectors directly affected by Covid-19 such as services and hospitality, most other sectors have achieved positive growth. Vietnam's position in the international arena therefore has been enhanced.

In 2020, Vingroup Joint Stock Company ("**Vingroup**" or the "**Group**") continued to our great efforts in sustaining 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 2020, 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 2020 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 2020 as well as its business performance and cash flows for the fiscal period from 1 January 2020 to 31 December 2020.

Key financial indicators from Vingroup's 2020 consolidated financial statements were as follows:

a. Consolidated business performance:

- Net revenue : VND 110.5 trillion, a decrease of 15% over 2019
- Total profit before tax : VND 13.9 trillion
- Net profit after tax : VND 4.5 trillion, a decrease of 41% over 2019

b. Consolidated Group assets:

- Current assets : VND 166.0 trillion

- Non-current assets : VND 256.5 trillion
- Total assets : VND 422.5 trillion
- c. Owners' equity : VND 135.9 trillion

2. Assessment of the Board of Directors and Chief Executive Officer's actions

The Supervisory Board met several members of the Board of Directors, Management, Chief Financial Officers and Project Development Directors of a number of 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 assessed that the Board of Directors, the CEO and other members of Management have acted in accordance with their regulated functions, responsibilities, and assured that the Group's operating and investment activities have been conducted in a transparent and lawful manner. Within the scope of responsibilities, functions and authorities, the Supervisory Board acknowledges that there is no major risk or violation that could potentially affect the operation of the Group.

3. Report on the Supervisory Board and the supervisors' activities

3.1. Activities in 2020 and 2021 Action Plan of the Supervisory Board

In 2020, the Supervisory Board promoted control and supervisory activities, and collaborated with the Board of Directors and Management to monitor the issuance and implementation of, and to assess the results of General Meeting of Shareholders' ("GMS") and Board of Directors' (the "BoD") resolutions. In performing the functions and tasks as specified in the Charter and internal regulations, the Supervisory Board also tracked audits of the Group and its subsidiaries by the Internal Audit Division and external audit reports, in order to ensure that operations, production and business activities comply with the law and the Group's Internal Governance Regulations, especially when social distancing was mandatory amidst Covid-19.

The Supervisory Board carried out these functions during the year:

- Oversaw the implementation of GMS and BOD resolutions issued in 2020;
- Supervised and evaluated the execution of business plans in order to achieve the revenue and profit targets;
- Ensured the truth and fairness of quarterly financial statements in accordance with Vietnamese Accounting Standards and other accounting policies and regulations;
- Ensured the Group and its listed subsidiaries comply with the law and regulations on information disclosure; and
- Reviewed and evaluated Vingroup's key related-party transactions.

During 2021, 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 and the implementation of commitments in the business activities of the Group and P&Ls
- Review the preparation and reconciliation of quarterly and annual financial statements of the Group and large P&Ls on both periodic and ad-hoc basis
- Actively research and provide strategic consultation to the Board of Directors and Management to come up with measures to improve transparency, as well as monitor and prevent risks in business operations

3.2. Self-assessment of the Supervisory Board members

During 2020, members of the Supervisory Board have fully attended three meetings and have internal discussions among ourselves. Besides, following the Head of the Supervisory Board's task allocation, each member, with our own professional expertise, has actively supervised and examined actions of the Board of Directors, CEO, major functional departments, and major subsidiaries. Members of the Supervisory Board have assessed that we have completed our duties and responsibilities in compliance with relevant laws and the Company's Charter.

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
HEAD OF THE SUPERVISORY BOARD**

(signed)

NGUYEN THE ANH



No: 05/2021/TTr- HDQT-VINGROUP

*Hanoi, May 12, 2021***PROPOSAL OF THE BOARD OF DIRECTORS**

On 2020 financial results and use of proceeds from the private placement of shares
Vingoup Joint Stock Company

Respectfully submitted to: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Although the global contracted due to the impact of Covid-19, 2020 was a successful year for Vingroup Joint Stock Company (“Vingroup”). Key financial indicators for the financial year ended 31 December 2020, as shown in the 2020 audited consolidated financial statements, are as follows:

1. Assets

- Current assets decreased by VND 31.4 trillion, or a decrease of 16% compared to the balance as at 31 December 2019, mainly due to changes in Inventories attributed to the handover of units in the three Vinhomes mega projects and good record of VinFast vehicles sold and delivered.
- Non-current assets increased by 24% year-over-year compared to 2019, reaching VND 254.5 trillion as of 31 December 2020, in which:
 - o Fixed assets increased by VND 17.4 billion, equivalent to a 16% y-o-y increase due to the opening of VinWonders Phu Quoc theme park phase I, the opening of VinUniversity and four Vinschool campuses, and the addition of assets to VinFast and VinSmart manufacturing plants.
 - o Construction in progress increased by VND 19.9 trillion in 2020 due mainly to the acquisition of several new real estate projects during the year and from ongoing projects such as VinWonders Phu Quoc, renovation of Vinpearl Nha Trang, investments in the VinFast electric bus project, along with machinery and equipment for the production of new vehicle models.

2. Borrowings and Owners’ Equity**2.1. Sources of borrowings in 2020**

- Total liabilities as of 31 December 2020 were VND 286.7 trillion, a slight increase of 1% compared to 31 December 2019.
- Vingroup’s Total debt as of 31 December 2020 was VND 129.8 trillion. Total debt was mainly comprised of syndicated loans (51%), domestic bonds (38%), and exchangeable bonds (4%).

2.2. Net increase in Owners’ Equity

- Owners’ equity increased by 13% from VND 120.6 trillion to VND 135.9 trillion at the end of 2020, mainly due to increase in capital contribution from non-controlling shareholders.

3. Consolidated revenue and profit growth

- Net revenue reached VND 110.5 trillion, a 15% decrease compared to 2019.

- 2020 Gross profit was VND 17.3 trillion, a decrease of 54% compared to that of 2019, due to most of our operating activities were affected by the Covid-19 pandemic.
- Profit before tax reached VND 13.9 trillion, and Profit after tax reached VND 4.5 trillion, representing year-over-year decreases of 11% and 41% respectively.

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

On 2 December 2019, the Group completed the private placement of shares to investors with the additional number of shares issued being 22,640,167 shares.

Following the report on use of proceeds submitted to the 2020 General Meeting of Shareholders, the Board of Directors would like to release the Report on the use of proceeds from the private placement in 2020, audited by KTC Audit Company Limited (“KTC”). KTC confirms that the Report on use of proceeds as of 31 December 2020 reflected a true and fair view, in all material respects, of the use of proceeds from the issuance, in accordance with the accounting policies applied on the notes to the report, and in accordance with the above purposes and as registered with the State Securities Commission..

Kindly submit for AGM for consideration and endorsement.

Thank you.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

To:

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

(signed)

PHAM NHAT VUONG

Note:

- *Vingroup's 2020 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>*

Hanoi, May 12, 2021

PROPOSAL OF THE BOARD OF DIRECTORS

Re: The Appropriation Plan for 2020 accumulated undistributed earnings

Respectfully submitted to: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

As at 31 December 2020, Vingroup's undistributed earnings were VND 6,188,909 million on the separate financial statement and VND 4,359,645 million on the consolidated financial statement, as audited by Ernst & Young Vietnam Limited.

The Board of Directors (the “**BOD**”) would like to submit to the Annual General Meeting of Shareholders (the “**AGM**”) for approval of the Appropriation Plan for 2020 undistributed earnings as follows:

- I. To transfer VND 5,000,000,000 (five billion dong) to the Reserve Fund, as specified in the Charter of Vingroup;
- II. Pay share dividends to existing shareholders in accordance with their ownership percentage, as follow:
 1. Eligibility: Existing shareholders whose names appear in the Shareholder Register List at the close of trading on the record date are entitled to receive a share dividend
 2. Form of distribution: dividends shall be distributed in accordance with the exercise of rights
 3. Distribution ratio: shares are distributed in the ratio of 1,000: 125 to the existing shareholders at the closing record date (Each existing shareholder owning 1,000 shares will be entitled to receive a dividend of 125 shares).
 4. Total number of additional shares expected to be issued to pay share dividend (at par value): 422,803,800 shares.
 5. Characteristics: share dividend to be distributed are fully paid ordinary shares with par value of VND 10,000 / share.
 6. Treatment of fractional shares: The number of shares to be distributed will be rounded down to the nearest integer; fractional shares (if any) will be canceled.
For example, if shareholder Nguyen Van A owns 789 VIC shares, he will theoretically be entitled to receive $789 \times 125 / 1000 = 98.625$ VIC shares. In practice, he will receive only 98 VIC shares due to the rounding-down effect, with the fractional shares being cancelled.
 The positive difference between the Vingroup's profit and the total value of shares actually distributed to existing shareholders as dividends will remain as retained earnings of Vingroup.
 7. Source of capital: Undistributed earnings after tax as of December 31, 2020.
 8. Expected timing of distribution: 3rd and 4th Quarter of 2021
 9. Structure of the charter capital after the issuance of additional shares:

- Total number of outstanding shares:	3,382,430,590 shares
- Total number of shares to be issued:	422,803,800 shares

- Type of shares: ordinary shares
 - Par value: VND10,000/ share
 - Expected total number of shares after the issuance: 3,805,234,390 shares
 - Charter capital after the issuance of additional shares (at par value) is expected to be VND 38,052,343,900,000 (In words: Thirty eight trillion, fifty two billion, three hundred and forty three million and nine hundred thousand Vietnam Dongs).
 - Limitations of the issuance: the additional shares to be issued as share dividend to existing shareholders are not subject to transfer restrictions.
10. The newly issued shares from share dividend to existing shareholders (based on the actual results of the issuance) will be registered with the Vietnam Securities Depository (VSD) and listed on the Ho Chi Minh Stock Exchange (HOSE). The specific date for the additional listing will be decided by the Chairman of the BOD.

III. The remaining profits will be added to the capital of Vingroup.

IV. Authorization to implement:

To ensure efficient and expeditious implementation of the additional share issuance to pay share dividends to existing shareholders, the BOD would like to seek the GSM's approval to authorize the Chairman of the BOD of Vingroup to execute, including but not limited to the following tasks:

1. To complete all relevant required procedures, to consider and determine specific contents of the plan to distribute share dividends to existing shareholders in compliance with statutory regulations and Vingroup's Charter, and to protect the interests of shareholders;
2. To choose the time and method for the distribution of share dividends to existing shareholders;
3. To decide on an increase in the Charter capital and amendment of the Charter of Vingroup JSC in line with the actual issuance results;
4. To decide and implement all procedures to register with the VSD and list on the HOSE the additional shares from the distribution of share dividends to existing shareholders
5. To decide on all the related tasks necessary to complete the issuance of additional shares to pay share dividends in compliance with the law.

Kindly submit for AGM consideration and endorsement.

Thank you.

To:

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

**ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**

(signed)

PHAM NHAT VUONG



No.: 07/2021/TTr-HDQT-VINGROUP



Hanoi, May 12, 2021

**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. 01/2020/NQ-DHDCD-VINGROUP dated 28 May 2020 (“**2020 AGM Resolution**”).

The Board of Directors (“**BOD**”) and the Supervisory Board hereby report the 2020 remuneration and request the Annual General Meeting of Shareholders (“**AGM**”) to approve the plan for 2021 remuneration for the members of the BOD and the Supervisory Board as follows:

1. Actual remuneration paid in 2020

- In 2020, the BOD consisted of nine members and the Supervisory Board consisted of three members;
- Remuneration for the BOD was VND 12.4 billion – equivalent to 0.27% of the 2020 profit after tax;
- Remuneration for the Supervisory Board was VND 2.1 billion – equivalent to 0.05% of the 2020 profit after tax;

The total remuneration for the BOD and the Supervisory Board complies with the Resolution passed at the 2020 AGM.

2. Remuneration Plan for 2021

Based on the 2021 business plan, the BOD and the Supervisory Board request the AGM’s approval of the 2021 remuneration plan for the BOD and the Supervisory Board as follows, which is consistent with the proposed remuneration plan in 2020:

- Remuneration for the BOD is limited to a maximum of 0.4% of profit after tax in 2021;
- Remuneration for the Supervisory Board is limited to a maximum of 0.1% of profit after tax in 2021.

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.

VINGROUP JOINT STOCK COMPANY

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No.: 08/2021/TTr-HDQT-VINGROUP

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

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Hanoi, May 12, 2021

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

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

(signed)

(signed)

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

**PHAM NHAT VUONG
CHAIRMAN**

PROPOSAL OF THE BOARD OF DIRECTORS

Re.: Approving the list of eligible independent audit firms

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

Pursuant to the Law on Enterprises 2020, the General Meeting of Shareholders ("**GMS**") approves the list of independent auditing firms of Vingroup Joint Stock Company ("**Vingroup**") for the 2021 fiscal year.

Based on the assessment of the quality and reputation of audit firms in Vietnam, the Board of Directors respectfully submit to the General Meeting of Shareholders the list of audit firms for approval and authorize the Chief Executive Officer to select one of the below companies to be auditor of Vingroup for the 2021 fiscal year:

1. Ernst & Young Vietnam Ltd.
2. PwC Vietnam Ltd.
3. Deloitte Vietnam Company Ltd.
4. KPMG Vietnam Ltd.

Thank you.

To:

- *As above;*
- *Vingroup archives*

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN**

(signed)

PHAM NHAT VUONG

Hanoi, May 12, 2021

PROPOSAL OF THE BOARD OF DIRECTORS

(Re.: Amending and promulgating the Vingroup's Charter and Regulations)

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

Since 1 January 2021, a number of important legal documents related to the operation of Vingroup Joint Stock Company ("**Vingroup**") have come into effect, including: (i) Law on Securities No. 54/2019/QH14 dated 26 November 2019 (ii) Law on Enterprises No. 29/2020/QH14 dated 17 June 2020 (iii) Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities ("**Decree 155**") (iv) Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding corporate governance applicable to public companies are provided in Decree 155.

On the basis of the above legal changes, Vingroup needs to promptly update, amend and supplement the contents of the current Charter and promulgate the Regulations accordingly to ensure the Group's organization and operation comply with the applicable laws.

Respectfully submit to the General Meeting of Shareholders the following documents for consideration and approval:

1. The Draft Charter presented in Appendix 01 attached to this Proposal.
2. The Draft Internal Regulations on Corporate Governance presented in Appendix 02 attached to this Proposal.
3. The Draft Regulation on the operation of the Board of Directors presented in Appendix 03 attached to this Proposal.
4. The Draft of the Regulation on operation of the Supervisory Board presented in Appendix 04 attached to this Proposal.

Thank you.

To:

- *As above;*

- *Vingroup archives*

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN**

(signed)

PHAM NHAT VUONG

THE SOCIALIST REPUBLIC OF VIETNAM
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APPENDIX 01

(attached to Proposal No. 09/2021/TTr-HĐQT-VINGROUP dated 12 May 2021)

(DRAFT)

CHARTER OF

VINGROUP JOINT STOCK COMPANY

HANOI, DATE MONTH YEAR 2021

PREAMBLE

The Charter of Vingroup Joint Stock Company, (the “**Group**”), a joint stock company established in accordance with the relevant law and all properly adopted resolutions of the General Meeting of Shareholders and the Board of Directors, specifies the binding rules and regulations for the conduct of the business of the Group.

This Charter comprises of 55 Articles, included in 19 Chapters, which regulates the whole activities of the Group (the “**Charter**”).

This Charter is ratified by the General Meeting of Shareholders of the Group on [...] and takes effect from the date of signing.

CHAPTER I

DEFINITIONS

Article 1. Definitions

1. Unless the terms or context of this Charter otherwise provide, the following terms shall have the meanings as described to them hereunder:
 - 1.1 *Manager* refers to the Chief Executive Officer, Deputy Chief Executive Officer, the Chief Accountant and other Manager of the Group as approved by the BOD.
 - 1.2 *Executive* refers to the Chairperson or members of the BOD, Chief Executive Officer, Deputy Chief Executive Officer, and other Executive(s) of the Group as approved by the BOD.
 - 1.3 *Group* means Vingroup Joint Stock Company.
 - 1.4 *Subsidiary* means any company in which the Group (i) holds more than fifty percent (50%) of the Charter Capital or total issued ordinary shares, or (ii) has the right to directly or indirectly decide on appointment of a majority or all of members of the BOD or Chief Executive Officer, or (iii) has the right to decide the amendment of or addition to the charter of that company.
 - 1.5 *Shareholder* means an individual or organization that owns at least one share of the Group;
 - 1.6 *Major shareholder* means a shareholder defined in Clause 18 Article 4 of the Law on Securities.
 - 1.7 *Authorized Representative* means any person who is authorized in writing by an institutional shareholder to exercise such Shareholder’s rights in accordance with the Law.
 - 1.8 *Related persons* are the organizations and individuals defined in Article 4.46 of the Law on Securities and Article 4.23 of the Law on Enterprises.
 - 1.9 *GMS* means the General Meeting of Shareholders of the Group.
 - 1.10 *BOD* means the Board of Directors of the Group.
 - 1.11 *SVB* means the Supervisory Board of the Group.
 - 1.12 *CEO* means the Chief Executive Officer of the Group.
 - 1.13 *Law on Enterprises or the Law on Enterprises 2020* means the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, which takes effect from 1 January 2021.

- 1.14 *Law on Securities* means the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, takes effect from 1 January 2021.
- 1.15 *Establishment Date* is 3 May 2002, the date on which the Group's first Enterprise Registration Certificate is granted;
- 1.16 *Stock Exchange* means the stock exchange where shares, bonds and other securities are officially traded and the Group's shares are listed.
- 1.17 *Shareholder Register* means the register of Shareholders of the Group, which is established and maintained in accordance with this Charter, Law on Securities and the Law on Enterprises.
- 1.18 *Vietnam* means the Socialist Republic of Viet Nam.
- 1.19 *VND* or Vietnamese Dong means the legal currency of Viet Nam.
- 1.20 *Charter Capital* means the total face value of shares that have been issued or subscribed upon establishment of the Group as prescribed in Article 7 of this Charter.

Article 2. Rules of interpretation

- 2.1 In this Charter, any reference to any article or document shall also include the amendments, additions or replacement of such document.
- 2.2 The headings are inserted for convenience only and do not affect the interpretation and construction of the articles of this Charter.
- 2.3 Any words or expressions defined in the Law on Enterprises shall, (if not inconsistent with the subject or context), bear the same meanings in this Charter.

CHAPTER II

GENERAL PROVISIONS

Article 3. Name, Type of Company, Head Office, Branches, Representative Offices, Legal Representatives, Legal Life, and Seal of the Group

- 3.1 Name of the Group:

Vietnamese name: **TẬP ĐOÀN VINGROUP - CÔNG TY CP**

Company's name in English: **VINGROUP JOINT STOCK COMPANY**

Abbreviated name: **VINGROUP**

- 3.2 The Group is a joint stock company with the independent juridical entity status in accordance with the Law on Enterprises and applicable laws and regulations. In the course of its operation, the Group shall comply with applicable laws and the provisions mentioned in this Charter. Shareholders are liable for the debts and other property obligations of the Group to the extent of the amount of capital contributed to the Group. The Group being a separate legal entity shall not be liable for the debts or any other liabilities of the Shareholders, unless otherwise expressly agreed. The Group shall operate on the principle of independent economic management in conformity with the present Charter, the Law and the Enterprise Registration Certificate.
- 3.3 The Group's registered head office is **No. 7 Bang Lang 1 Street, Vinhomes Riverside Ecological Urban Area, Viet Hung Ward, Long Bien District, Hanoi, Vietnam.**
Tel: (+84) 24 3974 9999

3.4 The Group may establish subsidiaries, branches, representative offices, and business locations in accordance with the laws and the Group’s business activities, to pursue goals and objectives of the Group.

3.5 The Group has one legal representative. The CEO shall be the legal representative of the Group.

3.6 The Legal Life of the Group shall be unlimited. The Group may amend its legal life in accordance with a resolution of the GMS.

3.7 The seal of the Group

- a) The BOD shall decide the type, quantity, form and content of the seals of the Group, its branches and representative offices from time to time.
- b) The CEO shall be responsible for use and manage the seals in accordance with applicable regulations of law.

Article 4. Objectives of Business Activities

4.1 The Group’s business lines are as follows:

No.	Business line’s code	Business lines’ names
1.	6810 (main)	Doing real-estate-related business; doing transactions related to land use right under ownership, or having the usage right, or leased land
2.	9000	Creative, arts and recreational activities.
3.	4649	Wholesale of other goods to households. In detail: Excluding products that are not listed in WTO commitment schedule.
4.	9311	Operations of sport facilities. (Actual business shall follow the licenses issued by the competent authorities).
5.	9329	Other recreational activities which have not been categorized (excluding operations of discotheque, dance floors). In detail: Amusement and entertainment services: billiards, computer games, water games, outdoor games, and swimming; (excluding operating bar, karaoke parlor, discotheque).
6.	9321	Operations of amusement and theme parks. In detail: Construction and installation of park playgrounds and recreational facilities in the park
7.	8211	General administrative and office services; In detail: Management of office and administrative activities such as reception, mail delivery, filing.
8.	3600	Water use, treatment and supply. In detail: Supply of fresh water.
9.	4321	Installation of electricity system.
10.	3700	Drainage and treatment of wastewater.
11.	3811	Collection of non-hazardous waste

		In detail: Excluding direct garbage collection from households. The service can only be provided at waste collection points designated by local municipal and provincial governments
12.	4311	Demolition.
13.	4312	Preparation of sites.
14.	4329	Installation of other construction systems.
15.	4390	Other specialized construction activities.
16.	5510	Short-term hospitality service In detail: Operation of hotel.
17.	4772	Retail of medicine, medical equipment, cosmetic and hygiene products in specialized retail outlet. In detail: Retail of cosmetic and hygiene products in specialized retail outlet.
18.	6619	Supporting activities for financial advisory which have not been categorized.
19.	7310	Advertisement In detail: Advertisement and related services.
20.	5610	Restaurant, catering services. In detail: Catering services (excluding operation of bar, karaoke parlor, discotheque).
21.	4659	Wholesale of machinery, equipment and other machinery components. In detail: Trading industrial goods, agricultural produce, construction equipment, means of transportation, automation, automatic anti-theft and anti-burglar devices.
22.	4620	Wholesale of agricultural, forestry products (except for wood, bamboo) and alive animals. In detail: Agricultural products do not include tobacco leaves (Sale/purchase of goods and directly relevant activities thereof of foreign invested companies shall carry out in accordance with Decree No. 09/2018/ND-CP dated 15 January 2018)
23.	6820	Real estate advisory, brokerage, auction, land use rights auction. In particular: Real estate brokerage services, real estate advisory services, real estate management.
24.	4330	Fitting out of construction works In detail: Supervising the construction and completion of civil and industrial construction works.
25.	7020	Management consultancy.
26.	7010	Activities of the Head Office.
27.	4322	Installation of water supply and drainage system, heating system, and air conditioners.
28.	4212	Construction of land way works.
29.	4211	Construction of railway works.
30.	4229	Construction of public works.
31.	4299	Construction of other civil engineering works.
32.	7320	Market research and social polling services. In detail: Excluding public polling services
33.	6202	Consulting on computers and computer system management

34.	4101	Construction of residential housing.
35.	6311	Data processing, hosting and related activities.
36.	4102	Construction of non-residential works.
37.	6209	IT and other computer related services. In detail: Other IT and computer services that have not been categorized such as troubleshooting of computers and software installation
38.	4610	Agency, brokerage, auction of commodities. In detail: Commission agency (Sale/purchase of goods and directly relevant activities thereof of foreign invested companies shall carry out in accordance with Decree No. 09/2018/ND-CP dated 15 January 2018)
39.	7110	Architecture and relevant technical advisory. In detail: Designing and planning construction works; Providing architectural design for construction works; Designing structure for civil and industrial construction works; Designing electricity system for civil and industrial construction works and technical infrastructure; Designing ventilation, heater and air conditioning system for civil construction works; Designing water supply and drainage system - water system for construction works; Managing construction investment projects; Appraising designs, construction drawing and cost estimations for construction works.

4.2 The GMS of the Group decides to change or expand the scope of activities of the Group in accordance with the Law.

CHAPTER III

RIGHTS AND RESPONSIBILITIES OF THE GROUP

Article 5. *Rights of the Group*

The Group shall have the following rights:

- 5.1 To manage, use capital contributed by the Shareholders and other sources in order to carry out tasks, responsibilities, and business strategy of the Group.
- 5.2 To grant credit to its Subsidiaries and other companies in the form of loans to support the capital needs for the business development strategies of the Group, including the development of real estate projects in accordance with the Law.
- 5.3 To organize the management apparatus, set up the compensation system, and direct the operation of business units in accordance with the Group's objectives and responsibilities.
- 5.4 To do business in the areas that are not prohibited by Law and expand the scope of business activities according to the capability of the Group and market demand.
- 5.5 To re-structure, dissolve the Subsidiaries; develop the production and business activities of the Group; to allocate and adjust resources amongst Subsidiaries in accordance with the Law in order to ensure the business efficiency
- 5.6 To set-up branches, representative offices of the Group within the country, or overseas in accordance with the Law, open bank account(s) in Vietnam and overseas.

- 5.7 To split, merge, invest, participate in joint-ventures or partnerships or business corporation contract, purchase shares, buy in full or in part the assets of other companies as provided for by the Law and in line with the development objectives of the Group.
- 5.8 To search for markets and select customers; directly transact and enter into contracts with domestic and foreign customers; is permitted to undertake export and import activities to meet all the requirements of business operations of the Group.
- 5.9 To select, employ and mobilize employees according to the requirements of business activities, including foreign experts if needed as so stipulated by the Law. Choose suitable method of salary payment, income distribution, and decide salary of the employees in accordance with the Law.
- 5.10 To reject and refuse all requests for provision of financial resources from any individual, company or organization that is not stipulated by Law, except voluntary contributions for humanitarian purposes and the public interest.
- 5.11 To decide on the purchase price, selling price of different kinds of material, equipment, products and services except the case where the price of certain products and services must be decided by the Government.
- 5.12 To use capital and funds of the Group to serve the purposes of business activities on the principle of capital preservation and profit earning.
- 5.13 To choose method of capital mobilization from domestic and international capital sources. To issue shares, bonds in compliance with the Law. Subject to the scope of business operations of the Group and in accordance with the Law, the Group may list or delist its shares on the Stock Exchanges.
- 5.14 To liquidate, transfer, replace, rent, lease, mortgage, pledge assets, guarantee, and contribute capital with the land use rights and other property rights in conformity with the Law and in the principle of capital preservation.
- 5.15 To decide on the use and distribution of the profit to Shareholders after meeting all obligations toward the State and allocation to funds in accordance with provisions of applicable laws and legitimate decisions of the GMS.
- 5.16 To apply for and enforce intellectual property rights.
- 5.17 To commence or defend itself in legal proceedings.
- 5.18 To hire lawyers, accountants, consultants, agents, advisors, architects, engineers and contractors to assist the Group.
- 5.19 To enjoy and request favorable tax regime as so prescribed by the Law.
- 5.20 To do all other lawful things and execute all other lawful agreements, documents and instruments as may be necessary or desirable for the purposes of the Group or its business.
- 5.21 Other rights as stipulated by Law.

Article 6. *Obligations of the Group*

The Group's obligations include:

- 6.1 To complete business registration and do business according to the registered scope of activities; bear responsibilities before (i) its Shareholders for the business results of the Group, and (ii) its customers and Law for the products and services provided by the Group.
- 6.2 To establish a development strategy, investment plan, business plan suitable with the functions and duties of the Group as well as the demands of the market place.
- 6.3 To sign and organize the implementation of various contracts executed with its partners.
- 6.4 To perform its obligations toward the employees in accordance with the Labor Code, to pass the labor collective agreement and other regulations.
- 6.5 To comply with the Law on protection of natural resources, environment protection, state security, fire prevention and fighting.
- 6.6 To perform statistics and accounting regimes, prepare periodical reports as so required by the State and extraordinary reports at request of the GMS, and be responsible for the accuracy and truthfulness of such reports.
- 6.7 To be subject to the examination of State management bodies in accordance with the Law.
- 6.8 To comply with provisions on inspection by competent State authorities.
- 6.9 To properly perform the regime and regulations on financial statement, accounting-statistics, auditing and other regulations as stipulated by Law, be responsible for the accuracy and truthfulness of the financial statements of the Group.
- 6.10 To preserve and develop the capital and funds of the Group.
- 6.11 To satisfy the requirements regarding the receivable and payable items specified in the balance sheet of the Group.
- 6.12 To disclose the annual financial statements, the true and objective information about the activities of the Group in accordance with resolutions of the GMS and the Law.
- 6.13 To pay taxes, contribute to the State Budget and meet other obligations as so required by Law.
- 6.14 To comply with all the Articles specified in the Charter and take responsibility within the scope of the Charter Capital of the Group.

CHAPTER IV

CHARTER CAPITAL, FOUNDING SHAREHOLDERS, TYPES OF SHARES, SHARE CERTIFICATES

Article 7. Charter Capital

- 7.1 The Charter Capital of the Group is VND **34,447,690,560,000**.

(In words: Thirty four trillion. four hundred and forty seven billion, six hundred and ninety million, five hundred and sixty thousand dong).

The Charter Capital is divided into 3,444,769,056 shares with par value of VND 10,000 (ten thousand Vietnamese dong), including:

- Ordinary shares: 3,382,430,590
- Preference shares: 62,338,466

Details of the Charter Capital of the Group is specified in details at Appendix 2 attached to this Charter. The Charter Capital may be changed from time to time pursuant to the approval of the GMS in accordance with applicable Law. In such circumstances, Appendix 2 shall be adjusted accordingly to reflect such changes of Charter Capital.

- 7.2 The Charter Capital is formed by various assets contributed as cash, shares, freely convertible foreign currencies, gold, land use right (LUR), intellectual property rights, technologies, technical secrets, and other assets as regulated by laws.
- 7.3 The number of shares of the Group authorized to be offered for sale is the total number of shares decided by the GMS to be offered for raising capital from time to time and as recorded in relevant resolutions of the GMS. The BOD shall decide the timing, method and offering price. The offering price of the Shares must not be lower than the market price at the time of offer or the latest book value of Shares, except for the following cases:
- (i) Where the Shares are offered to all Shareholders on a pro rata basis to their shareholding proportion in the Group;
- a) Where the Shares are offered to the brokers or underwriters/securities companies. In this circumstance, the specific discount amount or the discount rate must be approved by the GMS
- b) Where the Shares are issued to the employees under the Employee Stock Ownership Plan (ESOP) as approved by the GMS.
- c) Other cases as in accordance with the Resolutions of the GMS.
- 7.4 Unless otherwise decided by the GMS, any new ordinary shares proposed to be issued shall first be offered to existing Shareholders in proportion to the number of the ordinary shares held by them respectively at the time being. The offer of such new ordinary shares to existing Shareholders shall be made in accordance with the laws on securities. Shareholders shall be entitled to transfer their preferential subscription right to other persons. The BOD may make decision on shares which have not been registered for subscription. The BOD may offer or allocate the call options to parties, on such terms and in such manner as they think fit, provided that such shares shall not be disposed of on terms which are more favorable to the subscriber than the terms on which they were first offered to the existing Shareholders, unless otherwise approved by the GMS.
- 7.5 The Group may redeem its issued Shares in any manner regulated in this Charter and prevailing laws.
- 7.6 The Group may issue other securities in accordance with the applicable laws.
- 7.7 Under no circumstances shall the Charter Capital be used to pay dividends to Shareholders. In case of the early dissolution of the Group, the relevant provisions of the Law shall be applied
- 7.8 Apart from ordinary shares, from time to time, upon the approval of the GMS, the Group may issue preference shares as prescribed by law. Preference shares can be converted into ordinary shares in accordance with the resolutions of the GMS. Ordinary shares cannot be converted into preferred shares.

Article 8. Obligations of Shareholders

- 8.1 The Shareholders shall have the following obligations:
- a) To comply with the Group's Charter, the resolution of the GMS and the BOD, regulations on governance and other documents issued by the Group;

- b) To make payment in full and on time for shares which have been registered for subscription in accordance with the required procedures;
 - c) Not to withdraw the capital contributed by ordinary shares from the Group in any form, except where shares are redeemed by the Group or other persons. Where a Shareholder withdraws a part or all of the share capital contributed not in accordance with this clause, such Shareholder and any person with related interests in the Group must be jointly liable for debts and other property obligations of the Group to the extent of the value of shares withdrawn and any loss incurred;
 - d) To preserve confidentiality of information provided by the Group pursuant to the Charter and the Law; and only to use information provided in order to perform and protect their lawful rights and interests, and not to distribute, copy or send such information to other organizations or individuals.
 - e) To comply with other obligations stipulated by the Charter and the Law.
- 8.2 Shareholders of the same class of shares shall have equal rights, obligations and interests. In case the Group has types of preference shares, the rights and obligations associated with those types of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to Shareholders.
- 8.3 Major Shareholder must not take advantage to cause damage to the rights and interests of the Group and other Shareholders, and are obliged to disclose information in accordance with the Law.
- 8.4 Shareholder being an organization shall have the right to appoint one or more Authorized Representative(s) to exercise its rights as a Shareholder of the Group in accordance with Law. In a case where there are more than one Authorized Representatives appointed, the specific number of shares represented by each Authorized Representative must be specified. If such a Shareholder does not specify the number of shares represented by each Authorized Representative(s), the total number of shares shall be divided equally to Authorized Representative(s).
- 8.5 Any appointment, termination or change of an Authorized Representative shall be notified in writing to the Group, and effective on upon the receipt by the Group of such notification. To the extent required by Law, the notification must contain the following:
- (a) Name, enterprise registration number, address of head office of the Shareholder;
 - (b) Number Authorized Representatives and the number of shares for which an Authorized Representative has been appointed to represent;
 - (c) Full name, address, nationality, number of personal identity paper of each Authorized Representative;
 - (d) Term of mandate of the Authorized Representative specifying the commencement date of the mandate; and
 - (e) Full name and signature of the Authorized Representative and of the Legal Representative of the Shareholder.

Article 9. Founding Shareholders

- 9.1 The names, addresses, number of ordinary shares of the Founding Shareholders required by the Law on Enterprises are attached as Appendix 1, which is a part of this Charter.

9.2 Since the limitation period of three (3) years from the Establishment Date has already expired, all restrictions applied to the ordinary shares held by Founding Shareholders have been removed.

Article 10. Ordinary Shareholders

10.1 The owners of ordinary shares shall be called Ordinary Shareholders.

10.2 The Ordinary Shareholders shall have the following rights:

- a) To attend and express opinions at the GMS and to exercise the right to vote directly or through an Authorized Representative. Each ordinary share shall carry one vote;
- b) To receive dividends at the payout ratio decided by the GMS;
- c) To be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares each shareholder holds in the Group;
- d) To freely transfer their Shares to other persons as stipulated in this Charter and applicable Law;
- e) To sight, look up and make an extract of information about names and addresses in the list of Shareholders having the voting rights and to request amendment of incorrect information;
- f) To sight, look up and make an extract of Charter, meeting minutes and GMS' resolutions;
- g) In the case of dissolution of the Group, receive part of the remaining assets in proportion to their holdings in the Group;
- h) To demand the Group to redeem their Shares in the circumstances set out in Article 132 of the Law on Enterprises;
- i) To receive equal treatment.
- j) To access to periodic and extraordinary information disclosed by the Group as prescribed by law;
- k) To have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and the BOD in accordance with the Law on Enterprises;
- l) Other rights prescribed by the Charter and the Law on Enterprises.

10.3 A Shareholder or a group of Shareholders owning 5% or more of the ordinary shares shall have the following rights:

- a) To request the BOD to convene the GMS in accordance with Article 115.3 and Article 140 of the Law on Enterprises;
- b) To sight, look up and make an extract of the minutes, resolutions and decisions of the BOD, semi-annual and annual financial statements, reports of the SVB, contracts and transactions subject to approval by the BOD and other documents, except documents relevant to the Group's trade secrets;
- c) To request the SVB to inspect specific issues relevant to the management and operation of the Group where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of Shareholders that are individuals; or names, enterprise/organization ID numbers and headquarters addresses of Shareholders that are organizations; quantity of shares and share subscription time of each Shareholder, total shares of the group of Shareholders and their holdings; the issues that need to be inspected and purposes of the inspection;

- d) To propose inclusion of the issues in the agenda of the GMS. The proposal must be made in writing and sent to the Group at least 05 working days before the date of opening. The proposal shall specify the Shareholder's name, quantity of each class of shares being held by the Shareholder and the proposed issues;
- e) Other rights prescribed by the Charter and the Law on Enterprises.

10.4 A Shareholder or a group of Shareholders owning 10% or more of the ordinary shares is entitled to nominate candidates to the BOD and the SVB.

Candidates shall be nominated as follows:

- a) The group of Shareholders that nominate candidates to the BOD and the SVB must inform the participating Shareholders about the formation of the group before the opening of the GMS;
- b) Depending on the quantity of members of the BOD and the SVB, the Shareholders or groups of Shareholders prescribed in this Article, according to the decision of the GMS, may nominate one or some candidates to the BOD and the SVB.
- c) In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by BOD, the SVB and other Shareholders.

10.5 The Ordinary Shareholders of the Group shall have the following obligations:

- a) To make payment in full and on time for the subscribed Shares;
- b) Not to withdraw the capital contributed by ordinary shares from the Group in any form, unless these shares are repurchased by the Group or other persons. Where a Shareholder withdraws a part or all of the share capital contributed not in accordance with this clause, such Shareholder and individual having related benefits in the Group must be jointly liable for debts and other property obligations of the Group within the value of shares withdrawn and damage caused.
- c) To comply with the Charter and other regulations on internal governance of the Group;
- d) To execute decisions, resolutions of the GMS and the BOD;
- e) To safeguard information provided by the Group in accordance with the Charter and the applicable laws; only use the provided information to exercise and protect their lawful rights and interests; shall not copy, provide, or circulate the information provided by the Group to any other organizations and individuals.
- f) To participate in the GMS and exercise the right to vote in the following manners:
 - (i) To attend and vote in person at the meeting;
 - (ii) To authorize other organizations and individuals to attend and vote at the meeting;
 - (iii) To participate and vote at online meeting; cast electronic votes or in other electronic forms;
 - (iv) To send voting ballots by mail, fax or email;
 - (v) To send voting ballots using other means to the person in charge of corporate governance of the Group.
- g) Take personal responsibility when taking any of the following acts in the name of the Group:

- (i) To commit any violations of law;
 - (ii) To carry out any business activity and other transaction for personal gain or serving the interests of other organizations and individuals;
 - (iii) To pay undue debts when the Group might be facing financial risks.
- h) To fulfill other obligations as provided by applicable law.

Article 11. Change of rights

- 11.1 Any changes or cancellation of the special rights attached to a preferred share shall only be effective once being approved by Shareholders holding at least 65% of the ordinary shares attending the meeting. A resolution of the GMS on any item which results in an adverse change of rights and obligations of a preference shareholder is only passed if it is agreed by the number of attending preference shareholders of the same type owning seventy five (75) percent or more of the total number of preference shares of such type or if it is agreed by the preference shareholders of the same type owning seventy five (75) percent or more of the total number of preference shares of such type if such resolution is passed by way of collection of written opinions.
- 11.2 The organization of any meeting of Shareholders holding the same kind of preferred shares to approve any change of rights attached to such type of preferred shares is only valid when it is attended by Shareholders (or their Authorized Representatives) own shares that represent at least one-third of the total value of the issued shares of that type. If the meeting convened in accordance with this clause does not have sufficient attending Shareholders as stipulated, it shall be convened for a second time within the next thirty (30) days. In this case, the meeting shall be conducted if having Shareholders owning such type of preferred shares (not depending on the number of Shareholders and number of shares) attend or authorize other to attend. In such meeting, Shareholders or their authorized representatives can request to use secret ballot to vote. Each share in the same kind shall have equal voting right at the meetings as aforementioned.
- 11.3 The procedures for organizing such separate GMS are similar to procedures for organizing other meetings of GMS as provided in this Charter.
- 11.4 Unless the terms of share issuance are otherwise regulated, the special rights attached to the preferred shares related to some or all matters of profit or asset distribution of the Group will not be changed when the Group issues additional shares of that class.

Article 12. Shares and Shareholders Register

- 12.1 A share certificate is a certificate issued by the Group, book entries or electronic data that certifies the ownership of one or more shares of the Group. A share certificate shall contain all contents provided in Article 121.1 of the Law on Enterprises.
- 12.2 The Group issues share certificates for its Shareholders in accordance with the corresponding quantity and class of shares.
- 12.3 If some of registered Shares comprised in a share certificate are transferred, the certificate shall be immediately cancelled and replaced by a new certificate showing the new balance of shares.
- 12.4 Errors in the content and form of a share certificate issued by the Group shall not affect the rights and interests of its owner. The Group's legal representative shall be responsible for any damage caused by such errors to the Group.

- 12.5 Where a share certificate is lost, torn, or otherwise destroyed in another form, the Shareholder shall be reissued with a share certificate at the request of such Shareholder
- a) Information about the lost or damaged certificate;
 - b) The commitment to take responsibility for disputes caused by its reissuance.
- 12.6 All forms of share certificate, bonds or other securities of the Group (other than letters of offer, temporary certificates and other similar documents), unless the terms and conditions for the time being relating thereto otherwise provide, shall be issued with a seal and signature of the legal representative of the Group.
- 12.7 With respect to the preferred shares, in addition to the above-mentioned regulations, the certificate must specify class of preference of such shares and/or other contents as provided in Articles 116, 117, and 118 of the Law on Enterprises.
- 12.8 The Shareholder Register of the Group or the list of Shareholders is registered with and archived at Vietnam Securities Depository (VSD).
- 12.9 In case of having any change to the content of the Shareholder Register relating to any Shareholder, such Shareholder shall be responsible to notify the Group and/or the securities company to which the Shareholder deposits his/its shares so that the Group and/or the securities company may revise information of the Shareholder in the Shareholder Register or the list of Shareholders.

The Group shall not be responsible for the failure to contact and/or dispatch correspondence or materials to a Shareholder in the event that the contact address of such Shareholder is not made available to the Group or is inaccurate or insufficient for such purpose. The failure to contact and/or dispatch correspondence or materials in such case would not affect procedures for convening the GMS, collecting opinions from Shareholders, sending materials to Shareholders and the effectiveness of the resolutions approved by the GMS.

CHAPTER V

TRANSFER, FORFEITURE AND REDEMPTION OF SHARES

Article 13. Transfer of shares

- 13.1 Except as specified in Article 13.7 of this Charter or as otherwise stipulated by Law, all shares shall be freely transferred
- 13.2 The transfer of shares shall become effective upon the record of the said transfer in the Shareholder Register/list of Shareholders or on the date of a book entries on the custody account for securities at VSD. Only Shareholders named in the Shareholder Register/list of Shareholders are recognized as legal Shareholders of the Group.
- 13.3 Any shares listed on a Stock Exchange shall be transferred in compliance with the applicable laws and the regulations of the Stock Exchange on which the relevant Shares are listed.
- 13.4 The BOD shall have the power to refuse registration of any Shares which has not been fully paid.
- 13.5 In case of the death of a Shareholder that is an individual, his/her heir at law or designated by a will shall become a Shareholder of the Group. If a Shareholder that is an individual dies without an heir or the heir refuses the inheritance or is disinherited, his/her shares shall be settled in accordance with civil laws.

- 13.6 When a Shareholder being a legal entity or an organization, is dissolved, bankrupted, merged, divided, changed into another form of legal entity, all the rights and responsibilities in relation to the shares of this Shareholder shall be settled in accordance with the Law.
- 13.7 A share that not fully paid may not be transferred and be entitled to relevant rights such as right to receive dividends, receive newly issued shares to increase the share capital from owner's equity, to purchase newly issued shares.

Article 14. Redemption of shares at the request of Shareholders

- 16.1 A Shareholder voting against decisions on reorganization of the Group or on the changes in the rights and obligations of Shareholders stipulated in this Charter are entitled to demand the Group to redeem its Shares. Such demand must be made in writing and specify the name, address of that Shareholder, number of shares of each class, the intended selling price, and reasons for such demanding redemption. The request must be sent to the Group within ten (10) days from the date on which the GMS approved the resolution on the matters specified in this Clause.
- 16.2 The Group will redeem shares at the request of Shareholders in accordance with Clause 14.1 of this Article within ninety (90) days from the date of receipt of the request, unless the Group is not allowed to redeem shares in accordance with the law of securities. Shares will be redeemed at the market value at that point in time, or if the market price cannot be determined, the purchase price will be determined at least equal to the purchase price of the shares.
- 16.3 Where there is disagreement relating to the price, parties may consult with a specialized auditor or an appropriate entity for the price valuation in accordance with the Laws on valuation of prices. The redemption price shall be determined based on the latest approved and audited financial statements of the Group. Within five (5) days from the date of notice of the appraisal expert, if the related Shareholder does not oppose the price suggested by the appraisal expert, the price will be deemed to be accepted. In case of objection, such Shareholder shall send a written objection to the Group. Notwithstanding the receipt of such an objection, the Group is still entitled to make payment at the determined price and terminate all the rights and responsibilities of such Shareholder with respect to the Group. Within ten (10) days from the date of receipt of the objection, if both parties fail to reach an agreement, the Shareholder may refer the matter to the Vietnam International Arbitration Centre pursuant to Article 52 of the Charter.

Article 15. Redemption of shares at request of the Group

The Group may redeem no more than thirty percent (30%) of the total number of ordinary shares, or part or all of the dividend preference shares sold. The redemptions of shares at request of the Group shall be carried out in accordance with the Law on Securities, Law on Enterprises, and its implementing regulations.

Article 16. Conditions of payment and dealing with redeemed shares

- 16.1 The Group may make the payment to the Shareholders for shares redeemed in accordance with Articles 14 and 15 hereof only if it is still able to fully pay its debts and other liabilities after the shares are fully paid for.
- 16.2 All shares redeemed in accordance with Articles 14 and 15 hereof shall be deemed as unsold shares according to Article 112.4 of the Law on Enterprises. Within 10 days from payments for redeemed shares are paid in full, the Group shall register the decrease of the Charter Capital, which is equal to the total face value of redeemed shares.

- 16.3 The share certificates of the redeemed shares shall be cancelled immediately after the shares are fully paid for. The Chairperson of the BOD and the CEO shall be jointly responsible for any damage caused by the failure to or delay in cancelling the share certificates.
- 16.4 After all redeemed shares are fully paid for, if the total assets in the Group's accounting books is reduced by more than 10%, the Group must inform all the creditors of such reduction within fifteen (15) days from the date on which the redeemed shares are fully paid for.

CHAPTER VI

STRUCTURE OF ORGANISATION, MANAGEMENT AND CONTROL

Article 17. Organizational structure, administration and control

Organizational structure, administration and control of the Group include:

- 17.1 **GMS** including all Shareholders having voting right and being the highest authority of the Group;
- 17.2 **BOD** being the management organization of the Group, and having right to act on behalf of the Group to decide and exercise rights and obligations of the Group which is not provided under the authority of the GMS and/or to decide the matter authorized to do by the GMS. BOD shall be responsible for the management of the Group in the best interests of all Shareholders;
- 17.3 **SVB** being responsible for the supervision over the BOD and the CEO in their management and operational execution of the Group. The SVB is responsible before the GMS for the performance of its duties.
- 17.4 **CEO**, being the legal representative and the executor of daily business activities of the Group. The CEO is supervised by the BOD and the SVB and shall be responsible before the BOD and the Law for the performance of rights and obligations entrusted to him;

CHAPTER VII

GENERAL MEETING OF SHAREHOLDERS

Article 18. Rights and obligations of the GMS

- 18.1 The GMS has following rights and obligations:
- a) To pass the development direction of the Group;
 - b) To make decisions on the classes of shares and total number of shares of each class entitled to be offer for sale; to make decisions on the rate of annual dividend for each class of shares;
 - c) To make decisions on the number of members of the BOD and members of SVB; to elect, dismiss or discharge members of the BOD and members of the SVB;
 - d) To make investment decisions or decisions on sale of assets valued at fifty (50) percent or more of the total value of assets recorded in the most recent financial statements of the Group;
 - e) To make decisions on amendments of and supplements to the Charter;
 - f) To approve annual financial statements;
 - g) To make decisions on redemption of more than ten (10) percent of the total number of shares of each class already sold;

- h) To consider and deal with breaches by BOD's members, SVB members which cause damage to the Group and its Shareholders;
 - i) To make decisions on re-organization and dissolution of the Group;
 - j) To make decision on the budget or total remunerations, bonuses and other benefits of the BOD and the SVB;
 - k) To approve internal regulations on governance of the Group, regulations on operation of the BOD and the SVB;
 - l) To approve the list of accredited auditing companies; to allow the accredited auditing company to inspect the Group's operation; dismiss accredited auditing company where necessary;
 - m) To approve contracts, transactions as provided in Article 38.3 and Article 38.4 of this Charter;
 - n) Other rights and obligations stipulated in the Law and the Charter.
- 18.2 The regular meeting of the GMS shall discuss and approve the following issues:
- a) The Group's annual business plan;
 - b) The annual financial statements;
 - c) The report of the BOD on governance and performance of the BOD and each BOD's member;
 - d) The report of the SVB on the Group's business performance, performance of the BOD, the Chief Executive Officer;
 - e) The self-assessment report on performance of the SVB and its members;
 - f) Amount of dividend payable on each class of share;
 - g) Other matters within its authority and in accordance with Law and this Charter.
- 18.3 All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the GMS.

Article 19. General Meeting of Shareholders

- 19.1 The General Meeting of Shareholders ("GMS") must hold an annual meeting within a time-limit of four months from the end of the financial year. The BOD can decide to extend that time-limit where necessary, but not beyond six (6) months as from the end of the financial year.

The BOD shall convene the annual GMS and choose (a) suitable location(s). The annual GMS shall decide matters prescribed by the Law and the Charter. Members of the BOD and SVB must attend annual GMS and respond to questions of Shareholders during the meeting, except for force majeure cases provided that such members shall provide the BOD and SVB with a written report. In case the audit report contains qualified opinions, adverse opinions or disclaimer of opinion, the Group shall invite representative of the accredited auditing company that audited the Group's financial statements to participate in the annual GMS. The invited representative of the audit organization has the responsibility to participate in the annual GMS.

In addition to the annual meeting, the GMS may take place on extraordinary basis or approve resolutions by collecting written opinions. Location of the meeting shall be the place within the territory of Vietnam where the Chairperson attend.

- 19.2 The BOD must convene an extraordinary meeting of the GMS in the following cases;
- a) The BOD considers it necessary to do so in the interests of the Group;

- b) The number of the remaining members of the BOD, SVB is less than the number of members required by Law;
- c) Upon request by a Shareholder or a group of Shareholders as stipulated in Article 10.3 of the Charter; the request shall be made in writing and specifies reasons for and the objectives of the meeting, and shall be dully signed by all relevant Shareholders. The request may have certain counterparts provided that they collect signatures of all relevant Shareholders;
- d) Upon demand by the SVB;
- e) In other cases stipulated by Law and this Charter.

19.3 Convening the extraordinary GMS

- a) The BOD shall convene the GMS within 30 days as from the date on which the number of remaining members of the BOD, the remaining independent members of the BOD, or the remaining members of the SVB is less than the number required by Law or from the date of receipt of the request stipulated in Article 19.2 (c)(d) of this Charter.
- b) Where the BOD fails to convene a GMS as stipulated in Article 19.3(a) of this Charter, then within the following thirty (30) days the SVB shall replace the BOD in convening the GMS in accordance with Article 140.3 of the Law on Enterprises.
- c) If the SVB fails to convene a meeting as stipulated in Article 19.3(b) above, the Shareholder or group of Shareholders stipulated in Article 19.2(c) of this Charter shall have the right to demand the Group's representative in convening the GMS in accordance with the Law on Enterprises.

In this case, the Shareholder or group of Shareholders convening the GMS may request the business registration office to supervise the convening and conduct of the meeting, as well as the decision making process of the GMS.

- 19.4 The expenses for convening and conducting a meeting of the GMS shall be reimbursed by the Group. The reimbursed amount does not cover expenses Shareholders spent to attend the meeting, including meals, accommodation, and traveling expenses.

Article 20. Authorization for participation in GMS

- 20.1 Shareholders being individuals or Authorized Representatives of Shareholders which are organizations, may attend the GMS in person or through one of means provided in Article 144.3 of the Law on Enterprises, or authorize another person / organization in writing to do so.
- 20.2 The authorization for a representative to attend the GMS as provided in Article 20.1 of the Charter must be made in writing on the form stipulated by the Group or civil laws. The authorization shall (i) specify the name of the authorizing Shareholder, name of the authorized individual or organization, the number of authorized shares, authorization content, scope of authorization, duration of authorization, signature of authorizing party and authorized party
- 20.3 The written authorization shall be either submitted by the authorized participant when registering their attendance at the GMS or sent by the Shareholder to the Group or to the location specified in the written invitation at least 48 hours before the opening of the GMS. If the authorized person authorizes another person to participate the GMS, the meeting participant shall also submit the original written authorization issued by the shareholder or by Authorized Representative of the Shareholder that is an organization (if it is yet to be registered with the Group).
- 20.4 Votes casted the authorized participants within authorization scope shall be effective unless:
 - a) The principal passed away, or his capacity for civil acts is lost or is restricted;

- b) The principal terminates the authorization;
- c) The authorizing person has cancelled the authority of the authorized participant;

This provision does not apply if the Group receives a notification of any of the aforementioned events before the time of opening of the GMS or before the GMS is reconvened.

Article 21. Convening, agenda and invitations to the GMS

21.1 The convener of the GMS shall carry out the following tasks:

- a) To prepare a list of shareholders entitled to attend and vote at the meeting. This list shall be generated at least 10 days before the day on which the invitation to the GMS is sent. The Group shall announce the record date of this list at least 20 days before the deadline for registration;
- b) To fix the time and location of the meeting;
- c) To prepare the agenda and contents of the meeting;
- d) To prepare documents for the meeting;
- e) To draft resolutions in accordance with the proposed agenda, list and details of each candidates in case of electing members of the BOD, SVB;
- f) To notify and send written invitation to all Shareholders entitled to attend the meeting;
- g) To perform other tasks serving the general meeting.

21.2 The invitations to attend the GMS shall be sent to mailing addresses of all Shareholders by express mail and published on the websites of the Group, State Securities Commission, and the Stock Exchange where the Group's shares are listed or registered. The convener shall send invitations to all Shareholders on the list of Shareholders eligible to attend the GMS at least 21 days before the opening day of the GMS. The agenda of the GMS and documents relevant to the matters to be voted on at the GMS shall be sent to the Shareholders and/or published on the Group's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for the following documents:

- a) The meeting agenda and documents to be used during the meeting;
- b) List and details of candidates in case there is an election of members of the Board of Directors and members of the Supervisory Board;
- c) Voting ballot;
- d) Draft resolution on each matter mentioned in the meeting agenda.

21.3 A Shareholder or group of Shareholders mentioned in Article 10.3 of this Charter may recommend items to be included in the agenda of the GMS. The recommendation must be made in writing and be sent to the Group no later than five (05) working days prior to the date of opening of the meeting. The recommendation must specify the name of Shareholder(s), the number of shares of each class of Shareholder, and the items recommended to be included in the agenda.

21.4 The convener of the GMS may only refuse the recommendation stipulated in Article 21.4 of this Charter in any of the following cases:

- a) The recommendation is not sent in accordance with Article 21.4 above;
- b) At the time of making recommendations, the Shareholder or group of Shareholders does not own 5% or more of the total number of the ordinary shares as provided in Article 10.3 of this Charter;

- c) The item recommended does not fall within the decision-making authority of the GMS;
 - d) Other cases stipulated by Law and this Charter.
- 21.5 The convener of the GMS must accept and include the recommendations stipulated in Article 21.4 above into the draft program and agenda for the meeting, except in the cases stipulated in Article 21.5 above; the recommendation shall be officially added to the program and agenda for the meeting if it is approved by the GMS.

Article 22. Conditions and procedures for opening the GMS

- 22.1 The GMS shall be conducted where the number of attending Shareholders represents at least fifty (50) percent of the voting shares of the Group.
- 22.2 Where the first meeting cannot take place because the condition stipulated in Article 22.1 is not satisfied, the meeting may be convened for a second time within thirty (30) days of the intended opening of the first meeting. The GMS which is convened for a second time shall be conducted where the number of attending shareholders represents at least thirty three (33) percent of the voting shares.
- 22.3 Where a meeting convened for a second time cannot take place because the condition stipulated in Article 22.2 is not satisfied, invitation to the third meeting must be sent within twenty (20) days from the date of the intended opening of the second meeting. In this case, the GMS shall be convened irrespective of the number of voting rights of shareholders attending the meeting.
- 22.4 Procedure for conducting the GMS: Prior to the opening of a meeting, the Group shall carry out and maintain procedures for registration for attendance until Shareholders with the right to attend the meeting completes the registration in following order:
- a) When a Shareholder is registered, the Group shall grant each Shareholder, or an Authorized Representative a voting card which states the Shareholder's code, full name of the Shareholder, and the number of votes of such a Shareholder. The voting ballot may be encoded to support the vote counting by using computer software. The GMS shall discuss and vote on each issue in the agenda for the meeting. Voting shall be conducted by collecting votes which 'agree', 'disagree', and 'abstain'. The results of the vote counting shall be announced immediately prior to the closing of the meeting.
 - b) Shareholders, Authorized Representatives or authorized participants who arrives after the opening of the meeting have the right to register to attend the meeting, and then have the right to participate and vote. The Chairperson shall not delay the meeting for late attendees to register; in such a case, the effectiveness of any voting matter which has already been conducted shall not be affected.
- 22.5 The election of the Chairperson, secretary and vote counting committee of the General Meeting of Shareholders shall be regulated as follows:
- a) The Chairperson of the BOD shall act or authorize another member of the BOD to act as the Chairperson of the GMS convened by the BOD. In a case where the Chairperson is absent or is temporarily incapable of working, the remaining members of the BOD shall elect one person among themselves (by a majority vote) to chair the meeting. In a case a Chairperson is not elected, the head of the SVB shall arrange for the GMS to elect the Chairperson of the meeting from amongst the people attending the meeting and the person with the highest number of votes shall act as Chairperson of the meeting;
 - b) In other cases, the person who signed the document convening the GMS shall arrange for the GMS to elect a Chairperson of the meeting and the person with the highest number of votes shall act as Chairperson of the meeting.
 - c) The Chairperson shall elect one or more people to act as secretary of the GMS.

- d) The GMS shall elect a vote counting committee that comprises of one or more people in accordance with the proposal of the Chairperson of the meeting.
- 22.6 The agenda and contents of the meeting must be approved by the GMS in the opening session. The agenda must specify in detail the time applicable to each issue in the contents of the agenda for the meeting.
- 22.7 The Chairperson of the GMS shall have the right to take the necessary measures to direct the conduct of the meeting in an appropriate and orderly manner, correctly in accordance with the agenda as approved and so that it reflects the wishes of the majority of attendees, including:
 - a) To arrange adequate seat for all attendees at meeting locations;
 - b) To conduct necessary security measure to ensure safety for attendees;
 - c) To facilitate Shareholders to participate (or continue participating) the GMS. The convener has the right to change, adjust any of the above measure, as well as apply any necessary measure.
- 22.8 The convener or the Chairperson of the GMS shall have the following rights:
 - a) To require all people attending the meeting to be checked or subject to other legal and necessary security measures;
 - b) To request a competent body to maintain order during the meeting; to expel from the GMS anyone who fails to comply with the Chairperson's right to control the meeting, who intentionally disrupts or prevents normal progress of the meeting or who fails to comply with a request to undergo a security check.
- 22.9 The Chairperson shall have the right to adjourn the GMS for which sufficient attendees have registered. The maximum time for any adjournment of a meeting shall be three days as from the date of the proposed opening of the meeting. The Chairperson can only change the time and location of the meeting in following cases:
 - a) The location for the meeting does not have sufficient seating for all attendees;
 - b) The media at the meeting location is of sufficient quality for Shareholder to attend the meeting, discuss and vote;
 - c) There is an attendee who obstructs the meeting or disrupts order, and there is a risk that the meeting might not be conducted fairly and legally.
- 22.10 A GMS make take place in a form of in-person or online meetings provided that all Shareholders at different locations are able:
 - a) To see and listen to the Chairperson and other attendees' opinions;
 - b) To directly communicate or use telephone or other technology means to communicate with the Chairperson and other Shareholders.
- 22.11 The participation and voting of the Shareholders shall be considered as attendance at the meeting and voting using measures provided in Article 10.5 (f) of this Charter.

Article 23. Conditions for resolutions of the GMS to be approved

- 23.1 The GMS shall approve resolutions which fall within its authority by way of voting in the meeting or collecting written opinions.
- 23.2 Resolutions on the following issues shall be passed if they receive at least 65% affirmative votes from all participating shareholders, except for the cases specified in Article 23.3, Article 23.6 and Article 11.1 of the Charter:

- a) Classes of shares and the total number of shares in each class;
 - b) Change of business lines;
 - c) Changes of the Group's organizational structure;
 - d) Decisions on investments or the sale of assets valued at equal to or more than fifty (50) percent of the total assets recorded in the most recent financial statements of the Group;
 - e) Reorganization or dissolution of the Group;
 - f) Other circumstances as provided in the Charter.
- 23.3 Pursuant to Article 26.6 and Article 34.5 of the Charter, a resolution on the election of the member of BOD or the member of the SVB by the method of cumulative voting shall comply with Article 148.3 of the Law on Enterprises.
- 23.4 Except for matters specified in Article 23.2, Article 23.3, Article 23.6(g), and Article 11.1 of this Charter, a resolution for other matters shall be passed if it is proved by a number of shareholders representing at least fifty (50) percent of the total voting shares of all attending shareholders.
- 23.5 Resolutions that are passed by the GMS with the number of shareholders directly or by authorized persons participating which represents one hundred (100) percent of the total number voting shares shall be legal and effective even when the order and procedures for convening and passing such resolutions violate the Law on Enterprises and the Group Charter.
- 23.6 Procedures for collection of written opinions of Shareholders: The Chairperson of the BOD shall have the right to collect written opinions if it is deemed necessary for the interests of the Group and Shareholders. The solicitation of written opinions of Shareholders shall be carried out as follows:
- a) The BOD shall prepare and send ballot forms, a draft of the resolution of the GMS and other documents explaining the draft resolution to the shareholders with voting rights at least 10 days before the deadline for submission of the written opinion form. The preparation of the list of Shareholders, the delivery of the ballot form and other relating documents to the Shareholders shall be carried out in accordance with Article 21.2(a), Article 21.2 of this Charter. The ballot form shall specify address where documents are published, and method for which the completed ballot can be returned to the Group.
 - b) The ballot form must contain the following basic particulars: The enterprise's name, headquarters address, identification number;
 - (i) Name, head office address, enterprise registration number of the Group;
 - (ii) Full name, mailing address, nationality, number of lawful personal identification in respect of a Shareholder being an individual; name, enterprise/organization ID number and headquarters address of the Shareholder being an organization; or full name, mailing address, nationality, number of lawful personal identification of the Authorized Representative of the Shareholder being an organization; quantity of shares of each class and the number of votes of the Shareholder;
 - (iii) Matters to be included in the ballot form in order to pass a resolution;
 - (iv) Voting options comprising "agree", "disagree" and "abstain" for each matter for which the opinion is collected;
 - (v) Deadline for which the completed ballot form must be returned to the Group;
 - (vi) Full name and signature of the Chairperson of the BOD.

- c) The Chairperson of the BOD shall direct the counting of the votes and the preparation of vote-counting minutes in the presence of the SVB or of a Shareholder who does not hold a management position in the Group.
- d) The minutes of vote-counting shall contain the following:
 - (i) Name, head office address, business code of the Group;
 - (ii) Purpose of solicitation of written opinions and issues on which it is subject to obtain written opinions in order to pass a resolution
 - (iii) Number of Shareholders with total numbers of votes who have participated in the vote, classifying the votes into valid and invalid, the method to return the written opinions, and including an appendix being a list of the shareholders who participated in the vote;
 - (iv) Total number of votes for, against and abstentions on each matter voted upon;
 - (v) Resolutions which have been passed and their corresponding voting rates.
 - (vi) Full name and signature of the Chairperson of the BOD, of the person who counted the votes, and of the person who supervised the counting of votes.

The Chairperson of the BOD, person counting the votes, and the person who supervised the vote counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote-counting, and shall be jointly liable for any damage arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.

- e) The minutes of vote counting results and resolutions of the General Meeting of Shareholders must be posted to the Group's website within 24 hours after vote counting is completed;
- f) The returned ballots, the minutes of vote-counting, the approved resolution and related documents attached to the ballots must be archived at the head office of the Group;
- g) A resolution shall be passed by collecting written opinions if it is approved by a number of shareholders representing at least fifty (50) percent of the total voting shares. A resolution which is passed by the form of collecting written opinions of Shareholders shall have the same validity as a resolution passed by the GMS.

Article 24. Minutes of meetings of the GMS

- 24.1 The GMS shall be recorded in the minutes and may also be recorded or archived in other electronic forms. Minutes must be prepared in Vietnamese and may also be in a foreign language, and must contain the following:
- a) Name, head office address, business code of the Group;
 - b) Time and location of the GMS;
 - c) Agenda, and contents of the meeting;
 - d) Summary of developments of the meeting and of opinions stated in the GMS on each matter set out in the contents of the meeting agenda;
 - e) Number of Shareholders and total number of votes of attending Shareholders, appendix listing registered Shareholders and representatives of Shareholders attending the meeting with their total number of shares and the corresponding total number of votes;
 - f) Total number of votes for each matter voted on, specifying the voting method, the number of votes, for, against, and abstentions; and the corresponding percentage on the total number of votes of Shareholders attending the meeting;
 - g) The matters ratified and the respective percentage of affirmative votes

- h) Full names and signatures of the Chairperson and secretary. Where the Chairperson or secretary refuses to sign the minutes, the minutes shall become effective if it contains all contents listed above and is duly signed by all shareholders attending the meeting. The minutes of the meeting shall clearly state the refusal to sign the minutes of the meeting by the Chairperson or secretary.
- 24.2 The minutes of the GMS must be completed and approved prior to the closing of the meeting. The Chairperson and secretary of the meeting or another person whose signature is on the meeting minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
- 24.3 Minutes which are prepared in Vietnamese and minutes which are prepared in a foreign language shall be of equal legal validity. In a case of having any difference between the Vietnamese and foreign language version, the Vietnamese version shall prevail.
- 24.4 Resolutions, minutes of the GMS, the appendix listing the Shareholders registered to attend the meeting, authorization documents, documents attached to the minutes (if any), other relevant documents attached to the invitation to the meeting must be disclosed in accordance with the law on information disclosure on the stock market, and be archived at the head office of the Group.

Article 25. Request for cancellation of a resolution of the GMS

- 25.1 Within 90 days from the date the resolution or minutes of the GMS or date of the vote counting minutes in case of soliciting written opinions are posted on the Group's website, a Shareholder or group of Shareholders specified in Article 10.3 of the Charter is entitled to request the court or an arbitrator to consider and cancel a resolution or a part of the resolution in the following cases:
 - a) The order and procedures for convening the GMS and passing the resolution breach the Law on Enterprises and the Charter, except for circumstances specified in Article 23.5 of the Charter;
 - b) The content of the resolution breaches the Law or the Charter.
- 25.2 If any of circumstances specified in Article 25.1 above occurs, the validity of the relevant resolutions shall remain until the court or arbitration decides otherwise, except for the circumstance where a competent authority decides to apply temporary emergency measures.

CHAPTER VIII

BOARD OF DIRECTORS

Article 26. Nomination/self-nomination of candidate to the BOD, composition of the BOD

- 26.1 After candidates to the BOD are identified, the Group shall publish information about these candidates at least 10 days before the opening day of the GMS on the Group's website for the Shareholders to study their profiles before voting. Each candidate shall undertake in writing that (i) his/her published information is correct, and (ii) if being elected, he/she will exercise the delegated duties honestly, prudently, and for the best interests of the Group. Candidate's information published on the website shall include:
 - a) Full name, date of birth;
 - b) Qualifications;
 - c) Working experience;
 - d) Other managerial positions (including positions in the board of directors of other companies);
 - e) Interests relevant to the Group and the Group's related parties;

- f) Other information (if any) specified in the Charter;

The Group shall publish information about the companies in which the candidates are serving as a member of the board of directors, and other managerial positions and their interests in these companies (if any).

- 26.2 A Shareholder or group of Shareholders owning 10% or more of total ordinary shares has the right to nominate candidates for the BOD in accordance with the Law on Enterprises and the Charter.
- 26.3 In case the number of candidates is less than the minimum number specified in Article 115.5 of the Law on Enterprises, the incumbent BOD shall nominate additional candidates or organize the nomination in accordance with the Group's internal regulations on corporate governance. This additional nomination must be announced before the voting to elect members of the BOD as prescribed by the Laws.
- 26.4 Members of the BOD shall satisfy the criteria and conditions provided in Article 155.1 of the Law on Enterprises. Members of the BOD need not to be a Shareholder of the Group.
- 26.5 The BOD shall have three to eleven members. The term of office of members of the BOD shall not exceed five years and members may be re-elected for an unlimited number of terms. One individual shall only be elected as an independent member of the BOD for no more than two consecutive terms of office. If the term of office of all members of the BOD expires at the same time, such members shall continue to be members of the BOD until new members are elected as replacements and take over the work.
- Total number of independent numbers shall meet the following conditions:
- a) If the BOD has three to five members, it shall include at least one independent member;
- b) If the BOD has six to eight members, it shall include at least two independent members;
- c) If the BOD has nine to eleven members, it shall include at least three independent members.
- 26.6 The voting to elect members of the BOD may be implemented by the method of normal voting or cumulative voting in accordance with the Election Regulation passed by the GMS.
- 26.7 A member of the BOD shall be discharged, dismissed, or replaced by the GMS and his/her status as a member of the BOD shall end in the following cases:
- a) Failure to satisfy the criteria and conditions stipulated in Article 155 of the Law on Enterprises;
- b) Upon written notice of resignation which is approved;
- c) Failure to participate in activities of the BOD for six consecutive months, except for cases of force majeure;
- d) Other cases as stipulated in the GMS's resolution.
- 26.8 The change of the BOD's members shall be disclosed in accordance regulations on information disclosure on the stock market.

Article 27. Rights and obligations of the BOD

- 27.1 The BOD is a managing body of the Group and has full authority to make decisions in the name of the Group and to exercise the rights and perform the obligations of the Group, except for those within the authority of the GMS.
- 27.2 Rights and obligations of the BOD are stipulated by Laws, the Charter, and the BOD's resolutions. The BOD has the following rights and obligations:

- a) To make decisions on medium term developmental strategies and plans, and on annual business plans of the Group;
 - b) To recommend the classes of shares and total number of shares of each class which may be offered;
 - c) To make decisions on selling unsold shares within the number of shares of each class which may be offered for sale; to make decisions on raising additional capital in other forms;
 - d) To make decisions on the selling price of shares and bonds of the Group;
 - e) To make decisions on redemption of shares in accordance with the provisions in Article 133.1 and Article 133.2 of the Law on Enterprises;
 - f) To make decisions on investment plans and the sale of assets valued at ten (10) percent or more of the total assets recorded in the most recent financial statement of the Group;
 - g) To approve contracts for purchase, sale, borrowing, lending, mortgage, pledge, guarantee, collateral transaction, compensations, and other contracts and transactions valued at fifty (50) percent or more of the total assets recorded in the most recent financial statements of the Group, except for contracts and transactions within the decision making authority of the GMS;
 - h) To approve contracts, transaction listed in Article 38.3 and Article 38.5 of the Charter.
 - i) To make decisions on solutions for market expansion, marketing and technology;
 - j) To elect, dismiss or discharge the Chairperson of the BOD; to appoint, discharge, and sign contracts or terminate contracts with the CEO, Deputy CEO, and the chief accountant, CFO of the Group; to make decisions on salaries, remuneration, bonuses and other benefits of such managers;
 - k) To appoint authorized representatives to participate boards of partners or boards of directors of other companies, and to make decisions on the level of remuneration and other benefits of such persons;
 - l) To supervise and direct the CEO and other managers in their work of conducting the day-to-day business of the Group;
 - m) To make decisions on the organizational structure and the regulations on internal governance of the Group, to make decisions on the establishment of subsidiary companies, branches and representative offices and the capital contribution to or purchase of shares of other enterprises;
 - n) To approve the agenda and contents of documents for the meetings of the GMS; to convene meetings of the GMS;
 - o) To submit annual audited financial statements to the GMS;
 - p) To propose the ratio of dividend payment, to make decisions on the timeline and procedures for payment of dividends or for dealing with losses incurred in the business operations;
 - q) To recommend re-organization or dissolution of the Group, or to request bankruptcy of the Group;
 - r) To make decisions on the issuance of the regulations on operation of the BOD, the internal regulations on corporate governance of the Group after it is passed by the GMS, regulations on information disclosure of the Group, and other regulations within the BOD's authority;
 - s) Other rights and obligations in accordance with the Law on Enterprises, Law on Securities, other Laws, the Charter, and GMS's resolutions as applicable from time to time.
- 27.3 The BOD shall report its performance at annual meeting of GMS as required at Article 139.3(c) of the Law on Enterprises, and shall include the following contents:

- a) Remunerations, operation costs and other benefits of the BOD and each of its members in accordance with Article 163.3 of the Law on Enterprises;
- b) Summaries of BOD's meetings and decisions;
- c) Reports on transactions between (i) the Group and its subsidiaries, (ii) any company in which the Group controls above fifty (50) percent of the charter capital and any member of the BOD or related person thereof, and (iii) the Group and any company in which any member of the BOD is also the founding member or holds managerial position in the company within the last three recent years before the time of transaction;
- d) Performance of the independent members of the BOD and their assessment of the business operation of the BOD;
- e) Performance of other committees under the BOD (if any);
- f) Results of the supervisions of the performance of the CEO and other managers;
- g) Plans of the BOD (if any).

27.4 Remunerations, bonuses and other benefits of members of the BOD.

- a) The Group is entitled to pay remuneration and bonuses to members of the BOD based on the business results and efficiency;
- b) Members of the BOD are entitled to remuneration for work and bonuses. Remuneration for work is calculated on the basis of the working days which are necessary to fulfil the duties of the members of the BOD and the daily rate of remuneration. The BOD shall estimate the remuneration for each member on the principle of agreement. The total amount of remuneration and bonuses for the BOD shall be decided by the GMS at the annual meeting;
- c) The remuneration of each member of the BOD shall be included in the business expenses of the Group in accordance with the law on corporate income tax, and shall be presented as a separate item in the annual financial statements of the Group and must be reported to the GMS at its annual meeting;
- d) A member of the BOD who serves as a manager of the Group or a member of any committee under the BOD or performs other duties falling outside the normal scope of work of a BOD's member shall be entitled to receive additional remunerations in the form of service fee, salary, commissions, percentage of profit, or other in accordance with the BOD's resolutions;
- e) Members of the BOD are entitled to reimbursement of expenses for meals, accommodation and travel and other reasonable expenses in order to fulfil their delegated duties, including their expenses for participating meetings of the BOD, GMS;
- f) Upon the GMS's approval, the Group may purchase liability insurances for BOD's members provided that such insurances do not cover liability related to violations of the Law and the Charter committed by any member.

Article 28. Chairperson, Vice Chairperson and members of the BOD

- 28.1 The Chairperson of the BOD shall be elected, dismissed or discharged by the BOD among members of the BOD. The Chairman of the Board of Directors will select a number of Vice Chairpersons (if necessary) and must be approved by the Board of Directors.
- 28.2 The Chairperson of the BOD shall not concurrently be the CEO of the Group.
- 28.3 The Chairperson of the BOD has the following rights and obligations:
 - a) To prepare working plans and programs of the BOD;
 - b) To prepare the program, agenda and documents for meetings of the BOD; to convene, preside over and chair meetings of the BOD;

- c) To carry out necessary procedures to obtain approval for the resolutions and decisions of the BOD;
 - d) To organize the collection of written opinions of Shareholders where necessary;
 - e) To sign resolutions of the GMS and BOD for issuance;
 - f) To monitor the implementation of resolutions and decisions of the BOD;
 - g) To chair meetings of the GMS;
 - h) Other rights and obligations in accordance with Law and the Charter.
- 28.4 Upon written notice of resignation, or in case of discharge, or dismissal of the Chairperson, the BOD shall elect a new Chairperson within 10 days from the date of receiving the written notice of resignation, dismissal or discharge date.
- 28.5 Where the Chairperson of the BOD is absent or is unable to perform his or her duties, he or she must authorize in writing another member to exercise the rights and perform the obligations of the Chairperson of the BOD. Where no person is authorized or the Chairperson of the BOD passes away, goes missing, is temporarily detained in prison, serves a prison sentence, is subject to administrative measures in a compulsory drug rehabilitation establishment or compulsory educational establishment, absconds from his or her place of residence, has limited or incapable of civil acts, has cognitive difficulties or difficulties with behavioral control, or is prohibited by a court from assuming a certain position or practicing or doing certain work, then the remaining members shall select one of them to hold the position of the Chairperson of the BOD in accordance with the principle that the majority of the remaining members agree until there is a new decision of BOD.
- 28.6 The Chairperson is entitled to authorize or delegate on regular or extraordinary basis Vice Chairpersons to (i) sign documents on the Chairperson's behalf, and (ii) exercises rights and duties of the Chairperson provided that such authorization is necessary and does not constitute any breach of the Law. Authorized Vice Chairpersons shall be responsible before the Chairperson for their performance of the authorized work.

Article 29. Meetings of the BOD

- 29.1 The Chairperson of the BOD shall be elected at the initial meeting of the BOD within seven working days from the date of completion of the election of the BOD. Such meeting shall be convened and chaired by the member who obtains the highest number of votes or the highest percentage of votes. If two or more members receive the same highest number of votes or the same highest percentage of votes, the members shall be elected by a majority vote to select a person amongst them to convene the meeting.
- 29.2 Meetings of the BOD shall be held at least once every quarter and may be held on an extraordinary basis or collecting written opinion.
- The BOD may pass a solution, decision by a way of voting at meetings or collecting opinions in writing. Each member of the BOD has one vote.
- 29.3 The Chairperson of the BOD shall convene a meeting of the BOD in the following circumstances:
- a) Upon request of the SVB or an independent member of the BOD;
 - b) Upon request of the CEO or upon request of at least five other managers;
 - c) Upon request of at least two members of the BOD;
 - d) When it is deemed necessary for the interests of the Group and Shareholders.

The request prescribed in provision must be made in writing and must specify the objectives and issues which require to be discussed, and decisions within the authority of the BOD.

29.4 The Chairperson of the BOD must convene a meeting of the BOD within seven working days from the date of receipt of a request stipulated in Article 29.3 above. If a meeting of the BOD is not convened pursuant to a request, the Chairperson of the BOD shall be liable for loss caused to the Group. The person making the request stipulated in Article 29.has the right to convene a meeting of the BOD in place of the Chairperson of the BOD.

29.5 The Chairperson of the BOD or the convener of the meeting of the BOD must send a notice of invitation to attend the meeting at least five days prior to the date of meeting. The notice of invitation must specify the time and location of the meeting, the agenda and matters to be discussed, and decisions. The notice must enclose documents to be used at the meeting and voting forms for the members.

The notice of invitation to a meeting of the BOD may be sent in the form of a letter of invitation, or by telephone, fax, electronic mail or other method to ensure that the invitation can reach the contact address of each member of the BOD as registered with the Group.

29.6 The Chairperson of the BOD or the convener shall send the notice of invitation to attend the meeting together with the enclosed documents to all SVB's members in the same manner as to the members of the BOD.

SVB's members have the right to attend meetings of the BOD and to discuss issues but not to vote.

29.7 A meeting of the BOD shall be conducted where three quarters (3/4) or more of the total members are in attendance. If the meeting convened in accordance with this clause does not have sufficient attending members as stipulated, it shall be convened for a second time within seven days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the number of members of the BOD attend the meeting.

29.8 A member of the BOD shall be deemed to attend and vote at the meeting in the following cases:

- a) Such member attends and votes at the meeting in person;
- b) Such member authorizes another person to attend and vote at the meeting;
- c) Such member attends and votes via an online conference, by casting an electronic vote or by other electronic forms;
- d) Such member sends his or her written vote to the meeting by mail, fax or email;
- e) Such member sends his or her written vote by other means to the Chairperson of the BOD or the Secretary of the Group.

Where a written vote is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairperson of the BOD at least one hour prior to the opening of the meeting. Written votes shall be opened only in the presence of all persons attending the meeting.

29.9 Members must participate in all meetings of the BOD. A member may authorize another person to attend and vote at a meeting if the majority of members of the BOD agrees.

29.10 A resolution or decision of the BOD shall be passed when it is agreed by the majority of the members in attendance; in the case of a tied vote, the final decision shall be made in favor of the vote of the Chairperson of the BOD.

29.11 A meeting of the BOD may take place in form of online meeting or others provided that all members from different locations are able:

- a) To see and listen to other attendees' opinions;
- b) To concurrently communicate and share their opinions to others.

A resolution or decision of the BOD in an online meeting or other form of meeting shall be passed when it is agreed by the majority of the members in attendance; and shall have the same validity as it is passed at an in-person meeting.

29.12 Collection of written opinions of BOD's members: the Chairperson of the BOD may collect written opinions of BOD's members to decide matters within the authority of the BOD. The collection of written opinion shall comply with the following regulations:

- a) The ballot form, relevant documents, the draft Resolution shall be sent to the members of the Board of Directors; and
- b) Members of the BOD vote at the request of the Chairman of the BOD and return the completed ballots prior to the deadline stated in the ballot;
- c) Chairman of the BOD assigns a Vote Counting Committee to check the voting results of the members of the BOD and prepare the Minutes of Vote Counting;
- d) Based on the results of the vote counting, the Chairman of the BOD on behalf of the Board of Directors signs to issue a resolution of the BOD on matters approved by the members of the BOD.

The resolution of the BOD in the form of written opinions shall have the same effectiveness and validity as a resolution passed by the members of the BOD at the meetings convened and organized in accordance with applicable regulations.

29.13 Meetings minutes of the BOD: Meetings of the BOD must be written in the minutes and may be recorded, noted down and archived in other electronic forms. The minutes must be made in Vietnamese and may also be made in a foreign language which shall hold the same legal effect. In case of any discrepancy between the minutes in Vietnamese and in a foreign language, the Vietnamese version of the minutes shall prevail.

The minutes of a meeting of the Board of Directors have the following contents:

- a) Name, head office address, enterprise registration number of the Group;
- b) Time and location of the meeting;
- c) Purpose, agenda and content of the meeting;
- d) Full name of each participant or authorized participant attending the meeting and method of participation; full names of members who did not attend the meeting and reasons (if any);
- e) Matters discussed and voted on at the meeting;
- f) Summary of the opinions of each attending member according to the order of the meeting progress;
- g) Minutes of voting results which clearly states the number of votes for, against and abstentions;
- h) The matters approved and the corresponding rate of approval;
- i) Full names, signatures of the Chairperson of the meeting and minutes taker.

29.14 Where the Chairperson of the meeting or the person writing the minutes refuses to sign the minutes of the meeting, the minutes shall become effective if the minutes are signed by all other members of the BOD who attend the meeting and contain all the contents stipulated in sub-clauses (a) to (h) of Article 29.13 above.

- 29.15 The Chairperson and the minutes taker are jointly responsible for the accuracy and truthfulness of the minutes of the meeting. Minutes and documents used at the meeting shall be archived at the head office of the Group.
- 29.16 Any resolution of the BOD which is passed by one hundred (100) percent of the BOD's members who directly attend or authorize others to attend the BOD meeting (in whatever form including in person meeting, online meeting or others) is lawful and effective even when the sequence and procedures for convening the meeting, program of the meeting, procedure for conducting the meeting breaches any law.

CHAPTER IX

CHIEF EXECUTIVE OFFICER, MANAGERS, AND PERSON IN CHARGE OF CORPORATE GOVERNANCE OF THE GROUP

Article 30. Organization of the managerial apparatus

The Group's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the BOD in the daily business of the Group. The Group consists of CEO, Deputy CEOs, Chief Accountant, a person in charge of corporate governance and other managerial positions appointed by the BOD. The appointment, dismissal, and removal of the above positions must be approved by resolutions and decisions of the BOD.

Article 31. CEO, other managers, and the person in charge of corporate governance

- 31.1 The CEO shall be elected, dismissed or discharged by the BOD. The CEO manages the day-to-day business operations of the Group; is supervised by the BOD, and is responsible before the BOD and before the law for the exercise of his or her delegated authority and the performance of his or her delegated obligations. The CEO shall meet qualifications and conditions prescribed in Article 162.5 of the Law on Enterprises.
- 31.2 The term of the CEO shall not exceed five years and the CEO may be re-appointed for an unlimited number of terms. If the term of office of the incumbent CEO expires and the new CEO has not been elected, the term of office of the incumbent CEO shall be extended until the new CEO is elected.
- 31.3 The CEO has the following rights and obligations:
- a) To make decisions on all matters relating to the day-to-day business operations of the Group which do not fall within the authority of the BOD;
 - b) To organize the implementation of resolutions and decisions of the BOD;
 - c) To organize the implementation of business plans and investment plans of the Group;
 - d) To make recommendations with respect to the plan on organizational structure and the regulations on internal governance of the Group;
 - e) To appoint, dismiss and discharge managerial positions in the Group, except for those under the scope of authority of the BOD;
 - f) To make decisions on salary and other benefits for employees of the Group, including managers who may be appointed by the CEO;
 - g) To recruit employees;
 - h) To make recommendations on plans on dividends payment and on handling business losses;

- i) To make decisions on investment plans or sale of assets valued at less than ten (10) percent of the total assets recorded in the most recent financial statements of the Group;
- j) To make decisions on contracts for purchase, sale, borrowing, lending, mortgage, pledge, guarantee, collateral transaction, and other contracts and transactions valued less than thirty five (35) percent of the total value of assets recorded in the most recent financial statements of the Group, except for contracts and transactions within the decision making authority of the GMS and BOD;
- k) To authorize subordinates or other person to exercise one or a number of his or her duties. The CEO shall be responsible before the law and the BOD for tasks performed by his or her authorized person;
- l) To exercise other actions within the CEO's authority in accordance with the Charter, GMS's resolutions, BOD's resolutions, employment contract of the CEO, and the Law.

31.4 Other managers: Upon CEO's recommendations and BOD's approval, the Group may recruit other managers. The number of managers and qualifications of managers shall be consistent with managerial structure and business operation of the Group. Managers shall assist the Group in achieving planned organization and operation targets.

31.5 The salary of managers shall be included in the business expenses of the Group in accordance with the law on corporate income tax, and shall be presented as a separate item in the annual financial statements of the Group and must be reported to the GMS at its annual meeting.

31.6 Person in charge of corporate governance:

The BOD appoints one (01) person in charge of corporate governance to assist corporate governance matters of the Group. Such person may concurrently be the Secretary of the Group in accordance with Article 156.5 of the Law on Enterprises. The person in charge of corporate governance shall not concurrently work for the accredited auditing company which is in charge of auditing financial statements of the Group.

The person in charge of corporate governance shall have the following rights and obligations:

- a) To advise the BOD in organizing meetings of GMS and in performing related work between the Group and Shareholders;
- b) To prepare meetings of BOD, SVB, and GMS as required by the BOD or SVB;
- c) To advise on meetings' procedures;
- d) To attend meetings;
- e) To advise on procedures for drafting resolutions of BOD in accordance with applicable laws;
- f) To provide financial information, copies of minutes of meetings of the BOD and other information to BOD's members and the SVB's members;
- g) To supervise and report to the BOD on the Group's information disclosure;
- h) To be the contact person with person having relevant interests;
- i) To safeguard confidential information of in accordance with the Laws and the Charter;
- j) To exercise other rights and obligations prescribed by applicable laws.

Article 32. Employment

32.1 The BOD makes the decisions on the total number of employees and payroll of the Group. The CEO shall, within his or her authority, have the right to recruit employees according to the requirements of the Group. With respect to important positions identified by the BOD, the

CEO shall obtain BOD's approval before appointing or entering into labour contract with the candidate.

- 32.2 Salary, bonuses, allowances and other interests of employees shall be decided by the CEO in accordance with the regulations on salary policy approved by the BOD.
- 32.3 The BOD shall comply with labor regulations. The BOD shall have the right to draft the internal regulations of the Group which shall be binding on all employees of the Group. To be enforceable, these internal regulations shall be approved by the BOD.

CHAPTER X

SUPERVISORY BOARD

Article 33. Nomination and self-nomination of SVB's members.

- 33.1 The nomination or self-nomination of members of the SVB shall be carried out in accordance with Article 26.1 and Article 26.2 of the Charter.
- 33.2 In a case where the number of candidates is less than the minimum number, the incumbent SVB may nominate more candidates or organize the nomination in accordance with the Group's internal regulations on governance and the regulations on the operation of the SVB. This additional nomination must be announced before the GMS votes to elect members of the SVB as prescribed by applicable Laws.

Article 34. Members of the SVB

- 34.1 The SVB shall include three to five members. The term of a member shall be no more than five years, and a member may be re-elected for an unlimited number of terms.
- 34.2 Members of the SVB shall meet qualifications and conditions prescribed in Article 169 of the Law on Enterprises, and shall not consist of:
- a) Any person working for financial, accounting department of the Group;
 - b) Any person who is also a member or employee of any independent auditing company auditing financial statements of Group in the last three recent year.
- 34.3 A member of the SVB may be discharged in the following circumstances:
- a) Such member no longer meets conditions and qualifications prescribed in Article 34.2 above.
 - b) There is a written notice of resignation of such member which is approved.
- 34.4 A member of the SVB may be dismissed in the following cases:
- a) Failing to fulfil his or her assigned duties or work;
 - b) Not exercising his or her rights and obligations in six consecutive months, except for cases of force majeure;
 - c) Committing a number of multiple or serious breaches of the obligations of SVB's members as stipulated in the Law on Enterprises and the Charter;
 - d) Other cases pursuant to a resolution of the GMS.
- 34.5 The election of SVB's members shall be implemented by way of normal voting or cumulative voting as stipulated in the election regulations passed by the GMS from time to time.

- 34.6 The head of the SVB shall be elected by the SVB from among its members; the election, dismissal or discharge shall be implemented on the principle of majority vote. More than half of the SVB's members must reside permanently in Vietnam. The head of the SVB must have a university or higher graduation qualification in one of the following specialties: economics, finance, accounting, auditing, law, business management or in a specialized expertise relating to the business activities of the Group.
- 34.7 The head of the SVB shall have the following rights and obligations:
- a) To convene meetings of the SVB;
 - b) To request BOD, CEO, and other managers to provide relevant information in order to report to the SVB;
 - c) To prepare reports of the SVB, consult the BOD prior to signing and submission of such report to the GMS.

Article 35. Rights and obligations of SVB

- 35.1 In addition to powers and duties as stipulated in Article 170 of the Law on Enterprises, the SVB has the following rights and obligations:
- a) To make recommendations on the list of auditing companies accredited to audit financial statements of the Group; to make decision to allow the accredited auditing company to inspect the Group's operation; dismiss accredited auditing company where necessary;
 - b) To be responsible to Shareholders for its supervisions;
 - c) To supervise financial status of the Group, to supervise the compliance of BOD's members, CEO, and other managers with applicable laws during their performance;
 - d) To co-ordinate with BOD, CEO, and Shareholders;
 - e) To report in writing to the BOD within 48 hours if any breach of laws or breach of this Charter by any BOD's member is detected, CEO, or other manager of the Group. To request such individual to terminate the breach and remedy consequences (if any);
 - f) To develop regulations on the operation of the SVB and submit it to the GMS for approval;
 - g) To submit the report on the activities of the SVB to the GMS at annual meeting. The report on the activities of the SVB shall contain the following contents:
 - (i) Remunerations, operation costs and other benefits of the SVB and each of its members in accordance with Article 172 of the Law on Enterprises and the Charter;
 - (ii) Summaries of SVB's meetings, conclusions and decisions of the SVB (if any);
 - (iii) Results of supervision of the Group's operational and financial performance;
 - (iv) Reports on transactions between (i) the Group and its subsidiaries, (ii) any company in which the Group controls above fifty (50) percent of the charter capital and any BOD's member, CEO, manager of the Group or related person thereof, and (iii) the Group and any company in which any member of the BOD, CEO, manager of the Group is also the founding member or the manager of the company within the last three years before the time of transaction;

- (v) Results of the supervision of performance of BOD, CEO, other managers of the Group;
 - (vi) Comments on the co-ordination among the SVB and the BOD, CEO, and Shareholders.
- h) To access files and documents of the Group archived in the head office, branches and other locations; have the right to access the workplace of managers and employees of the Group during working hours.
 - i) To request the BOD, BOD's members, CEO, and other managers to provide in full, accurately and on time all information and documents relating to the management, administration and business operations of the Group;
 - j) Other rights and obligations as prescribed by law.
- 35.2 Salaries, remuneration, bonuses and other benefits of members of the SVB.
- a) Members of the SVB shall be paid salaries, remuneration, bonuses and other benefits as decided by the GMS's resolutions. The GMS shall decide on the total salaries, remuneration, bonuses and other benefits and annual operating budget of the SVB;
 - b) Members of the SVB shall be reimbursed for expenses for meals, accommodation, travel and for use of independent consultancy services at reasonable rates. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the SVB approved by the GMS, unless otherwise decided by the GMS;
 - c) Salaries and operating costs of the SVB shall be included in business expenses of the Group in accordance with the law on corporate income tax and other relevant laws, and must be presented in a separate item in the annual financial statements of the Group.

Article 36. Meetings of the SVB

- 36.1 The SVB shall organize at least two meeting per year. A meeting of the SVB shall be conducted where at least two thirds ($\frac{2}{3}$) of the total number of members of the SVB attend. Minutes of these meetings must be detailed and signed by the minutes taker and attending members. All meeting minutes of the SVB must be archived in order to determine responsibility of each member.
- 36.2 The SVB has the right to request members of the BOD, CEO, and representatives of the accredited audit company to attend meeting and clarify raised issues.

CHAPTER XI

RESPONSIBILITY OF MEMBERS OF THE BOD, MEMBERS OF THE SVB, CEO AND OTHER MANAGERS

Article 37. Responsibility of being honest and prevention of conflicts of interest

- 37.1 Members of the BOD, members of the SVB, CEO, and other managers of the Group shall disclose their relevant interests in accordance with the Law on Enterprises and other applicable laws.
- 37.2 Members of the BOD, members of the SVB, CEO, other managers of the Group and related persons thereof may only use the information obtained from their positions to serve the interests of the Group.
- 37.3 Any member of the BOD, member of the SVB, CEO, or any other manager of the Group shall notify the BOD, the SVB in writing of (i) his or her transactions with the Group, subsidiary

companies of the Group, or company which the Group controls above fifty (50) percent of the charter capital, or (ii) transactions between (a) related person(s) of such member with any of entities listed in this paragraph as required by Laws. The Group shall disclose information about the transactions that are approved by the GMS or the BOD in accordance with regulations of the Law on Securities on information disclosure.

37.4 Members of the BOD are not entitled to vote on transactions that benefit themselves or their related persons as prescribed by the Law on Enterprises and the Charter.

37.5 Members of the BOD, members of the SVB, CEO, other managers and related person thereof shall not use or reveal internal information in order to carry out relevant transactions.

Article 38. Transactions between the Group and related persons, between the Group and Shareholders, managers of the Group, or related person thereof.

38.1 The Group shall not provide loans or guarantees to any Shareholder being an individual and his/her related person being an individual.

38.2 The Group shall not provide loans or guarantees to any Shareholder being an organization and its related person being is an individual, unless the Shareholder is a subsidiary whose share or stakes are not held by the State and has contributed capital or purchased the shares of the Group before 1 July 2015.

38.3 The Group shall not provide loans or guarantees to any related person of Shareholder being an organization, unless the Group and the Shareholders' related persons being organizations are companies in the same group of companies, or companies having a parent company-subsidary relationship, or companies of a conglomerate, and this transaction must be approved by the GMS or BOD. The transaction valued at 35% or more of the total assets recorded in the latest financial statements of the Group shall be approved by the GMS. The transaction valued at less than 35% of the total assets recorded in the financial statements shall be approved by the BOD.

38.4 The following transactions shall be approved by the GMS in advance:

a) Granting loans or guarantees to any member of the BOD, member of the SVB, CEO, other managers other than Shareholders, and related individual and organizations thereof.

In a case when the related organization of the member of the BOD, member of the SVB, CEO, and other manager and the Group are companies in the same group of companies, or are companies that having the parent company-subsidary relationship, or companies of the same conglomerate, the transaction shall be approved in advance by the GMS if it is valued at 35% or more of the total assets recorded in the most recent financial statements of the Group.

b) Contracts, transactions with any of parties listed below, provided that (A) the contract or transaction is valued at 35% more of the total value of assets recorded in the most recent financial statements of the Group, or (B) the implement of the contract or transaction results in the total value of all transactions arising within 12 months from the date of making the first transaction is valued at 35% or more of the total value of assets recorded in the most recent financial statements of the Group:

(i) Members of the BOD, members of the SVB, CEO, other managers and related persons thereof;

(ii) Shareholders, the Authorized Representative of Shareholders owning more than 10% of the total ordinary shares of the Group and related person thereof;

(iii) Enterprises related to the subjects specified in Article 164.2 of the Law on Enterprises.

c) Contracts, transactions of borrowing, lending, and selling of assets with a value of more than 10% of the total assets recorded on the latest financial statements between the Group and a

Shareholder owning from 51% of the total number voting shares or above or a related person of that Shareholder.

- 38.5 The BOD approves the following contracts and transactions:
- a) Loans or guarantees specified in Article 38.4 (a) which are not under the authority of the GMS;
 - b) Contracts and transactions specified in Article 38.4 (b) valued at less than 35% of the total assets recorded in the most recent financial statements of the Group;
 - c) Contracts and transactions of borrowing, lending, transfer of assets specified in Article 38.4 (c) are equal to or less than 10% of the total assets recorded in the latest financial statements of the Group.

Article 39. Responsibility for damage and compensation

- 39.1 If a member of the BOD, member of the SVB, CEO, or other manager fails to comply with the duty of care and diligence, or to fulfill any of his or her duties, he or she shall be responsible for damages caused by his or her breach of duty.
- 39.2 The Group may indemnify person who used to be, is, or may become a related party in any claim, lawsuit or prosecution (including civil or administrative claims other than claim initiated by the Group) if (a) that person used to be or is a member of the BOD, a member of the SVB, the CEO, other managers, an employee, or an authorized representative of the Group (or a Subsidiary of the Group), (b) such person used to or is performing duties as required or authorized by the Group (or its Subsidiary) carefully, diligently, and for the benefit of the Group, and in compliance with the applicable laws, and (c) there is no evidence providing that such person commits any breach of his or her duties.
- 39.3 The Group may purchase insurance for these people to cover above responsibilities.

CHAPTER XII

RIGHTS TO SIGHT BOOKS AND RECORDS

Article 40. Rights to sight the Group's books and records

- 40.1 Ordinary shareholders have the rights to sight the Group's books and records, namely:
- a) Ordinary shareholders have the right to sight, look up, and make an extract of information about names and contact addresses on the list of Shareholders with voting rights; to request amendment of incorrect information about them; to sign, consult, and make an extract of the Charter, meeting minutes of GMS and resolutions of the GMS.
 - b) A Shareholder or group of Shareholders owning five percent or more of the total ordinary shares has the right to sight, look up, and make an extract of (i) books of meeting minutes, resolutions, and decisions of the BOD, (ii) mid-year or annual financial statements of the Group, (iii) reports of the SVB, (iv) transactions and contracts subject to the BOD's approval, except for documents related to trade secrets of the Group.
- 40.2 In a case where an authorized representative of the Shareholder or group of Shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the Shareholder or group of Shareholders.
- 40.3 Members of the BOD, members of the SVB, the CEO and other managers are entitled to access the Group's Shareholder register, list of Shareholders, other documents and records for the purposes that are relevant to their positions, provided that they shall keep such information confidential.
- 40.4 The Group shall archive the Charter and its amendments, the Certificate of Enterprise Registration, regulations and documents proving the ownership of assets, resolutions of the

GMS and the BOD, minutes of the GMS and the BOD meetings, reports of the BOD and the SVB, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided that the Shareholders and business registration authorities are informed of the location where these documents are archived.

40.5 The Charter and its amendments shall be published on the Group's website.

CHAPTER XIII

DISTRIBUTION OF PROFITS

Article 41. Distribution of profits

- 41.1 The GMS shall make decisions on the dividends payment ratio and payment method of annual dividend sourced from the retained profit of the Group.
- 41.2 The Group shall not pay interest on dividends or on payments for any share certificate.
- 41.3 The BOD may make recommendations to the GMS on the payment of all or part of dividends in shares, and the BOD shall enforce this decision.
- 41.4 In case the dividends or other amounts relevant to a class of shares is paid in cash, the Group shall make payments in VND. Payment may be carried out directly or through banks using bank account information provided by the Shareholders. The Group shall not bear any responsibility in the case where a Shareholder cannot receive the amount transferred by the Group due to inaccurate bank account information provided by the Shareholder. Dividends of shares listed on Stock Exchanges may be paid via securities companies or Vietnam Securities Depository.
- 41.5 The BOD shall pass a resolution or decision to determine a record date for the list of shareholders to be paid dividends in accordance with the Law on Enterprises and the Law on Securities. The payment of dividends (whether in cash or in share) to Shareholders, and the delivery of notices and other relevant documents to the Shareholders will be performed in accordance with the list of Shareholders entitled to receive dividends on the record date.
- 41.6 Other issues relevant to profit distribution shall be carried out in accordance with the Laws and the GMS's resolutions from time to time.

CHAPTER XIV

BANK ACCOUNTS, FISCAL YEARS, AUDITING, AND ACCOUNTING SYSTEM

Article 42. Bank accounts

- 42.1 The Group shall open accounts at Vietnamese banks or foreign banks that are permitted to operate in Vietnam.
- 42.2 Where necessary and if permitted by competent authorities, the Group may open bank accounts at oversea banks in accordance with any applicable law.
- 42.3 All payments and accounting transactions of the Group shall be carried out through the Group's VND or foreign currency bank accounts.

Article 43. Fiscal year

The fiscal year of the Group begins on 01 January and ends on 31 December every year.

Article 44. Accounting System

- 44.1 The Group applies Vietnam Accounting Standards (VAS) or any other accounting standards promulgated and approved by competent authorities and will archive the accounting books in accordance with the Vietnamese Laws.

- 44.2 The Group's accounting books and records shall be made in Vietnamese and archived in accordance with laws on accounting and other relevant laws. These books and records shall be accurate, up to date, systematic, and sufficient to prove and explain the Group's transactions.
- 44.3 The accounting currency shall be VND. If the Group's transactions primarily use a foreign currency, the Group may select such foreign currency as accounting currency. The Group shall be responsible for such selection and shall keep relevant tax authority informed of such selection.

Article 45. Auditing

- 45.1 The GMS may appoint an independent auditing company, or approve the list of independent auditing companies and authorize the CEO to select an independent auditing company from the list to audit financial statements of the Group for the next fiscal year.
- 45.2 Audit report shall be attached to the annual financial statements of the Group.
- 45.3 Independent auditors auditing financial statements of the Group are entitled to (i) attend GMS, (ii) receive notifications and other information related to the GMS, and (iii) express opinions at the GMS about matters related to the auditing of the financial statements of the Group.

CHAPTER XV

FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 46. Annual, interim and quarterly financial statements

- 46.1 The Group shall prepare annual financial statements, which have to be audited as prescribed by law. The Group shall disclose the audited annual financial statements in accordance with regulations of law on information disclosure on the securities market and submit them to competent authorities.
- 46.2 The annual financial statements shall have adequate contents, appendices and descriptions prescribed by laws on accounting. Annual financial statements shall truthfully and objectively reflect the Group's operation.
- 46.3 The Group shall prepare and disclose examined interim financial statements and quarterly financial statements in accordance with regulations of law on information disclosure on the securities market and submit them to competent authorities.

Article 47. Annual reports

The Group shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

Article 48. Disclosure of information

- 48.1 The Group has the responsibility and obligation to publish periodical or extraordinary information in full, accurately, and on time in accordance with the securities law on information disclosure to Shareholders and investors.
- 48.2 The disclosure method shall be performed in accordance with the law on securities in order to ensure that Shareholders and public investors access equally to information. The disclosure of information shall be clear, reader friendly, and shall not cause confusion for Shareholders and public investors.

CHAPTER XVI

DISSOLUTION

Article 49. Dissolution of the Group

- 49.1 The Group may be dissolved in the following cases:
- a) Following a resolution or decision of the GMS;
 - b) The enterprise registration certificate is revoked, unless otherwise stipulated in the Law on Tax Management;
 - c) Other circumstances as provided by applicable Law.
- 49.2 The Group is only allowed to be dissolved when it ensures the payment of all debts and other property obligations and is not in the process of settling disputes at Court or Arbitration.
- 49.3 The sequence and procedures for dissolution of the Group shall comply with Article 208 of the Law on Enterprises.

Article 50. Extension of the legal life

- 50.1 The legal life of the Group is unlimited subject to Article 3.6 of this Charter. If one wishes to change the duration of operation of the Group, the BOD shall convene a GMS to vote on this matter.
- 50.2 The duration of operation of the Group shall be changed if it is agreed by a number of Shareholders representing sixty five (65) percent or more of the total number of voting rights of all attending shareholders, except in the case of collecting written opinions of Shareholders as prescribed in this Charter.

Article 51. Liquidation

- 51.1 At least six (6) months after the decision to dissolve the Group, the BOD shall establish a Liquidation Board consisting of three (3) members, including two (02) members nominated by the GMS and one (1) member shall be nominated by the BOD from an independent auditing company. The Liquidation Board shall prepare its operation regulations. The members of the Liquidation Board may be selected among the staff of the Group or the independent experts. Payments for expenses arising from the liquidation shall have the priority over other liabilities of the Group.
- 51.2 The Liquidation Board shall report to the business registration authorities on the date of establishment and the date when it commences its operation. From the commencing date, the Liquidation Board shall represent the Group in all business related to the liquidation process before the court and administrative authorities.
- 51.3 The proceeds from the liquidation shall be paid in the following order of priority:
- a) Liquidation expenses;
 - b) Unpaid wages, retrenchment allowances, social insurance, and other benefits of employees pursuant to the signed collective labor agreement and labor contracts;
 - c) Tax liabilities;
 - d) Other debts of the Group;

- e) The remainder after payments to obligations from (a) to (d) above shall be distributed to Shareholders. The Shareholders owning preference shares shall have the priority over other Shareholders as provided by laws.

CHAPTER XVII

SETTLEMENT OF INTERNAL DISPUTES

Article 52. Settlement of disputes

52.1 If any dispute or claim arising in connection with the operations of the Group, or rights and obligations of Shareholders under this Charter or in accordance with the Law between:

- a) Shareholder with the Group; or
- b) Shareholder with the BOD, the SVB, the CEO or other managers;

then all relevant parties shall try to settle such dispute through negotiation and conciliation. Except for the dispute relating to the BOD or the Chairperson of the BOD, the Chairperson of the BOD shall preside over the settlement of the dispute and shall request each party to state the facts in relation to the dispute within thirty (30) business days from the date of the dispute arising. In the event the dispute relates to the BOD or the Chairperson of the BOD, any party may request the Vietnam International Arbitration Center (VIAC) to appoint a mediator to act as an arbitrator in the process of settling the dispute at the cost of the parties.

52.2 If no conciliation agreement is reached within six (6) weeks from the date of starting such conciliation process, or conciliation proposal is not agreed by both parties, any party can bring this case to the Vietnam International Arbitration Centre, (VIAC) or any competent court.

52.3 Each party shall bear its own costs and expenses related to the negotiation and conciliation. The payments to the court fees shall be carried in accordance with the court's resolution.

CHAPTER XVIII

SUPPLEMENT AND AMENDMENT TO CHARTER

Article 53. Amendment and Supplement to the Charter

53.1 Any amendment or supplement to the Charter shall be examined and passed by the GMS.

53.2 Any provision of the Law relating to the operations of the Group not stipulated in this Charter or any new provision of the Law that is different from this Charter, such new provisions will prevail shall be implemented to adjust the operations of the Group.

Article 54. Effective Date

54.1 This Charter comprising of 19 Chapters divided into 54 Articles is the lawful and official Charter of the Group.

54.2 The GMS of the Group has passed this Charter on [...]. This Charter shall take effect from the signing date and replace the Charter dated [...] and its amendments dated [...].

54.3 This Charter is made in one (01) original in Vietnamese and archived at the head office of the Group.

54.4 The Group shall provide copies or excerpts of this Charter in accordance with the Group's internal regulations on issuing a copy of the original or excerpt and in compliance with applicable law.

**SIGNATURE OF THE LEGAL REPRESENTATIVE
CHIEF EXECUTIVE OFFICER**

NGUYEN VIET QUANG

Appendix 1

List of Founding Shareholders

<u>No</u>	<u>Name of founding shareholder</u>	<u>Address</u>	<u>Number of shares</u>
1.	Ms. Pham Hong Linh	Group 41, O Cho Dua Ward, Dong Da District, Hanoi	12,131,115

Appendix 2

Details on Charter Capital of the Group

No.	Time	Charter Capital (VND)	Note
1.	3 May 2002	196,000,000,000	Pursuant to the 1 st issued Business Registration Certificate No. 0103001016 dated 3 May 2002
2.	4 March 2003	251,000,000,000	Pursuant to 1 st amended Business Registration Certificate No. 0103001016 dated 4 March 2003
3.	15 August 2005	250,749,000,000	Pursuant to 6 th amended Business Registration Certificate No. 0103001016 dated 15 August 2005
4.	25 December 2006	313,500,000,000	Pursuant to 10 th amended Business Registration Certificate No. 0103001016 dated 25 December 2006
5.	15 February 2007	600,000,000,000	Pursuant to 11 th amended Business Registration Certificate No. 0103001016 dated 15 February 2007
6.	22 June 2007	800,000,000,000	Pursuant to 13 th amended Business Registration Certificate No. 0103001016 dated 22 June 2007
7.	9 April 2008	1,199,831,560,000	Pursuant to 15 th amended Business Registration Certificate No. 0103001016 dated 9 April 2008
8.	2 October 2009	1,996,272,380,000	Pursuant to 17 th amended Business Registration Certificate No. 0103001016 dated 2 October 2009
9.	12 May 2010	3,599,279,120,000	Pursuant to 18 th amended Business Registration Certificate No. 0101245486 dated 12 May 2010
10.	19 July 2010	3,643,329,490,000	Pursuant to 19 th amended Business Registration Certificate No. 0101245486 dated 19 July 2010
11.	2 August 2010	3,669,614,480,000	Pursuant to 20 th amended Business Registration Certificate No. 0101245486 dated 2 August 2010
12.	10 August 2010	3,672,743,640,000	Pursuant to 21 th amended Business Registration Certificate No. 0101245486 dated 10 August 2010
13.	25 August 2010	3,682,131,130,000	Pursuant to 22 nd amended Business Registration Certificate No. 0101245486 dated 25 August 2010
14.	7 December 2010	3,686,824,880,000	Pursuant to 23 rd amended Business Registration Certificate No. 0101245486 dated 7 December 2010
15.	28 December 2010	3,709,667,790,000	Pursuant to 24 th amended Business Registration Certificate No. 0101245486 dated 28 December 2010
16.	31 December 2010	3,726,252,370,000	Pursuant to 25 th amended Business Registration Certificate No. 0101245486 dated 31 December 2010

17.	14 January 2011	3,734,388,190,000	Pursuant to 26 th amended Business Registration Certificate No. 0101245486 dated 14 January 2011
18.	19 January 2011	3,795,094,000,000	Pursuant to 27 th amended Business Registration Certificate No. 0101245486 dated 19 January 2011
19	25 January 2011	3,813,868,990,000	Pursuant to 28 th amended Business Registration Certificate No. 0101245486 dated 25 January 2011
20.	2 March 2011	3,815,433,570,000	Pursuant to 29 th amended Business Registration Certificate No. 0101245486 dated 2 March 2011
21.	7 April 2011	3,821,066,060,000	Pursuant to 31 st amended Business Registration Certificate No. 0101245486 dated 7 April 2011
22.	25 April 2011	3,827,324,390,000	Pursuant to 32 nd amended Business Registration Certificate No. 0101245486 dated 25 April 2011
23.	5 May 2011	3,833,582,720,000	Pursuant to 33 rd amended Business Registration Certificate No. 0101245486 dated 5 May 2011
24.	12 May 2011	3,880,520,210,000	Pursuant to 34 th amended Business Registration Certificate No. 0101245486 dated 12 May 2011
25	23 May 2011	3,895,540,200,000	Pursuant to 35 th amended Business Registration Certificate No. 0101245486 dated 23 May 2011
26	1 June 2011	3,895,853,110,000	Pursuant to 36 th amended Business Registration Certificate No. 0101245486 dated 1 June 2011
27	10 June 2011	3,911,498,930,000	Pursuant to 37 th amended Business Registration Certificate No. 0101245486 dated 10 June 2011
28	13 January 2012	5,493,833,050,000	Pursuant to 38 th amended Business Registration Certificate No. 0101245486 dated 13 January 2012
29	19 June 2012	7,004,620,550,000	Pursuant to 40 th amended Business Registration Certificate No. 0101245486 dated 19 June 2012
30	05 February 2013	9,281,102,150,000	Pursuant to 43 rd amended Business Registration Certificate No. 0101245486 dated 05 February 2013
31	19 March 2013	9,281,450,480,000	Pursuant to 44 th amended Business Registration Certificate No. 0101245486 dated 19 March 2013
32	10 May 2013	9,282,843,810,000	Pursuant to 45 th amended Business Registration Certificate No. 0101245486 dated 10 May 2013
33	06 June 2013	9,284,585,470,000	Pursuant to 46 th amended Business Registration Certificate No. 0101245486 dated 06 June 2013
34	01 July 2013	9,286,327,130,000	Pursuant to 47 th amended Business Registration Certificate No. 0101245486 dated 01 July 2013
35	29 July 2013	9,288,068,790,000	Pursuant to 48 th amended Business Registration Certificate No. 0101245486 dated 29 July 2013
36	20 December 2013	9,296,036,790,000	Pursuant to 49 th amended Business Registration Certificate No. 0101245486 dated 20 December 2013

37	19 February 2014	9,296,385,120,000	Pursuant to 51st amended Business Registration Certificate No. 0101245486 dated 19 February 2014
38	18 September 2014	14,033,233,140,000	Pursuant to 53rd amended Business Registration Certificate No. 0101245486 dated 18 September 2014
39	17 October 2014	14,299,574,100,000	Pursuant to 54th amended Business Registration Certificate No. 0101245486 dated 17 October 2014
40	18 November 2014	14,545,550,980,000	Pursuant to 55th amended Business Registration Certificate No. 0101245486 dated 18 November 2014
41	21 May 2015	14,587,886,850,000	Pursuant to 56th amended Business Registration Certificate No. 0101245486 dated 21 May 2015
42.	20 July 2015	18,415,574,490,000	Pursuant to 57th amended Business Registration Certificate No. 0101245486 dated 20 July 2015
43.	27 August 2015	18,460,745,440,000	Pursuant to 58th amended Business Registration Certificate No. 0101245486 dated 27 August 2015
44.	23 December 2015	18,681,880,870,000	Pursuant to 59th amended Business Registration Certificate No. 0101245486 dated 23 December 2015
45	18 March 2016	19,398,548,510,000	Pursuant to 60th amended Business Registration Certificate No. 0101245486 dated 18 March 2016
46.	02 August 2016	21,532,347,920,000	Pursuant to 61st amended Business Registration Certificate No. 0101245486 dated 02 August 2016
47.	01 November 2016	26,377,079,540,000	Pursuant to 62nd amended Business Registration Certificate No. 0101245486 dated 01 November 2016
48.	18 July 2018	31,916,212,300,000	Pursuant to 65th amended Business Registration Certificate No. 0101245486 dated 18 July 2018
49.	29 August 2018	32,756,212,300,000	Pursuant to 66th amended Business Registration Certificate No. 0101245486 dated 29 August 2018.
50.	10 June 2019	34,299,353,890,000	Pursuant to 67th amended Business Registration Certificate No. 0101245486 dated 10 June 2019
51.	18 December 2019	34,309,140,220,000	Pursuant to 68th amended Business Registration Certificate No. 0101245486 dated 18 December 2019
52.	31 January 2020	34,447,690,560,000	Pursuant to 69th amended Business Registration Certificate No. 0101245486 dated 31 January 2020

BRIEF SUMMARY ON THE KEY ADJUSTMENTS OF THE CHARTER OF VINGROUP

Reference (under current Charter)	Reference (under amended Charter)	Headings	Brief summary on the key adjustments and reasons thereof
Article 4	Article 4	Business lines	To adjust a number of business lines to comply with relevant regulations on business lines applicable to foreign invested enterprises.
Article 7	Article 7	Charter Capital	To amend the Charter Capital and number of shares in accordance with regulations of share issuance as provided in the Law on Enterprises 2020 and Law on Securities 2019.
Article 8	Article 8	Obligations of Shareholders	To supplement a number of obligations of Shareholders, to supplement the authorization of the Shareholders in accordance with the Law on Enterprises 2020.
Article 10	Article 10	Rights and Obligations of Ordinary Shareholders	To update the Charter in accordance with the model charter attached to Circular No. 119/2020/TT-BTC of the Ministry of Finance (“ Model Charter of MOF ”) and the Law on Enterprises 2020.
Article 11	Abandoned	Preference Shares	To remove Article 11 from and to supplement Article 7.8 to the Charter. <i>“In addition to Ordinary Shares, upon the approval of the GMS from time to time, the Group may issue preference shares as prescribed by law...”</i>
Article 11A	Article 11	Change of rights attached to preference shares	To update and supplement the Charter in accordance with the Model Charter of MOF and the Law on Enterprises 2020.
Article 12	Article 12	<i>Shares and Shareholders Register</i>	
Article 13	Article 13	Transfer of shares	
Article 14	Abandoned	Forfeiture of shares	To remove Article 14 from the Charter because these provisions only apply to newly established joint stock company.
Article 15	Article 14	Redemption of shares at the request of Shareholders	To update and supplement the Charter in accordance with the Model Charter of MOF and the Law on Enterprises.
Article 16	Article 15	Redemption of shares at the request of the Group	
Article 17	Article 16	Conditions of payment and handling redeemed shares	

Article 19	Article 18	<i>Rights and obligations of the General Meeting of Shareholders</i>	To update and supplement the Charter in accordance with the Model Charter of MOF and the Law on Enterprises.
Article 20	Article 19	<i>General Meeting of Shareholders</i>	To update and supplement the Charter in accordance with the Model Charter of MOF and the Law on Enterprises.
Article 21	Article 20	<i>Authorizing participation in General Meeting of Shareholders</i>	
Article 22	Article 21	<i>Convening, agenda and invitations to the General Meeting of Shareholders</i>	
Article 23	Article 22	<i>Conditions and procedures for organizing the General Meeting of Shareholders</i>	
Article 24	Article 23	<i>Conditions for approval of resolutions of the General Meeting of Shareholders</i>	To update and amend the Charter in accordance with the Law on Enterprises 2020, including the adjustment of the approval rate for any matter, from “51% or above” to “50% or above” (except for important matters which still require the approval rate of 65% or above).
Article 25	Article 24	<i>Meeting minutes of the General Meeting of Shareholders</i>	To update the Charter in accordance with the Model Charter of MOF and the Law on Enterprises 2020.
Article 26	Article 25	<i>Request for cancellation of a resolution of the General Meeting of Shareholders</i>	
Article 27	Article 26	Members, term of office of the Board of Directors	To supplement to the Charter regulations on nomination/self-nomination of candidate to the Board of Directors. To update the Charter in accordance with the Model Charter of MOF and the Law on Enterprises 2020.
Article 28	Article 27	<i>Rights and obligations of the Board of Directors</i>	To supplement to the Charter regulations on the reports of the Board of Directors, remunerations for the Board of Directors in accordance with the Model Charter of MOF and the Law on Enterprises 2020.

Article 29	Article 28	Chairperson, Vice Chairperson and members of the Board of Directors	To clarify rights and obligations of the Chairperson of the Board of Director in accordance with the Model Charter of MOF and the Law on Enterprises 2020.
Article 30	Article 29	Meetings of the Board of Directors	To update the Charter in accordance with Model Charter of MOF and the Law on Enterprises 2020.
Article 32	Article 31	Chief Executive Officer, managers, and person in charge of corporate governance of the Group	To supplement to the Charter regulations on the person in charge of corporate governance of the Group in accordance with Model Charter of MOF and the Law on Enterprises 2020.
Chapter XI	Chapter X	Supervisory Board	To supplement to the Charter regulations on nomination and self-nomination of Supervisory Board's members, rights and obligations of the Supervisory Board in accordance with Model Charter of MOF and the Law on Enterprises 2020.
Chapter X	Chapter XI	Responsibilities of members of the Board of Directors, members of the Supervisory Board, CEO and other managers	To clarify the authority of the General Meeting of Shareholders and Board of Directors, the duties of members of the Board of Directors, members of the Supervisory Board, and the CEO in transactions with related persons in accordance with the Law on Enterprises 2020, the Law on Securities 2019, and Decree 155/2020/ND-CP.
Chapter XII	Chapter XII	Rights to sight books and records	To update the Charter in accordance with the Model Charter of MOF and the Law on Enterprises 2020.
Chapter XIII	Chapter XIII	Distribution of profits	
Chapter XIV	Chapter XIV	Bank accounts, fiscal year, auditing and accounting system	
Chapter XV	Chapter XV	Financial statements, annual report and responsibility for information disclosure	
Chapter XVI	Chapter XVI	Termination of operation and dissolution	
Chapter XVII	Chapter XVII	Notification and settlement of internal disputes	
Chapter XVIII	Chapter XVIII	Supplement and amendments to Charter, effective date	
Appendix 2	Appendix 2	Details on the changes in Charter Capital of the Group	To update on changes in Charter Capital of the Group.

Appendix 02

(Attached to the Proposal No.: 09/2021/TTr-HDQT-VINGROUP dated 12 May 2021)

VINGROUP JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

Hanoi, May 12, 2021

(Draft)

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF VINGROUP JOINT STOCK COMPANY

- Pursuant to the Law on Securities dated 26 November 2019;
- Pursuant to the Law on Enterprises dated 17 June 2020;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 guiding some articles of the Law on Securities (the “**Decree 155**”);
- Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidelines for implementation of some Articles on administration of public companies in the Decree 155;
- Pursuant to the Charter of Vingroup Joint Stock Company (the “**Group’s Charter**”);
- Pursuant to Resolution No. /2021/NQ-DHDCD-VINGROUP dated 2021 of Annual General Meeting of Shareholders;

The Board of Directors (the “**BOD**”) promulgates the internal regulations on corporate governance (the “**Regulations**”) of the Group as follows:

Article 1. Scope of Regulations and Subjects

- 1. Scope of Regulations:** these Regulations specify the provisions of law and the Company’s charter relating to: functions, duties and power of the General Meeting of Shareholders (the “**GMS**”), the BOD, the Chief Executive Officer (the “**CEO**”); procedures for hosting the Annual Meeting of Shareholders; nomination, dismissal and discharge of members of the BOD, the Supervisory Board (the “**SVB**”), the CEO and other activities.
- 2. Subjects:** these Regulations are applied to members of the BOD, the SVB, the CEO and related persons.

Article 2. General Meeting of Shareholders

1. Functions, duties and power of the GMS:

- 1.1 The GMS consists of all voting shareholders and is the highest authority of the Group.
- 1.2 The GMS has duties and authority as stipulated in Article 18 of the Group’s Charter.

2. Regulations on procedures for the GMS to approve resolutions by voting:

2.1. Authority to convene the GMS:

- a) The BOD shall convene the annual GMS.

- b) The BOD shall convene an extraordinary GMS in the following cases:
- It is considered necessary for the Group's interests by the BOD;
 - The remaining members of the BOD or the SVB is smaller than the minimum members prescribed by law;
 - It is requested by the shareholder or a group of shareholders stipulated in Article 10.3 of the Group's Charter; the request shall be made in writing, specify the reasons for convening such a GMS, with signatures of relevant shareholders. The written request shall be made into multiple copies with signatures of relevant shareholders;
 - It is requested by the SVB;
 - Other cases prescribed by law and the Group's Charter.
- c) The convening of the extraordinary GMS shall comply with Article 19.3 of the Group's Charter.

2.2. Compilation of the list of shareholders who are eligible to attend the GMS:

The person who convenes the GMS shall compile the list of shareholders who are eligible to attend and vote at the GMS. This list shall be compiled within 10 days before the day on which the invitation to the GMS is sent.

2.3. Announcing the list of shareholders who are eligible to attend the GMS:

The Company shall announce the compilation of the list of shareholders who are eligible to attend the GMS at least 20 days before the final registration date.

2.4. Announcing the convening of the GMS:

The meeting invitations shall be sent to mailing addresses of all shareholders by express mail and posted on the Group's websites, the State Security Commission and the Stock Exchange. The person that convenes the GMS shall send invitations to all shareholders on the list of shareholders who are eligible to attend the GMS at least 21 days prior to the opening of the GMS. The agenda of the GMS and documents related to issues to be voted at the meeting shall be sent to Shareholders or/and posted on the Group's website. In the event that the documents are not attached to the meeting invitations of the GMS, the invitations must clearly state the link to all documents for the shareholders to access, including:

- a) The agenda, documents that will be used in the meeting;
- b) List and details of candidates in case of election of members of the BOD and/or the SVB;
- c) Voting card;
- d) Draft resolution for each issue on the meeting agenda.

2.5. Agenda and contents of the GMS:

- a) The person who convenes the GMS is responsible for preparing the agenda, contents of the GMS and other tasks as stipulated in Article 21 of the Group's Charter.
- b) The shareholder or a group of shareholders that holding at least 05% of the total ordinary shares is entitled to propose inclusion of other matters to the agenda of the GMS. The proposal must be in writing and sent to the Group at least 05 working days prior to the opening of the GMS. The proposal shall specify the shareholder's name, the number and type of shares held by such person and the contents proposed to be included in the meeting agenda.
- c) The convener of the GMS shall have the right to refuse such proposal mentioned in Item (b) above in any of the following cases:

- The proposal sent to the Group not in accordance with prescribed laws and regulations;
 - The proposing shareholder or a group of shareholders that holding less than 5% of the total ordinary shares when the proposal is made;
 - The proposed issue is not within the authority of the GMS;
 - Other cases prescribed by laws and the Group's Charter.
- d) The GMS convener shall accept and include the proposed issues mentioned in Item (b) above to the intended meeting agenda, except in the cases specified in Item (c) above; the proposed issues shall be officially included in the meeting agenda if approved by the GMS.

2.6. Authorization of representatives to participate in the GMS:

- a) Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other organizations and individuals to attend the GMS in one of the forms specified in Item 20.1, Article 20 of the Group's Charter.
- b) The authorization stated in Item (a) above shall be made into written documents. Authorization documents shall be made in the form provided by the Group or made in accordance with the civil laws and shall specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party.

The authorization documents shall be submitted by the authorized participants when registering to participate in the GMS or shall be sent by the shareholders to the Group or the place specified in the meeting invitations within forty-eight (48) hours prior to the opening of the GMS.

- c) Voting card of the authorized participants within authorization scope shall be effective unless:
- The authorizing person is passed away, has have limited legal capacity or is incapacitated;
 - The authorizing person has cancelled the authorization;
 - The authorizing person has cancelled the authority of the authorized person;

This Clause does not apply in case the Group receives a notification of any of the aforementioned events prior to the opening of the GMS or prior to the convention of the GMS.

2.7. Registration to attend the GMS:

- a) Shareholders confirm their attendance at the GMS under the form stated on the meeting invitations;
- b) On the date of the GMS, the Group shall carry out procedures for shareholders or authorized representatives to register to attend the GMS;
- c) Shareholders, authorized representatives or authorized persons who arrive later than the opening of the GMS have the right to register immediately, participate and vote at the GMS after their registration. The Chairperson does not have the responsibility to stop the meeting to allow such persons to register and the validity of the voting courses conducted prior to the arrival of such persons will not be affected. .

2.8. Conditions for conducting the GMS:

- a) The GMS shall be conducted when the number of shareholders participating in the meeting represents more than 50% of the total number of voting shares.
- b) In case the number of participating shareholders specified in Item (a) above is not adequate, invitations to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GMS shall be conducted when the number of shareholders participating in the meeting represents at least 33% of the total number of voting shares.
- c) In case the number of participating shareholders specified in Item (b) above is not adequate, invitations to the third meeting shall be sent within 20 days from the intended date of the second meeting. The third GMS shall be conducted regardless of the number of participating shareholders.

2.9. Protocol for approving GMS resolutions:

The GMS discusses and votes on each matter on the agenda of the meeting.

The GMS approves the resolutions within its authority by voting at the meeting or solicitation of shareholders' written opinions.

2.10. Voting methods:

- a) Voting by casting ballots will be conducted as follows:
 - Matters on the ballots shall be voted by shareholders/ authorized representatives by choosing "approval", "disapproval" or "abstain" for each matter.
 - Shareholders shall cast their votes according to the following rules:
 - The casting of votes will be started as signaled by the Chairperson or the Head of the vote counting committee and completed when the final shareholder casts his/her vote in the ballot box or 30 minutes after the voting has started, whichever comes first. After the voting is completed, the ballot box will be sealed;
 - Votes shall be counted immediately after the ballot box is sealed.
 - The following ballots will be considered invalid and will not be counted:
 - Ballots that are not under the form distributed by the Organizing Committee and do not have the Group's stamp;
 - Ballots that are torn, erased, scratched or revised;
 - Ballots without the signature of the shareholders or the proxies;
 - 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 will be invalid.
 - Voting for each matter on the ballot is independent from one another and the validity of one vote shall not affect another.
 - Should a shareholder make a mistake on the ballot, provided that the ballot has not yet been put into the ballot box and prior to 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.
- b) Direct voting (in cases that do not apply voting by casting ballots) will be conducted as follows: Shareholders and proxies attending the meeting shall vote directly on matters by raising their ballots or other methods under the control of the Chairperson or the Presiding

Committee. The vote counting committee will record the approvals, disapprovals, and abstention and announce the results to the GMS.

- c) The election of members of the BOD/SVB will be conducted in accordance with the Regulations on election of members of the BOD/SVB adopted in the GMS or the Regulations attached with the written opinions (in case of solicitation of shareholders' opinions in writing).

2.11. Vote counting method:

- a) The vote counting committee is nominated by the Chairperson and approved by the GMS to conduct the vote counting at the meeting.
- b) The vote counting committee shall count the casting ballots as follows:
- The committee shall work in a room or a separated area from the meeting.
 - The committee may use electronic equipment to assist the vote counting process.
 - The committee must check the validity of the ballots.
 - The committee must check each ballot and record the vote counting results.
 - The committee must count and exclude the shares that are not eligible for voting (if any, for each matter put up for voting).
 - The committee will seal all ballots and hand them over to the Head of the committee.
- c) Establishing and disclosing the minutes of the vote counting:
- Upon vote counting, the vote counting committee shall establish the minutes of the vote counting results.
 - Content of the minutes must include:
 - The time and location of the vote counting;
 - The names of members of the vote counting committee;
 - 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 signatures of all the vote counting committee members.

2.12. Conditions for approving the resolutions:

- a) Resolutions on the following matters shall be approved if they receive at least 65% affirmative votes from participating shareholders:
- Types of shares and the quantity of each type;
 - Change of business lines;
 - Changes to the Group's organizational structure;
 - Investment projects or sale of assets that are worth at least 35% of the total assets reported on the Group's latest financial statement.
 - Re-organization, dissolution of the Group;
- b) The resolutions on matters which not mentioned in the Item (a) above shall be approved when it is voted by a number of shareholders that holding more than 50% of the total votes of all participating shareholders.

- c) The resolutions of the GMS that is voted by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and approving the resolution are not in accordance with the Law on Enterprises and the Group's Charter.

2.13. Protocol for announcing vote counting result:

The vote counting results will be announced by the Chairperson at the GMS, before the closing of the GMS.

2.14. Requesting cancellation of a resolution of the GMS:

Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting minutes, the shareholder or a group of shareholders specified in Item 10.3, Article 10 of the Group's Charter is entitled to request the court or arbitration to consider cancelling all or part of the resolution of the GMS in the following cases:

- a) The procedures for convening the meeting and decision-making of the GMS violate the Law on Enterprises and the Group's Charter.
- b) The contents of the resolution violate respective laws and regulations or the Group's Charter.

2.15. Conducting the GMS minutes:

- a) Minutes of all GMS shall be taken in the form of written documents and may also be recorded or archived in other electronic forms. The minutes shall be taken in Vietnamese and foreign languages with the following contents:

- The Group's name, headquarters address, enterprise identification number;
- Time and venue of the GMS;
- Meeting agenda and contents;
- Summary of the meeting's progress and shareholder's opinions at the meeting on each matter on the meeting agenda;
- The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that attended the meeting, with the number of shares and the number of votes respectively;
- Total number of voting cards for each voting matter, where clearly state the voting method, the total number of valid, invalid, approved, disapproved, and no-opinion votes; the corresponding ratios of these voting cards to the total number of shareholders attending the meeting;
- Approved issues and the proportion of voting card respectively;
- Full names and signatures of the Chairperson and Secretary. In case the Chairperson or the Secretary refuses to sign the minutes, the minutes is still effective if it has the signatures of all other participating members of the BOD and have adequate information stipulated in this Clause. The minutes shall specify that the Chairperson or the Secretary refuses to sign.

- b) The GMS minutes shall be completed and approved prior to the end of the meeting. The Chairperson and the Secretary or other parties that sign the minutes shall be jointly responsible for its truthfulness and accuracy.

- c) The minutes in Vietnamese and/or in foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

2.16. Information disclosure of Resolutions of the GMS.

The minutes of the GMS, the list of registered participants, the approved resolutions and documents enclosed with the invitations shall be disclosed in accordance with regulations of the Law on information disclosure of the securities market and shall be archived at the Group's headquarters.

3. Regulations on procedures for the GMS to approve resolutions by solicitation of shareholders' written opinions include:

3.1 The Chairperson of the BOD is entitled to carry out a solicitation of shareholders' written opinions to approve resolutions of the GMS when it is considered necessary for the Group and shareholders' interests.

3.2 The protocol and procedures for approving resolutions of the GMS by solicitation of shareholders' written opinions are as follows:

a) The Chairperson of the BOD shall prepare the ballots, the draft resolution and supporting documents; send them to all voting shareholders at least 10 days prior to the deadline for submission of the ballots. Requirements and methods of sending ballots and supporting documents are specified in Item 21.2 and Item 21.2 of the Group's Charter.

b) A ballot shall contain:

(i) The Group's name, headquarters address, enterprise identification number;

(ii) Purposes of solicitation of shareholders' written opinions;

(iii) Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization identification number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; the number of each type of shares holding by the shareholder and the shareholder's total number of voting shares;

(iv) The matters being voted on;

(v) Voting options for each matter, including "approval", "disapproval" and "abstain";

(vi) Deadline for submission of the voted ballot;

(vii) Full name and signature of the Chairperson of the BOD;

c) Shareholders may send voted ballots to the Group by mail, fax or email as follows:

(i) The ballots that are sent by mail shall bear the signature of the shareholder that is an individual or the signature of the authorized representative of the shareholder that is an organization. The ballots shall be put into a sealed envelope, which must not be opened before vote counting;

(ii) The ballots that are sent by fax or email must be kept confidential until vote counting time;

(iii) The ballots that are sent to the Group after the deadline or that are opened (for those sent by mail) or revealed (for those sent by fax or email) will be considered invalid. The shareholders that do not submit their voted ballots shall be considered not voting.

d) The Chairperson of the BOD shall instruct the vote counting process and prepare the vote counting minutes in the presence of the SVB or shareholders that are not holding managerial positions at the Group. The vote counting minutes shall contain the following information:

(i) The Group's name, headquarters address, enterprise identification number;

(ii) The purposes and matters voted on;

- (iii) The number of shareholders and cast votes, including the number of valid and invalid votes, vote sending methods and the list of shareholders that sent voted ballots;
- (iv) The number of approved, disapproved and no-opinion votes on each matter;
- (v) Approved matters and the proportion of voting cards respectively;
- (vi) Full name and the signature of the Chairperson of the BOD.

The members of the BOD, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and any damage caused by the decisions that are approved because of inaccurate vote counting.

- e) The vote counting minutes and resolutions shall be sent to the shareholders within 15 days from the vote counting completion date, or uploaded to the Group's website within 24 hours after vote counting is completed.
- f) The voted ballots, vote counting minutes, approved resolutions and documents enclosed with ballots shall be archived at the Group's headquarters.
- g) The resolutions shall be approved by solicitation of shareholders' written opinions if they are voted by a number of shareholders that holding more than 50% of the total votes of all voting shareholders and shall have the same validation as those approved by voting at the GMS.

4. Procedures for the GMS to approve resolutions in the form of online conference or live conference combined with online conference:

- 4.1 The Group can organize the GMS in the form of an online conference (e-GMS) or a live conference combined with online conference according to the decision of the BOD or when in the time of force majeure events such as natural disaster, war, pandemic, terrorism, riot, restriction/prohibition decisions from the State Agencies that affects the organization of an offline GMS.

In case the BOD decides to convene the GMS in the form as prescribed in Clause 4.1 above, the BOD is responsible for promulgating and announcing the Regulation on organization and voting at the GMS in the mutual form.

Article 3. The Board of Directors

1. Functions, duties and power of the BOD, responsibilities of members of the BOD:

- 1.1 The BOD is a managerial body of the Group and has the full authority to make decisions, exercise rights and duties of the Group in the name of the Group, except for the rights and duties of the GMS.
- 1.2 The BOD has rights and obligations as prescribed in the Article 27 of the Group's Charter.
- 1.3 The BOD shall submit reports on BOD's activities as prescribed in Session (c) Item 18.2 of Article 18 of the Group's Charter.

2. Regulations on nomination, self-nomination of BOD members:

- 2.1. After candidates for members of the BOD have been nominated, the Group shall disclose information regarding the candidates at least 10 days prior to the date of the GMS on the Group's website for the shareholders to be informed of candidates' profiles prior to voting. Each candidate shall prepare a written declaration that information about him/her is accurate and to perform his/her duties in an honest and prudent manner for the best interests of the Group if he/she is given the position as member of the BOD. Information regarding candidates includes:
 - a) Full name, date of birth;
 - b) Qualifications;

- c) Work experience;
 - d) Other managerial positions (including positions in the BOD of other companies);
 - e) Associated interests to the Group and its related parties;
 - f) Other information (if any) specified in the Group's Charter;
 - g) The Group shall disclose information regarding the companies in which the candidates are holding the position as members of the BOD and other managerial positions and interests of the candidates in the Group (if any).
- 2.2. The shareholder or a group of shareholders holding at least 10% of the total number of ordinary shares is entitled to nominate candidates to the BOD in accordance with the Law on Enterprises and the Group's Charter.
- 2.3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent BOD shall nominate more candidates or organize the nomination in accordance with the Group's Charter, this Regulations and Regulations on operation of the BOD. This nomination shall be announced prior to the GMS starts voting on the election of members of the BOD as prescribed by law.
- 2.4. The members of the BOD shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises and the Group's Charter.
- 3. Term of office and composition of the BOD:**
- 3.1 The BOD comprises of 03 to 11 members. The GMS decides the specific number of members of the BOD from time to time.
- 3.2 The term of office of BOD members shall not exceed 05 years and the members can be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of BOD of a company for up to 02 consecutive terms. In case the term of office of all BOD members end at the same time, they shall remain the status of members of the BOD until new members are elected and take over the duties.
- 3.3 Composition of the BOD:
- At least one third (1/3) of the members of the BOD of the Group shall be non-executive members. The Group shall minimize the number of members of the BOD that concurrently hold executive positions in the Group to ensure the independence of the BOD.
- The total number of independent members of the BOD shall satisfy the following requirements:
- a) At least 01 independent member if the BOD has 03 – 05 members;
 - b) At least 02 independent members if the BOD has 06 – 08 members;
 - c) At least 03 independent members if the BOD has 09 – 11 members.
- 3.4 A member of the BOD loses the status of member of the BOD when he/she is replaced, dismissed or discharged by the GMS as prescribed in Article 160 of the Law on Enterprises.
- 3.5 Information regarding designation of BOD members shall be disclosed in accordance with the regulations of the Law on information disclosure on the securities market.
- 3.6 Members of the BOD are not necessarily shareholders of the Group.
- 4. Remunerations and other benefits of the members of the BOD:**
- 4.1 The Group is entitled to pay remunerations and bonuses to the members of the BOD according to the business performance.

- 4.2 The members of the BOD are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for the completion of duties (if any) and the daily remuneration rate. The BOD shall estimate the remuneration of each member under an unanimous principle. The total remunerations and bonuses for the BOD shall be decided by the annual GMS.
- 4.3 Remuneration of each member of the BOD shall be recorded as the Group's operating costs in accordance with regulations of the Law on corporate income tax, presented in a separate section of the Group's annual financial statement and reported at the annual GMS.
- 4.4 BOD members who are holding the executive positions or working in subcommittees of the BOD or performing duties other than normal duties of members of the BOD may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or other forms decided by the BOD.
- 4.5 BOD members are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their duties, including the costs of participation in meetings of the GMS, the BOD or its subcommittees (if any).
- 4.6 BOD members may have responsibility insurance purchased by the Group if this is approved by the GMS. This insurance does not cover responsibility of members of the BOD relevant to violations against the law and the Group's Charter.

5. Protocol and procedures for organizing meetings of the BOD:

- 5.1 The Chairperson of the BOD shall be elected during the first meeting of the BOD within 07 working days after the same BOD is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the meeting of the BOD.
- 5.2 The BOD shall have at least 01 meeting per quarter and may have ad hoc meetings or solicitation of written opinions.
- 5.3 The Chairperson of the BOD shall convene a meeting of the BOD in the following cases:
- a) The meeting is requested by the SVB or independent members of the BOD;
 - b) The meeting is requested by the CEO or at least 05 other managers;
 - c) The meeting is requested by at least 02 members of the BOD;
 - d) Other cases prescribed on the Group's Charter.
- 5.4 The request for meeting mentioned in Clause 5.3 above must be made in writing, specify the purposes, matters that need discussing and deciding by the BOD.
- 5.5 The Chairperson of the BOD shall convene the BOD within 07 working days from the receipt of the request mentioned in Clause 5.3 above. Otherwise, the Chairperson of the BOD shall be responsible for the damage incurred by the Group; the requester is entitled to convene the meeting instead of the Chairperson of the BOD.
- 5.6 The Chairperson of the BOD or the person who convenes the meeting of the BOD shall send invitations at least 05 days prior to the meeting. The invitation shall specify the meeting time, location, agenda, matters that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and voting ballots.
- The invitations to the meeting of the BOD may be a physical invitation, by phone, fax, email or other forms prescribed on the Group's Charter as long as they are delivered to the mailing address of each member of the BOD registered at the Group.
- 5.7 The Chairperson of the BOD or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the SVB.

- 5.8 The members of the SVB are entitled to attend meetings of the BOD; they are entitled to discuss but not vote.
- 5.9 The meeting of the BOD shall be opened when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date of the first meeting. The second meeting shall be opened when it is participated in by more than half of the members of the BOD.
- 5.10 A meeting of the BOD may be held in the form of an online conference or in other forms ,which some or all members of the BOD are in different locations provided that each participating member of the BOD can:
- a) Hear each other member of the BOD speaking together at the meeting; and
 - b) If desired, that person can speak to all other attending members simultaneously.
- The resolutions of the BOD are approved at the meeting in the form of an online conference or in other forms if it is approved by the majority of the attending members and has the same validation as the offline meeting.
- 5.11 It is considered that a member of the BOD has participated in and voted at a meeting when he/she:
- a) Participates and votes at the meeting;
 - b) Authorizes another person to participate and vote in the meeting;
 - c) Participates and votes at online meeting; cast electronic votes or in other electronic forms;
 - d) Sends vote ballot by mail, fax or email;
 - e) Sends his/her vote ballot using other means prescribed on the Group's Charter.
- 5.12 In case the vote ballots are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Group's administration person at least 01 hour prior to the opening hour. The vote ballots shall only be opened in the presence of the meeting participants.
- 5.13 The members shall participate in all meetings of the BOD. A member may authorize another person to participate and vote in the meeting if it is approved by the majority of the members of the BOD.
- 5.14 When necessary, the Chairperson of the BOD can collect written opinions of the members of the BOD to approve matters within the BOD's authorization according to the following procedures:
- a) Send the ballots enclosed with relevant documents, the draft resolution to the members of the BOD;
 - b) The members of the BOD vote at the request of the Chairperson of the BOD and return the voted ballot prior to the record day stated in the ballot;
 - c) The Chairperson of the BOD appoints the Vote counting committee to count the votes of the members of the BOD and prepare the vote counting minutes;
 - d) Based on the results of counting votes, the Chairperson of the BOD on behalf of the BOD signs to issue a resolution of the BOD on the matters approved by the members of the BOD.

The resolution of the BOD in the form of collecting written opinions is effective and valid as a resolution approved by the members of the BOD at the meeting to be convened and organized properly.

- 5.15 Minutes of meetings of the BOD must be made in accordance with Article 158 of the Law on Enterprises.
- 5.16 A resolution or decision of the BOD will be approved if it is approved by the majority of the participating members. In case of a tie, the final decision will be based on the Chairperson's opinion.
- 6. **Sub-committees of the BOD:** The BOD may establish subcommittees that will take charge of establishing policies, personnel, salaries and bonuses, internal audit, risk management according to resolutions/decisions of the BOD from time to time.
- 7. **Group's administration person:** The BOD of the Group shall appoint at least 01 person to be in charge of the Group's administration, who will assist in administration duties of the Group in accordance with Item 32.6 of Article 32 of the Group's Charter.

Article 4. The Supervisory Board

1. Functions, duties and power of the SVB, responsibilities of members of the SVB:

The SVB has rights and obligations as specified in Article 35 of the Group's Charter.

2. Nomination and self-nomination of members of the SVB:

- 2.1. The nomination and self-nomination of members of the SVB shall be carried out similarly with Article 33 of the Group's Charter.
- 2.2. In case the number of nominated and self-nominated candidates is not enough, the incumbent SVB shall nominate more candidates or organize the nomination in accordance with the Group's Charter, this Regulations and the Regulations on operation of the SVB. This nomination must be announced prior to the GMS starts voting on the election of members of the SVB as prescribed by law.

3. Term of office, quantity, composition and structure of members of the SVB:

- 3.1 The SVB comprises of 03 to 05 members. The GMS decides the specific number of members of the SVB from time to time. The term of office of members of the SVB shall not exceed 05 years and the members can be re-elected for an unlimited number of terms.
- 3.2 The members of the SVB shall satisfy the standards and conditions specified in Article 169 of the Law on Enterprises and shall not:
 - a) Work in the Group's accounting or finance department;
 - b) Be an employee of the independent accredited audit organization that is auditing the Group's financial statements over the last 03 years.
- 3.3 A member of the SVB will be dismissed in the following cases:
 - a) He/she no longer fully satisfies the requirements as prescribed;
 - b) He/she hands in resignation letter which is accepted;
 - c) Other cases as prescribed on the Group's Charter.
- 3.4 A member of the SVB will be discharged in the following cases:
 - a) He/she fails to fulfill the assigned tasks and duties;
 - b) He/she fails to perform his/her rights and obligations for 06 consecutive months, except in the time of force majeure events;
 - c) He/she commits multiple or serious violations against obligations of members of the SVB prescribed by the Law on Enterprises and the Group's Charter.
 - d) Other cases specified in the resolution of the GMS.

Article 5. Chief Executive Officer

1. The CEO shall administer the Group's business operation every day and is appointed by the BOD; be supervised by the BOD; is responsible to the BOD and the law for the performance of his/her rights and obligations.
2. The term of office of the CEO shall not exceed 05 years without term limit. When the term of office is expired but a new CEO has not been appointed, the term of incumbent CEO will be extended until the time when the new CEO is appointed. The CEO shall satisfy the requirements prescribed by law and the Group's Charter.
3. The CEO has rights and obligations as prescribed in Item 31.2 of Article 31 of the Group's Charter.
4. The BOD may dismiss the CEO if it is approved by the majority of members of the BOD who have the voting right and participate in the meeting, and designate a new CEO.
5. Salary and other benefits of the CEO: The CEO shall receive salaries and bonuses, which are decided by the BOD. Salaries of the CEO shall be recorded as the Group's operating costs in accordance with regulations of the Law on corporate income tax, presented in a separate section of the Group's annual financial statement and reported at the annual GMS.

Article 6. Cooperation between the BOD, the SVB and the CEO

1. Cooperation between the BOD and the SVB:

- 1.1 The Chairperson of the BOD must send meeting invitations and attached documents to the SVB to attend the meetings of the BOD. At the meeting, members of the BOD must acknowledge comments, suggestions and recommendations of the SVB. Members of the SVB do not have voting right on matters approved at the meeting.
- 1.2 The BOD is responsible for coordinating, cooperating closely and creating the most favorable conditions for the SVB to exercise the right to inspect and supervise the activities of the BOD according to regulations; at the same time instruct and supervise the correction and handling of violations according to the recommendations of the SVB.
- 1.3 The SVB has the right to request the BOD to provide information and documents on the management and administration of the business activities of the Company.
- 1.4 The BOD ensures that all resolutions/decisions of the BOD are provided to members of the SVB, and at the same time to the members of the BOD.

2. Cooperation between the BOD and the CEO:

- 2.1. The BOD ensures all the most favorable conditions in terms of mechanisms, policies, human resources, and facilities for the CEO to operate and manage the business activities of the Group in the best way.
- 2.2. The CEO is responsible for instructing and implementing the resolutions/decisions of the BOD/GMS. During the implementation process, if problems arise that are not favorable to the Group and the shareholders, the CEO has the right to propose to the BOD to consider and adjust accordingly.
- 2.3. The CEO is responsible for reporting to the BOD on issues related to the Group's operations and implementation of the resolutions/decisions of the BOD/GMS.
- 2.4. The CEO and other managers are responsible for supporting the members of the BOD to have access to information and reports in the shortest amount of time.

3. Cooperation between the SVB and the CEO:

- 3.1 The CEO can invite the SVB to attend the meeting of the Board of Management (if deeming it necessary). The SVB can provide comments (if any) at the meeting to the CEO.
- 3.2 The CEO makes periodic and ad-hoc reports as required by the SVB in accordance with the Law on Enterprises and the Group's Charter.
- 3.3 The CEO is responsible for creating all favorable conditions for the SVB to access information and report promptly.
- 3.4 Reports of the CEO submitted to the BOD must be sent concurrently to the SVB and in the same manner as to the members of the BOD.

Article 7. Regulations on reward and discipline for members of the BOD, members of the SVB and the CEO

1. Based on the rules, regulations on rewards and discipline of the Group and the evaluation results of the Rewarding and Disciplinary Council of the Group, the Group will conduct periodic or irregular reward for members of the BOD, members of the SVB, the CEO and other managers with achievements in management, collectively or individually.
2. When a violation arises, violates the Group's regulations, depending on the severity of each individual violation, the Disciplinary Reward Council of the Group considers the form of discipline and issues a disciplinary decision to members of the BOD, members of the SVB, and the CEO.

Article 8. Effectiveness

1. This Regulations consists of 08 clauses drafted by the BOD and submitted to the GMS for approval, and takes effect from the date of signing.
2. The BOD, the SVB and CEO are responsible for the implementation of this Regulations.
3. The contents which have not been specified in this Regulations will be applied according to the provisions of the Group's Charter and current law provisions.
4. During the implementation process, the Group will review and proceed to amend and supplement the contents of this Regulations to suit the reality, to meet the requirements of business operations and the internal corporate governance of the Group and submit the GMS for approval from time to time.

**ON BEHALF OF THE BOD
CHAIRPERSON**

PHAM NHAT VUONG

APPENDIX 03

(Attached to the Proposal No. 09/2021/TTr-HDQT-VINGROUP dated 12 May 2021)

VINGROUP JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

Hanoi, May 12, 2021

(Draft)

REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

- Pursuant to the Law on Securities dated 26 November 2019 (“**Law on Securities**”);
- Pursuant to the Law on Enterprises dated 17 June 2020 (“**Law on Enterprises**”);
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 elaborating some Articles of the Law on Securities;
- Pursuant to the Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding a number of Articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 elaborating some Articles of the Law on Securities;
- Pursuant to the Charter of Vingroup Joint Stock Company (the “**Charter**”);
- Pursuant to Resolution No. /2021/NQ-DHDCD-VINGROUP dated 2021 of the annual General Meeting of Shareholders (the “**GMS**”);

The Board of Directors (the “**BOD**”) promulgates the regulations on the operation of the BOD of the Vingroup Joint Stock Company (“**Company**”).

The Regulations on operation of the BOD of the Company has the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope and regulated bodies

3. Scope: the Regulations on operation of the BOD provide for the organizational structure, operating principles, rights and obligations of the BOD and its members in order to ensure that its operation is conformable with the Law on Enterprises, the Company’s Charter and applicable regulations.
4. Regulated entity: the BOD and its members.

Article 2. Operating principles

1. The BOD shall work on the collective principle. Each member of the BOD shall be responsible for the performance of his/her own tasks and be jointly responsible before the GMS and the law for the resolutions and decisions of the BOD related to the development of the Company.
2. The BOD shall assign the Chief Executive Officer to organize the implementation of the resolutions and decisions of the BOD.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the BOD

1. Members of the BOD have all the rights specified in the Law on Securities, Law on Enterprises, other applicable legal regulations and the Company’s Charter, including the right to be provided with information and documents about the financial and business performance of the Company and its units.
2. Members of the BOD have the obligations specified in the Company’s Charter and the following obligations:

- a) Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;
- b) Attend all meetings of the BOD and discuss the raised issues;
- c) Promptly and fully inform the BOD of the remunerations paid by the subsidiaries, associate companies and other organizations;
- d) Inform the BOD at the nearest meeting of transactions between the Company, subsidiary companies and other companies with 50% charter capital held by the Vingroup, with members of the BOD and their related persons; transactions between the Company with companies whose founders or managers are members of the BOD over the last 03 years from the transaction date;
- e) Make public information disclosure when trading the Company's shares as prescribed by law.

Article 4. Rights to be provided with information of members of the BOD

1. Members of the BOD have all the rights to request the Chief Executive Officer, Deputy Chief Executive Officers, other managers of the Company to provide information and documents about the financial and business performance of the Company and its units.
2. The requested managers shall fully and accurately provide the information and documents requested by the members of the BOD.

Article 5. Term of office and quantity of members of the BOD

1. The BOD has from 03 to 11 members. The GMS shall decide the number of members of the BOD from time to time.
2. The term of a member of the BOD shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as independent member of the BOD of a company for up to 02 consecutive terms.
3. In case the term of office all members of the BOD end at the same time, all of them will remain members of the BOD until new members are elected and take over the work, unless otherwise prescribed by the Company's Charter.

Article 6. Requirements to be satisfied by members of the BOD

1. A member of the BOD shall meet the following requirements:
 - a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;
 - b) He/she has qualifications and experience of business administration or in same fields or business lines of the Company. A member is not necessarily a shareholder of the Company, unless otherwise prescribed by the Company's Charter;
 - c) A member of the BOD may concurrently hold the position of member of BOD of another company;
 - d) He/she satisfy other requirements specified in the Company's Charter.

Article 7. Chairperson of the BOD

1. The Chairperson of the BOD shall be elected among the members of the BOD by the BOD, and dismissed by the BOD.
2. The Chairperson of the BOD must not concurrently hold the position of Chief Executive Officer.
3. Rights and obligations of the Chairperson of the BOD:
 - a) Formulate operating plans and programs of the BOD;
 - b) Prepare the agenda and documents of meetings; convene and chair meetings of the BOD;

- c) Sign and promulgate the resolutions of the GMS and the BOD;
 - d) Organize the ratification of resolutions and decisions of the BOD;
 - e) Organize the solicitation of written opinions when it is deemed necessary
 - f) Supervise the process of implementation of resolutions and decisions of the GMS;
 - g) Chair the GMS;
 - h) Other rights and obligations prescribed by the Law on Enterprise and the Company's Charter.
4. In case the Chairperson of the BOD submits a resignation letter or is dismissed, the BOD shall elect a new Chairperson within 10 days from the resignation or dismissal date. In case the Chairperson of the BOD is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairperson of the BOD in accordance with the Company's Charter. In case no one is authorized or the Chairperson of the BOD is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one person among themselves to hold the position of Chairperson of the BOD under the majority rule until a new decision is issued by the BOD.
 5. The Board of Directors appoints 01 person in charge of the corporate governance at the Company. The person in charge may concurrently be the Secretary of the Company as prescribed in Clause 5 Article 156 of the Law on Enterprises. This person has the following rights and obligations:
 - a) Advising the BOD in organizing the GMS in accordance with the regulations and related affairs between the Company and Shareholders;
 - b) Prepare meetings of the BOD, the Supervisory Board and the GMS at the request of the BOD or the Supervisory Board;
 - c) Advise on the procedures of the meetings;
 - d) Attend meetings;
 - e) Advise on procedures for making resolutions of the Board in accordance with law;
 - f) Provide financial information, copies of meeting minutes of the BOD and other information for members of the BOD and members of the Supervisory Board;
 - g) Supervise and report to the BOD on the Company's disclosure of information;
 - h) Be the liaison point with related parties;
 - i) Keep information confidential in accordance with law and the Company's Charter.

Article 8. Dismissal, replacement and election of additional of members of the BOD

1. A member of the BOD will be dismissed by the GMS in the following cases:
 - a) He/she does not fully satisfy the requirements specified in Article 155 of the Law on Enterprise;
 - b) He/she hands in resignation letter which is accepted;
 - c) Other cases specified in the Company's Charter.
2. A member of the BOD will be discharged by the GMS in the following cases:
 - a) He/she fails to participate in activities of the BOD for 06 consecutive months, except in force majeure events;
 - b) Other cases specified in the Company's Charter.

3. Where necessary, the GMS may replace, dismiss and discharge members of the BOD in cases other than those specified in Clause 1 and Clause 2 of this Article.
4. The BOD shall convene the GMS to elect additional members of the BOD in the following cases:
 - a) The number of members of the BOD decreases by more than one third of the number specified in the Company's Charter, in which case the BOD shall convene the GMS within 60 days from the date that the numbers of BOD members decrease by one third;
 - b) Except in the cases specified in Point a of this Clause, the GMS shall elect new members to replace those who have been dismissed or discharged in the latest meeting.
5. The change of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the stock market.

Article 9. Mechanism for election, dismissal and discharge of members of the BOD

1. The shareholder or group of shareholders that holds at least 10% of total ordinary shares will have the right to nominate (a) member(s) of the BOD. Unless otherwise prescribed by the Company's Charter, candidates shall be nominated as follows:
 - a) The group of shareholders that nominate candidates to the BOD must inform the participating shareholders of the meeting before the opening of the GMS;
 - b) Depending on the quantity of members of the BOD, the shareholders or groups of shareholders prescribed in this Clause may nominate one or a number of candidates to the BOD according to the decision of the GMS. In case the number of nominated candidates is smaller than the number specified in the decision of the GMS, the remaining candidates shall be nominated by BOD and other shareholders.
2. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent BOD shall nominate more candidates or organize the nomination in accordance with the Company's Charter, as well as regulations on internal governance and operation of the BOD. This must be announced before the GMS starts to vote for members of the BOD as prescribed by law.
3. The voting on members of BOD shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the BOD, and may cast all or some of the votes for one or a number of candidates. Elected members of the BOD shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the BOD receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.
4. The election, dismissal and discharge of members of the BOD shall be decided by the GMS by voting.

Article 10. Announcement of election, dismissal and discharge of members of the BOD

1. After candidates for members of the BOD have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the BOD. Information about candidates includes:
 - a) Full name, date of birth;
 - b) Qualifications;

- c) Work experience;
 - d) Other managerial positions (including positions in the BOD of other companies);
 - e) Interests relevant to the Company and the Company's related parties;
 - f) Other information (if any) specified in the Company's Charter;
 - g) The Company shall publish information about the companies in which the candidates are holding the position of members of the BOD and other managerial positions and their interests in these companies (if any).
2. The results of election, dismissal and discharge of members of the BOD shall be announced in accordance with regulations on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors ("BOD")

1. The BOD is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.
2. Rights and obligations of the BOD shall be prescribed in Article 27 of the Company's Charter.
3. The BOD shall ratify resolutions and decisions by voting at meetings, collecting written opinions or other methods prescribed by the Company's Charter. Each member of the BOD has one vote.
4. In case a resolution or decision is ratified by the BOD contradicts with legal regulations, resolution of the GMS or the Company's Charter and thus causes damage to the Company, the members who vote for ratification of such resolution or decision shall be jointly responsible and pay compensation for the Company; the members who vote against the unconfirmable resolution or decision are exempt from the responsibility. In this case, shareholders of the Company are entitled to request the court to suspend the unconfirmable resolution or decision.

Article 12. Duties and entitlements of the BOD in approving and concluding transaction contracts

1. The BOD is entitled to approve any contract and transaction that is specified in Clause 2 Article 27 of the Charter.
2. The Company's representatives shall send notices to members of the BOD and the Supervisory Board when signing contracts and conducting transactions of the entities related to such contracts and transactions and enclose the draft contracts or transaction descriptions. The BOD shall decide whether to approve the contract or transaction within 15 days from the receipt of the notice. Members of the BOD having interests related to the parties to the contract or transaction must abstain from voting.

Article 13. Responsibility of the BOD to convene extraordinary GMS

1. The BOD shall convene an extraordinary GMS in the following cases:
 - a) It is deemed necessary for the Company's interests by the BOD;
 - b) The remaining number of BOD or Supervisory Board is smaller than the minimum number prescribed by law;
 - c) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;

- d) It is requested by the Supervisory Board;
 - e) Other cases prescribed by law and the Company's Charter.
2. Convening the extraordinary GMS
- Unless otherwise prescribed by the Company's Charter, the BOD shall convene the GMS within 30 days from the day on which the number of members of the BOD, independent members of the BOD or members of the Supervisory Board falls below the minimum number specified in the Company's Charter, or the date of request mentioned in Point c and Point d of Clause 1 of this Article;
3. The person who convenes the GMS shall perform the following tasks:
- a) Compile a list of shareholders having the right to participate in the meeting;
 - b) Provide information and settle complaints relevant to the list of shareholders;
 - c) Prepare the meeting agenda and contents;
 - d) Prepare meeting documents;
 - e) Draft the resolution of the GMS according to the meeting contents; compile a list of candidates and their details in case of election of members of the BOD and the Supervisory Board;
 - f) Determine the meeting time and location;
 - g) Send invitations to the shareholders having the right to participate in the meeting in accordance with the Law on Enterprises;
 - h) Other tasks serving the meeting.

Article 14. Subcommittees of the BOD

1. The BOD may establish subcommittees that will be in charge of the policies regarding development, human resource, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the BOD with at least 03 persons combining of members of the BOD and external members. Independent members of the BOD/non-executive members of the BOD shall make up a majority of the subcommittee and one of these members shall be designated as the head of the subcommittee under a decision of the BOD. The subcommittees shall operate in accordance with regulations of the BOD. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.
2. The implementation of decisions of the BOD or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and Company's regulations on internal governance.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the BOD

1. The Chairperson of the BOD shall be elected during the first meeting of the BOD within 07 working days after the same BOD is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case there is a tie, the members shall vote under the majority rule to choose 01 person to convene the BOD.
2. The BOD shall have at least 01 meeting per quarter and may have extraordinary meetings.
3. The Chairperson of the BOD shall convene a meeting of the BOD in the following cases:
 - a) The meeting is requested by the Supervisory Board or independent members of the BOD;

- b) The meeting is requested by the Chief Executive Officer or at least 05 other managers;
 - c) The meeting is requested by at least 02 members of the BOD;
 - d) Other cases prescribed by the Company's Charter.
4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, matters that need to be discussed and decided by the BOD.
 5. The Chairperson of the BOD shall convene the BOD within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the Chairperson of the BOD shall be responsible for the damage caused to the Company; the requester is entitled to convene the meeting instead of the Chairperson of the BOD.
 6. The Chairperson of the BOD or the person who convenes the meeting of the BOD shall send invitations at least 03 working days before the meeting. The invitation shall specify the meeting time, location, agenda, matters that need to be discussed and decided. The invitation shall be enclosed with documents and ballots to be used at the meeting.

The invitations to the meeting of the BOD may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the BOD registered at the Company.

7. The Chairperson of the BOD or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Supervisory Board.

Members of the Supervisory Board are entitled to participate and discuss in meetings of the BOD but must not vote.

8. The meeting of the BOD shall be conducted when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date of the first meeting, unless a shorter time limit is prescribed by the Company's Charter. The second meeting shall be conducted when it is participated in by more than half of the members of the BOD.
9. It is considered that a member of the BOD participates and votes in a meeting when he/she:
 - a) Participates and votes in person at the meeting;
 - b) Authorizes another person to participate and vote at the meeting in accordance with Clause 11 of this Article;
 - c) Participates and votes at an online meeting; cast electronic votes or in other electronic forms;
 - d) Sends his/her votes by mail, fax or email;
 - e) Sends his/her votes using other means prescribed by the Company's Charter.
10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairperson of the BOD at least 01 hour before the opening of the meetings. The votes shall only be opened in the presence of all participants.
11. The members shall participate in all meetings of the BOD. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the BOD.
12. Unless a higher ratio is prescribed by the Company's Charter, a resolution or decision of the BOD will be ratified if it is approved by the majority of the participating members. In case of a tie, the Chairperson of the BOD shall have the casting vote.
13. A meeting of the Board of Directors may be held in the form of a virtual conference or another form in which some or all members of the Board of Directors are in different locations provided that each participating member of the Board of Directors is able to:

- a) Hear other members of the Board of Directors speaking at the meeting; and
- b) Speak to all other attending members simultaneously when needed.
- c) The resolutions of the BOD are passed at the meeting in the form of a virtual conference or another form if it is approved by the majority of the members attending the meeting and has the same legal effect as the face-to-face meeting.

14. To collect written opinions of members of the Board of Directors:

When necessary, the Chairperson of the BOD can collect written opinions of the members of the BOD to approve matters under their authority according to the following procedures:

- (i) Send the ballot form enclosed with relevant documents and the draft Resolution to the members of the BOD; and
- (ii) Members of the BOD vote at the request of the Chairperson of the BOD and return the filled ballot forms prior to the deadline stated in the ballot form;
- (iii) Chairperson of the BOD appoints the Vote Counting Committee to check the voting results of the members of the BOD and prepare the Minutes of Vote Counting;
- (iv) Based on the results of vote counting, the Chairperson of the BOD on behalf of the BOD issue a resolution of the BOD on matters approved by the members of the BOD.

The resolution of the BOD in the form of written opinions has the same legal effect and validity as a resolution passed by the members of the BOD at the meetings that are convened and organized in accordance with the relevant law and regulations.

Article 16. Minutes of meetings of the BOD

1. Minutes of all meetings of the BOD shall be taken in the form of written documents and may also be recorded or archived in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:
 - a) The enterprise's name, headquarters address, identification number;
 - b) The meeting time and location;
 - c) Purposes, agenda and contents of the meeting;
 - d) Full name of every participating member and their authorized participants; full names of absent members and reasons (if any);
 - e) Issues to be discussed and voted at the meeting;
 - f) Summaries of opinions of each participating member in chronological order;
 - g) The voting result, including specific members that agree, disagree or abstain;
 - h) Ratified issues and ratio of affirmative votes;
 - i) Full names and signatures of the chair and minutes taker, except in the case specified in Clause 2 of this Article.
2. In case the chair or minutes taker refuses to sign the minutes, the minutes is still valid if it bears the signatures of all other participating members and have adequate contents according to Points a, b, c, d, e, f, g, h and i Clause 1 of this Article.
3. The chair, minutes taker and other persons who sign the minutes shall be responsible for its truthfulness and accuracy.
4. The minutes of meeting of the BOD and other documents used in the meeting shall be archived at the Company's headquarters.

5. The minutes in Vietnamese and foreign languages have equal legal value. In case there are any discrepancies between the Vietnamese version and the foreign language version, the former shall apply.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of annual reports

1. At the end of the fiscal year, the BOD shall submit the following reports to the GMS:
 - a) The report on business performance of the Company;
 - b) The financial statements;
 - c) The report on management and administration of the Company;
 - d) Verification report by the Supervisory Board.
2. The reports mentioned in Points a, b and c of Clause 1 of this Article shall be sent to the Supervisory Board for verification at least 30 days before the opening date of the GMS unless otherwise prescribed by the Company's Charter.
3. The reports mentioned in Clause 1 and Clause 2 of this Article, verification reports of the Supervisory Board and audit reports shall be archived at the Company's headquarters at least 10 days before the opening date of the annual GMS. The shareholders that have held the Company's shares for at least 01 year are entitled to examine the reports mentioned in this Article themselves or together with their lawyers, accountants or auditors who have practicing certificates.

Article 18. Remunerations, bonuses and other benefits of members of the BOD

1. The Company is entitled to pay remunerations and bonuses to members of the BOD according to business performance.
2. Members of the BOD are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The BOD shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the BOD shall be decided by GMS at the annual GMS.
3. Remunerations of each member of the BOD shall be recorded as the Company's operating costs in accordance with the law on corporate income tax, which is presented as a separate item in the annual financial statements of the Group and reported by the GMS at the annual GMS.
4. Members of the BOD who are holding the executive positions or working in subcommittees of the BOD or performing tasks other than normal tasks assigned to members of the BOD may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the BOD.
5. Members of the BOD are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the BOD or its subcommittees.
6. Members of the BOD may have liability insurance purchased by the Company if this is approved by the GMS. This insurance does not cover liability of members of the BOD relevant to violations against the law and the Company's Charter.

Article 19. Disclosure of related interests

Unless otherwise provided by the Group's Charter, the disclosure of interests and related persons of the Group shall comply with the following provisions:

1. Members of the BOD shall declare their related interests, including:

- a) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises in which they hold stakes or shares; their holdings and time of holdings;
 - b) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises they and their related persons jointly or separately hold stakes or shares that are worth more than 10% of the charter capital.
2. The declaration specified in Clause 1 of this Article must be made within 7 working days from the date the related interest arises; any amendment or supplement must be notified to the Company within 07 working days from the date of such amendment or supplement.
 3. Before performing any task within the scope of operation of the Company, whether in their own names or others, members of the BOD must explain the nature and contents of these tasks to the BOD and may only perform them if they are approved by the majority of the remaining members of the BOD. Otherwise, any income generated by such activity will belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationship between members of the BOD

1. The relationships between members of the BOD are cooperative. Members of the BOD are responsible for informing each other of the issues that occur during the performance of their assigned tasks.
2. During performance of their tasks, the member in charge shall handle issues related to the tasks of other members of the BOD. In case of disagreements among members of the BOD, the member in charge shall submit a report to the Chairperson of the BOD for consideration or hold a meeting or collect opinions of members of the BOD in accordance with the law, the Company's Charter and this document.
3. In case of reassignment among members of the BOD, they shall hand over relevant tasks and documents. The handover shall be recorded in writing and reported to the Chairperson of the BOD.

Article 21. Relationship with the CEO

With the administration role, the BOD shall promulgate resolutions, which will be implemented by the Chief Executive Officer, supervise and inspect the implementation of such resolutions.

Article 22. Relationship with the Supervisory Board or Audit Committee

1. The relationship between the BOD and the Supervisory Board or Audit Committee is cooperative. The BOD shall work with the Supervisory Board or Audit Committee on the principles of equality and independence; while cooperating and assisting one another in performance of their tasks.
2. Upon receiving inspection records or reports of the Supervisory Board or Audit Committee, the BOD shall examine them and request relevant units to formulate plans and promptly make rectifications.

Chapter VII

IMPLEMENTATION CLAUSES

Article 23. Effectiveness

The Regulations on the operation of the BOD of the Company consists of 07 chapters, 23 articles and comes into force from 2021.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON**

APPENDIX 04

(Attached to the Proposal No. 09 /2021/TTr-HDQT-VINGROUP dated 12 May 2021)

VINGROUP JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

Hanoi, May 12, 2021

(Draft)

REGULATIONS ON THE OPERATION OF THE SUPERVISORY BOARD

- Pursuant to the Law on Securities dated 26 November 2019 (“**Law on Securities**”);
- Pursuant to the Law on Enterprises dated 17 June 2020 (“**Law on Enterprises**”);
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of some articles of the Law on Securities (“**Decree 155**”);
- Pursuant to the Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding a number of Articles on corporate governance of public companies in the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 elaborating some Articles of the Law on Securities;
- Pursuant to the Charter of Vingroup Joint Stock Company (the “**Charter**”);
- Pursuant to Resolution No. /2021/NQ-DHDCD-..... dated 2021 of General Meeting of Shareholders (the “**GMS**”);

The Supervisory Board promulgates the Regulations on the operation of the Supervisory Board of the Vingroup Joint Stock Company (“**Company**”).

The Regulations on the operation of the Supervisory Board of the Company has the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope and regulated bodies

1. **Scope:** the Regulations on the operation of the Supervisory Board provide for the organizational structure, operating principles, requirements, rights and obligations of the Supervisory Board and its members prescribed by the Law on Enterprises, Law on Securities, the Company’s Charter and applicable regulations.
2. **Regulated entities:** the Supervisory Board and its members.

Article 2. Operating principles

The Supervisory Board shall work on the collective principle. Members of the Supervisory Board shall be personally responsible for the performance of his/her own tasks and be jointly responsible before the GMS and the law for the tasks and decision of the Supervisory Board.

Chapter II

MEMBERS OF THE SUPERVISORY BOARD

Article 3. Rights, obligations and responsibilities of members of the Supervisory Board

1. Comply with laws and regulations, the Company's Charter, resolutions of the GMS and professional ethics in performance of their duties.
2. Perform their rights and obligations in an honest and prudent manner for the best and lawful interests of the Company.
3. Be loyal to the interests of the Company and shareholders; do not abuse power, position or use information, secrets, business opportunities and other assets of the Company for personal gain or serving the interests of any other organization or individual.
4. Other obligations prescribed by the Law on Enterprise and the Company's Charter.
5. In case violations against regulations of Clauses 1, 2, 3 and 4 of this Article cause damage to the Company or other persons, members of the Supervisory Board shall personally or jointly pay compensation for such damage. The income and benefits gained by the members of the Supervisory Board from these violations shall be returned to the Company.
6. In case a member of the Supervisory Board is found to be violating his rights and obligations, a written notice shall be sent to the Supervisory Board requesting the violator to stop committing the violations and take remedial measures.

Article 4. Term of office and quantity of members of the Supervisory Board

1. The Supervisory Board has 03 members, whose term of office shall not exceed 05 years, and each member might be re-elected with an unlimited number of terms.
2. Members of the Supervisory Board are not necessarily shareholders of the Company.
3. More than half of the members of the Supervisory Board must be residents of Vietnam.
4. In case the term of office of all members of the Supervisory Board end before new members are elected, the existing members shall keep performing their rights and obligations until new members are elected and take over their tasks.

Article 5. Requirements to be satisfied by members of the Supervisory Board

1. A member of the Supervisory Board shall satisfy the following requirements:
 - a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;
 - b) He/she is trained in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation;
 - c) He/she is not a relative of any member of the Board of Directors (the "BOD"), the Chief Executive Officer (the "CEO") or any other managers;
 - d) He/she is not a manager, not necessarily a shareholder or employee of the Company, unless otherwise prescribed by the Company's Charter;
 - e) He/she does not work in the Company's accounting or finance department;
 - f) He/she is not a member or employee of the accredited audit organization that is auditing the Company's financial statements over the last 03 years;
 - g) Other requirements prescribed by law and the Company's Charter.
2. In addition to the requirements specified in Clause 1 of this Article, members of the Supervisory Board must not be relatives of managers of the Company and the parent company.

Article 6. Head of Supervisory Board

1. The Head of Supervisory Board shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the operation of the Company.

2. The Head of Supervisory Board shall be elected by the Supervisory Board among its members; the election, dismissal and discharge of the Head of Supervisory Board shall be carried out under the majority rule.
3. Rights and obligations of the Head of Supervisory Board shall be specified in the Company's Charter.

Article 7. Nomination and self-nomination of members of the Supervisory Board

1. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Supervisory Board. Unless otherwise prescribed by the Company's Charter, candidates shall be nominated as follows:
 - a) The group of shareholders that nominate candidates to the Supervisory Board must inform the participants of the meeting before the opening of the GMS;
 - b) Depending on the number of members of the Supervisory Board, the shareholders or groups of shareholders prescribed in this Clause may nominate one or a number of candidates according to the decision of the GMS to the Supervisory Board. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by BOD, the Supervisory Board and other shareholders.
2. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Supervisory Board shall nominate more candidates or organize the nomination in accordance with the Company's Charter, internal regulations on corporate governance, and operating regulations of the Supervisory Board. This must be announced before the GMS starts to vote for members of the Supervisory Board as prescribed by law.

Article 8. Mechanism for election, dismissal and discharge of members of the Supervisory Board

1. The election, dismissal and discharge of members of the Supervisory Board shall be carried out by the GMS.
2. The voting on members of Supervisory Board shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the Supervisory Board, and may cast all or some of the votes for one or some candidates. Elected members of the Supervisory Board shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the BOD receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.

Article 9. Cases of dismissal, discharge of members of the Supervisory Board

1. A member of the Supervisory Board will be discharged by the GMS in the following cases:
 - a) He/she no longer fully satisfies the requirements specified in Article 169 of the Law on Enterprises;
 - b) He/she hands in resignation letter which is accepted;
 - c) Other cases specified in the Company's Charter.
2. A member of the Supervisory Board will be dismissed by the GMS in the following cases:
 - a) He/she fails to fulfill the assigned tasks and duties;
 - b) He/she fails to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;

- c) He/she commits multiple or serious violations against obligations of members of the Supervisory Board prescribed by the Law on Enterprises and the Company's Charter.
- d) Other cases specified in the resolution of the GMS.

Article 10. Announcement of election, dismissal and discharge of members of the Supervisory Board

1. After candidates for members of the Supervisory Board have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is elected to the Supervisory Board. Information about candidates includes:
 - a) Full name, date of birth;
 - b) Qualifications;
 - c) Work experience;
 - d) Other managerial positions;
 - e) Interests relevant to the Company and the Company's related parties;
 - f) Other information (if any) specified in the Company's Charter;
 - g) The Company shall disclose information about the companies in which the candidates are holding managerial positions and their interests in these companies (if any).
2. The results of election, dismissal and discharge of members of the Supervisory Board shall be announced in accordance with regulations on information disclosure.

Chapter III

SUPERVISORY BOARD

Article 11. Rights, obligations and responsibilities of the Supervisory Board

1. Supervise the BOD and the Chief Executive Officer in their managing and operating the Company.
2. Inspect the rationality, legitimacy, truthfulness and prudence in business operation and management; the systematization, uniformity and appropriateness of accounting, statistics production and preparation of financial statement.
3. Inspect the adequacy, legitimacy and truthfulness of income statements, annual and half-year interim financial statements of the Company; assess governance tasks performed by the BOD; submit evaluation reports to the annual GMS. Review contracts and transactions with related persons within the authority to approve of the BOD or the GMS; offer recommendations concerning these contracts and transactions.
4. Review, inspect, and evaluate the effectiveness of the internal control, audit, risk management and early warning system of the Company.
5. Examine accounting books, accounting records and other documents of the Company; management and operation of the Company where necessary or under the resolution of the GMS or at the request of the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises.
6. Within 07 working days from the receipt of the request from the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprise, the Supervisory Board shall carry out an inspection. Within 15 days from the end of the inspection, the Supervisory

Board shall submit an inspection report to the BOD and the requesting shareholder or group of shareholders. The inspection by the Supervisory Board must not affect the normal operation of the BOD and the Company's business operation.

7. Propose changes and improvements to the organizational structure, supervision and administration mechanism to the BOD or the GMS.
8. Whenever a member of the BOD, the Chief Executive Officer is found to be violating Article 165 of the Law on Enterprises, promptly send a notice to the BOD requesting the violator to stop the violation and take remedial measures.
9. Participate and discuss in meetings of the GMS, the BOD and other meetings of the Company.
10. Employ independent counselors and internal audits of the Company to serve the performance of their tasks.
11. The Supervisory Board may consult with the BOD before submitting its reports, verdicts and proposals to the GMS.
12. Inspect specific issues relevant to the Company management and administration at the request of the shareholders.
13. Request the BOD to convene an extraordinary GMS.
14. Convene the GMS instead of the BOD within 30 days if the BOD fails to do so as prescribed in Clause 3 Article 140 of the Law on Enterprises.
15. Request the Chairperson of the BOD to convene meeting of the BOD.
16. Examine, extract, copy all or part of the list of related persons and interests prescribed in Clause 1 and Clause 2 Article 164 of the Law on Enterprises.
17. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements; accredited audit organization shall also review the Company's operations where necessary.
18. Take responsibility to the shareholders for the supervision tasks performed by the Supervisory Board.
19. Supervise the Company's financial position and performance, lawfulness of members of the BOD, the Chief Executive Officer and other managers' actions.
20. Cooperate with the BOD, the Chief Executive Officer, and shareholders.
21. Send a written notice to the BOD within 48 hours after discovery of violations against the law or the Company's Charter by a member of the BOD, Chief Executive Officer/Management or other executives of the Company, and request the violator to stop committing the violations and take remedial measures.
22. Formulate the Regulations on the operation of the Supervisory Board and submit them to the GMS for ratification.
23. Witness the vote counting by the BOD and issue a vote counting record if requested by the BOD in case of questionnaire survey for ratification of the GMS' resolution.
24. The Head of Supervisory Board shall preside over the election of the chair of the GMS in case the BOD Chairperson is absent or temporarily unable to work while the remaining members of the BOD cannot elect a chair. In this case, the person who receives the most votes shall chair the meeting.
25. Perform other rights and obligations prescribed by the Law on Enterprises, the Company's Charter, and the resolution of the GMS.

Article 12. Rights to be provided with information of the Supervisory Board

1. Documents and information shall be sent to members of the Supervisory Board at the same time and using the same method as those applied to members of the BOD, including:
 - a) Meeting invitations, questionnaires for members of the BOD and enclosed documents;
 - b) The resolutions, decisions and minutes of the GMS and meetings of the BOD;
 - c) Reports submitted by the Chief Executive Officer to the Supervisory Board or other documents issued by the Company.
2. Members of the Supervisory Board are entitled to access the Company's documents retained at its headquarters, branches and other locations; enter the working locations of the Company's managers and employees during office hours.
3. The BOD, its members, the Chief Executive Officer and other management executives shall provide accurate, adequate and timely information and documents about the Company's management and operation at the request of the Supervisory Board or its members.

Article 13. Responsibility of the Supervisory Board to convene extraordinary GMS

1. The Supervisory Board shall convene the GMS instead of the BOD within 30 days if the BOD fails to convene the GMS in the following cases:
 - a) The number of members of the Board of Directors or the Supervisory Board drops below the minimum number prescribed by law;
 - b) It is requested by a shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises;
 - c) An extraordinary GMS is requested by the Supervisory Board but not convened by the BOD, unless otherwise prescribed by the Company's Charter.
2. In case the Supervisory Board does not convene the GMS as per regulations, the Supervisory Board shall pay damage incurred by the Company.
3. The costs of convening and conducting the GMS as prescribed Clause 1 of this Article shall be reimbursed by the Company.

Chapter IV

MEETINGS OF THE SUPERVISORY BOARD

Article 14. Meetings of the Supervisory Board

1. The Supervisory Board shall have at least 02 meetings per year. Each meeting must be participated by at least two thirds (2/3) of its members.
2. The Supervisory Board is entitled to request members of the BOD, the Chief Executive Officer and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.

Article 15. Minutes of meetings of the Supervisory Board

Minutes of all meetings of the Supervisory Board shall be written in detailed, with the signatures of the meeting's secretary and participating members. All minutes of meetings of the Supervisory Board must be archived in order to attribute responsibility to each member.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 16. Submission of annual reports

The Supervisory Board shall submit the following reports to the GMS:

1. The report on business performance of the Company.
2. The self-assessment report on performance of the Supervisory Board and its members.
3. Remunerations, operating costs and other benefits of the Supervisory Board and each of its members.
4. Summaries of meetings of the Supervisory Board, verdicts and proposals of the Supervisory Board; result of supervision of the Company's operation and finance.
5. Assessment reports on transactions between the Company, subsidiary companies and other companies over 50% of the charter capital of which is controlled by the public company with members of the BOD, the Chief Executive Officer and their related persons; transactions between the Company with companies whose founders or managers are members of the BOD over the last 03 years from the transaction date.
6. Result of supervision of the BOD, the Chief Executive Officer and other executives.
7. Evaluation of cooperation between the Supervisory Board, the BOD, the Chief Executive Officer and shareholders.
8. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements; accredited audit organization shall also audit the Company's operation where necessary.

Article 17. Salaries and other benefits

Unless otherwise prescribed by the Company's Charter, the salaries, remunerations, bonuses and other benefits of members of the Supervisory Board shall comply with the regulations below:

1. Members of the Supervisory Board shall receive salaries, remunerations, bonuses and other benefits under the decision of the GMS. The GMS shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Supervisory Board.
2. Members of the Supervisory Board shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Supervisory Board which has been approved by the GMS, unless otherwise decided by the GMS.
3. Salaries and operating costs of the Supervisory Board shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statements.

Article 18. Disclosure of related interests

1. Members of the Supervisory Board shall declare their related interests, including:
 - a) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises which they hold stakes or shares; their holdings and time of holdings or ownership;
 - b) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises they and their related persons jointly or separately hold stakes or shares that are worth more than 10% of the charter capital.
2. The declaration specified in Clause 1 of this Article must be made within 7 working days from the date the related interest arises; any amendment or supplement must be notified to the Company within 07 working days from the date of such amendment or supplement.
3. Members of the Supervisory Board and their related persons may only use the information obtained from their positions to serve the interests of the Company.
4. Members of the Supervisory Board shall send written notices to the BOD and the Supervisory Board of the transactions between the Company, subsidiary companies, companies over 50% of

the charter capital of which is controlled by the Company with related persons of members of the Supervisory Board as prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or the BOD in accordance with provisions of the Law on Securities on information disclosure.

5. Members of the Supervisory Board and their related persons must not use or reveal internal information for carrying out related transactions.

Chapter VI

RELATIONSHIPS OF THE SUPERVISORY BOARD

Article 19. Relationships between members of the Supervisory Board

Members of the Supervisory Board are independent from one another and shall cooperate in performance of common tasks to fulfill the responsibility, rights and obligations of the Supervisory Board as prescribed by law and the Company's Charter. The Head of the Supervisory Board shall coordinate operation of the Supervisory Board but does not have the right to control its members.

Article 20. Relationship with the Chief Executive Officer

The Supervisory Board is independent from the Chief Executive Officer of the Company and shall supervise operation of the Board of Management.

Article 21. Relationship with the BOD

The Supervisory Board is independent from the BOD and shall supervise operation of the BOD.

Chapter VII

IMPLEMENTATION CLAUSES

Article 22. Effectiveness

The Regulations on the operation of the Supervisory Board of the Company consists of 07 chapters, 22 articles and comes into force from2021.

ON BEHALF OF THE SUPERVISORY BOARD

HEAD OF SUPERVISORY BOARD

NGUYEN THE ANH

PROPOSAL OF THE BOARD OF DIRECTORS

Re.: Amendment of the Company’s business lines

**Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS OF
VINGROUP JOINT STOCK COMPANY**

The Board of Directors (“**BOD**”) would like to submit to the General Meeting of Shareholders (“**GMS**”) for consideration and approval of the amendment of Vingroup Joint Stock Company’s (“**Vingroup**”) business lines as follows:

No.	Business line registered	Business line to be amended	Code	Reason for amendment
1.	Real estate consultancy, brokerage and auction, auction of land use rights In particular: real estate brokerage, real estate valuation, real estate trading, real estate consultancy, real estate auction, real estate advertisement and management	Real estate consultancy, brokerage, and land use right auction In particular: real estate consultancy, real estate brokerage, real estate management	6820	To clarify the scope of business registration
2.	Other information services that are not categorized: - Information services via phone; - Information retrieval services on a contractual or on a fee basis; - Information removal services, newspapers, etc.	Removed	6399	Not implemented
3.	Collection of non-hazardous waste	Collection of non-hazardous waste	3811	To clarify the scope of business

		In particular: Except for direct waste collection from households, only provide services at waste collection locations assigned by local municipal and provincial governments		registration
5	Wholesales of other household appliances In particular: Wholesale of perfumes, cosmetics and sanitary products; Sales of electronics, informatics, refrigeration, consumer goods	Wholesales of other goods to households In particular: excluding goods that are not on the WTO's Schedules of specific commitments	4649	To clarify the scope of business registration

The Chief Executive Officer - The legal representative of Vingroup is assigned to decide on the full and accurate amendment of the above business lines in accordance with the provisions of the Law on Enterprises and prevailing laws.

Timing of the amendment of the Company's business lines: Assign to the Chairman of the BOD to issue the Resolution at an appropriate time but no later than 12 months from the date when GMS approved this proposal.

The GMS approves the amendment and supplementation of the Company's Charter to suit the amendment of the above business lines and assigns the legal representative to complete, sign and issue the Company's Charter in accordance with regulations and prevailing laws.

The BOD respectfully submits to the GMS for consideration and approval.

To:

- As above;
- Vingroup archives.

**ON BEHALD OF THE BOARD OF DIRECTORS
CHAIRMAN**

(signed)

PHAM NHAT VUONG



No.: 11/2021/TTr-HDQT-VINGROUP

Hanoi, 4 June, 2021

PROPOSAL FROM THE BOARD OF DIRECTORS

Re.: Employee Stock Option Plan (ESOP)

**Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS OF
VINGROUP JOINT STOCK COMPANY**

The Board of Directors (“**BOD**”) would like to submit to the General Meeting of Shareholders’ (“**GMS**”) for consideration and approval the Employee Stock Option Plan (“**ESOP**”) of Vingroup Joint Stock Company (“**the Company**”) as follows:

1. Issuance Plan

- Issuance Purpose : Issue shares under ESOP to the management and key managers of the Company and its subsidiaries in order to recognize their contribution to the Company, its subsidiaries and affiliates
- Methodology : New share issuance
- Use of proceeds from ESOP : To fund the Company’s business activities
- Type of share : Ordinary share
- Par value : VND 10,000 per share
- Expected number of issued shares : Maximum 0.2% of the Company’s Charter Capital
- Expected timing : No later than June 2022
- Offering price : To authorize the BOD to decide at the time of issuance
- Eligible subscriber : Management and key managers with substantial contribution to the development of the Company and its subsidiaries
- Transfer restriction : All shares issued under ESOP are subject to a 01 year transfer restriction, beginning from the closing date of the issuance

2. Approve the increase in charter capital and the amendment and supplementation of the Company's Charter.

Approve the increase in charter capital and the amendment and supplementation of the Company's Charter to reflect the charter capital increase by the total par value of the actual number of additional shares issued.

3. Approve the securities registration and additional listing of the actual number of shares issued under ESOP with the Vietnam Securities Depository Center (VSD) and the Stock Exchange.

4. Approve the following authorization and implementation

Delegate to the Board of Directors and approve the BOD's authorization of the Chairman or the

CEO to perform the following tasks:

- (i) To issue the Regulation on ESOP as mentioned in Section 1;
- (ii) To decide on the plan and method of issuance; the total number of shares to be issued in accordance with the issuance plan and the law; criteria for selecting eligible management and managers; the list of qualified management and managers for this program; the number of allocated shares for each qualified management and manager; the Offering price and timing of execution
- (iii) To handle the number of unsubscribed shares if any
- (iv) To complete the necessary procedures to increase charter capital at the business registration office, to register the additional shares issued under ESOP at VSD, and to implement the listing of newly issued shares on the Stock Exchange
- (v) To supplement and adjust the issuance plan as required by the State Securities Commission and/or in pursuant to applicable laws and regulations
- (vi) To decide on other issues that the BOD or the Chairman of the BOD or the CEO (if authorized by the BOD) deems necessary and related to the issuance of shares under the Company's ESOP as approved by the General Meeting of Shareholders.

We would like to propose the above issues for the GSM's consideration and approval.

To:

- *As stated above;*
- *Vingroup Archives*

**ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**

(signed)

Pham Nhat Vuong