



VINGROUP JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM



Independence - Freedom - Happiness

No: 161/2022/CV-TGD-VINGROUP



Hanoi, May 12, 2022

**EXTRAORDINARY INFORMATION DISCLOSURE**

**To: The State Securities Commission**

**Ho Chi Minh City Stock Exchange**

1. Name of organization: **VINGROUP JOINT STOCK COMPANY (“Vingroup”)**

- Ticker symbol: VIC

- Address: No. 7, Bang Lang 1 Street, Vinhomes Riverside Eco-Logical Urban Area, Viet Hung Ward, Long Bien District, Hanoi

Tel: (84 24) 3974 9999

Fax: (84 24) 3974 8888

- E-mail: [info@vingroup.net](mailto:info@vingroup.net)

2. Contents of information disclosure:

On 11 May 2022, the Chairman of the Board of Directors (“**the Board of Directors**”) signed the Minutes and Resolution of 2022 Annual General Meeting of Shareholders (“**GMS**”) of Vingroup.

On the same day, the Supervisory Board for the term of 2022-2017 which was elected by the GMS and includes 3 members organized the first meeting and elected Mr. Nguyen The Anh as the Chairman of Supervisory Board for the term 2022-2027.

This information is disclosed on Vingroup’s website via the link: [www.vingroup.net/en](http://www.vingroup.net/en), under the Investor Relations/Information Disclosure/General Meeting of Shareholders section.

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

Attachments:

**THE LEGAL REPRESENTATIVE OF VINGROUP**

- Minutes and Resolution of 2022 Annual GMS and other enclosed documents.

**(signed)**

**NGUYEN VIET QUANG**

**Vice Chairman cum Chief Executive Officer**



VINGROUP JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM

**Independence - Freedom - Happiness**

No: 162/2022/CV-TGD-VINGROUP

*Ha Noi, May 12, 2022*

**ANNOUNCEMENT ON CHANGE OF PERSONNEL**

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

Pursuant to the Resolution No.01/2022/NQ-DHDCD-VINGROUP issued by 2022 Annual General Meeting of Shareholders (“GMS”) and Minutes of Meeting No. 01/BB-BKS-VINGROUP of Supervisory Committee of Vingroup Joint Stock Company (“Vingroup”) on May 11, 2022, we would like to inform the change of personnel of Vingroup as below:

**I. Election/appointment (\*):**

**1. Electing Mr. Yoo Ji Han**

- Title before election: None
- Title after election: Member of the Board of Directors
- Term of member of the Board of Directors: in accordance with the term of the Board of Directors (2021 – 2026)
- Effective Date: May 11, 2022.

**2. Electing Mr. Nguyen The Anh**

- Title before election: the Chairman of the Supervisory Committee
- Title after election: the Chairman of the Supervisory Committee
- Term of the Chairman of the Supervisory Committee: in accordance with the term of the Supervisory Committee (2022 – 2027)
- Effective Date: May 11, 2022

**3. Electing Ms. Do Thi Hong Van**

- Title before election: Member of the Supervisory Committee
- Title after election: Member of the Supervisory Committee
- Term of member of the Supervisory Committee: in accordance with the term of the Supervisory Committee (2022 – 2027)
- Effective Date: May 11, 2022

**4. Electing Ms. Nguyen Hong Mai**

- Title before election: Member of the Supervisory Committee

- Title after election: Member of the Supervisory Committee
- Term of the member of the Supervisory Committee: in accordance with the term of the Supervisory Board (2022 – 2027)
- Effective Date: May 11, 2022

This information is disclosed on Vingroup's website via the link: [www.vingroup.net/en](http://www.vingroup.net/en), under the Investor Relations section.

**LEGAL REPRESENTATIVE OF VINGROUP**

**(signed)**

**NGUYEN VIET QUANG  
THE VICE CHAIRMAN OF THE BOARD OF  
DIRECTORS CUM GENERAL DIRECTOR**

No.: 01/2022/NQ-ĐHĐCĐ-VINGROUP

Hanoi, May 11, 2022

**RESOLUTION**  
**OF THE 2022 ANNUAL GENERAL MEETING**  
**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 2022 Annual General Meeting of Vingroup (“AGM”) dated May 11, 2022;*
- *The vote counting minutes of the AGM dated May 11, 2022.*

**HEREBY RESOLVES TO:**

- 1. Approve the 2021 report of the Board of Directors (“BOD”).**
- 2. Approve the 2021 business performance and the 2022 business plan of Vingroup according to the BOD’s proposal**
- 3. Approve the 2021 report of the Supervisory Board.**
- 4. Approve the report on 2021 financial results and use of proceeds according to the BOD’s proposal**
- 5. Approve the appropriation plan for 2021 year-end cumulative undistributed earnings according to the BOD’s proposal**
- 6. Approve the remuneration for members of the BOD and the Supervisory Board according to the proposal of the BOD and the Supervisory Board**
- 7. Approve the list of independent audit firms according to the BOD’s proposal**
- 8. Approve the continued implementation of the Employee Stock Option Plan (E.S.O.P) according to the BOD’s proposal**
- 9. Approve the amendment of the Charter according to the BOD’s proposal**
- 10. Approve the listing of Bonds offered to the public according to the BOD’s proposal**
- 11. Approve the resignation of Mr. Park Woncheol from the BOD**
- 12. Elect additional member of the BOD for the term of 2021-2026 with the following results:**

No.	Full name of the BOD member to be added	Votes	Ratio (%)
1	Mr. Yoo Ji Han	3,516,101,723	98.12%

The term of the additional BOD member is the remaining tenure of the incumbent BOD (2021-2026).

After the resignation and election of the additional member, the BOD includes the following members:

- 1 Mr. Pham Nhat Vuong
- 2 Ms. Pham Thu Huong
- 3 Ms. Pham Thuy Hang
- 4 Mr. Nguyen Viet Quang
- 5 Ms. Nguyen Dieu Linh
- 6 Mr. Adil Ahmad
- 7 Mr. Chin Michael Jaewuk
- 8 Mr. Ronaldo Dy-Liacco Ibasco
- 9 Mr. Yoo Ji Han

Tenure of the Board of Directors: 05 years (2021 - 2026).

**13. Elect the Supervisory Board for the term of 2022 - 2027 with the following results:**

No.	Full name of Supervisory Board members	Votes	Ratio (%)
1	Mr. Nguyen The Anh	3,514,151,419	98.06
2	Ms. Do Thi Hong Van	3,514,141,208	98.06
3	Ms. Nguyen Hong Mai	3,514,141,508	98.06

The members of the Supervisory Board will hold the first meeting to elect the Head of the Supervisory Board for the term of 2022 - 2027

**14. 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 the organization and implementation of all contents of this Resolution.

Recipients:

- SSC, HOSE;
- The Supervisory Board;
- Vingroup archives.

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

**CHAIRMAN**

**(signed)**

**PHAM NHAT VUONG**

**MINUTES OF THE ANNUAL GENERAL MEETING 2022****VINGROUP JOINT STOCK COMPANY**

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

**Time and location of the meeting:** The meeting will begin at 9:00 AM on 11 May 2022 via hybrid teleconference at the following meeting venues:

- (1) Vingroup Head Office, No. 7 Bang Lang 1 Street, Vinhomes Riverside Ecological Urban Area, Viet Hung Ward, Long Bien District, Hanoi, Vietnam (Main venue).
- (2) Almaz Convention Center, Hoa Lan Street, Vinhomes Riverside Ecological Urban Area, Phuc Loi Ward, Long Bien District, Hanoi, Vietnam.

**A. PROCEDURES****1. Statement of reasons**

The MC announced the statement of reasons for the meeting: Pursuant to Vingroup's Charter and current Laws, the BOD of Vingroup convened the Annual General Meeting (“AGM”) 2022 to approve issues within its competence.

The Chairman of the AGM announced that the AGM is organized and operated in accordance with the Regulation on organization and operation approved by the General Meeting of Shareholders.

**2. Shareholder Eligibility Verification Report:**

The MC, as the authorized person of the Shareholder Eligibility Verification Committee, announced the Shareholder Eligibility Verification Report among those who arrived at the meeting until 9:00 AM:

- The total number of shareholders attending in person or via an authorized proxy attending the AGM was 148 people, representing 3,345,981,882 shares, equivalent to 3,345,981,882 votes, accounting for 87.73% of the total number of shares with voting rights (according to the List of eligible shareholders to attend the AGM 2022 concluded by the Vietnam Securities Depository Center (VSD) on 07 April 2022).
- According to the Charter of Vingroup, the AGM is conducted when the quorum of more than 50% of total number of shares with voting rights of Vingroup is met, regardless of whether the shareholders attend in person or via proxy.

Therefore, the AGM of Vingroup was eligible to proceed.

**3. The Annual General Meeting (“AGM”) Chairperson and Presiding Committee include:**

- Mr. Pham Nhat Vuong – Chairman of the BOD, Chairman of the meeting

- Mr. Nguyen Viet Quang – Vice Chairman of the BOD cum Chief Executive Officer
- Ms. Nguyen Dieu Linh – Vice Chairwoman of the BOD
- Ms. Duong Thi Hoan – Deputy CEO
- Ms. Nguyen Thi Thu Hien – Chief Accountant

**4. The Secretariat of the AGM was nominated by Chairman of the AGM and approved by 100% of the General Meeting of Shareholders, including the following members:**

- Ms. Pham Thi Hai Yen
- Ms. Hoang Tu Anh

**5. The Vote Counting Committee of the AGM was nominated by Chairman of the AGM and approved by 100% of the General Meeting of Shareholders, including the following members:**

- Ms. Nguyen Thi Phuong Chung - Head of Vote Counting Committee
- Mr. Hoang Duc Viet - Member of the Vote Counting Committee
- Ms. Ngo Thi Nguyet – Member of the Vote Counting Committee

**B. MEETING CONTENT**

**I. Approval of the meeting agenda.**

1. The Presiding Committee announced and the AGM approved the Agenda (*attached document*) with the approval rate of 100% of the total number of shares with voting rights.
2. The General Meeting of Shareholders approved the Regulation on organization and operation of the AGM 2022 (*attached document*) with the approval rate of 100% of the total number of shares with voting rights.

**II. Report and presentation of issues to be voted on by shareholders at the AGM**

1. Mr. Nguyen Viet Quang – Vice Chairman of the BOD cum Chief Executive Officer briefly presented the reports and proposals of the BOD, including:
  - Report of the Board of Directors (*attached document*);
  - BOD's proposal regarding 2021 business performance and 2022 business plan (*attached document*).
  - Proposal on the resignation and election of additional BOD members for the term 2021 – 2026 and Regulation on election of additional BOD members (*attached document*), disclosure of information of additional elected BOD candidate.
2. Mr. Nguyen The Anh – Head of the Supervisory Board briefly presented the reports and proposals, including:
  - (i) Performance report of the Supervisory Board in 2021 (*attached document*).
  - (ii) Proposal regarding the remuneration for members of the BOD and the Supervisory Board (*attached document*).

- (iii) Proposal on the election of the Supervisory Board for the term of 2022 – 2027, the Regulations on the election of the Supervisory Board (*attached document*), and disclosure of the list and information of the Supervisory Board candidates including the following members:
  - 1. Mr. Nguyen The Anh
  - 2. Ms. Nguyen Thi Hong Van
  - 3. Ms. Nguyen Hong Mai
- 3. Ms. Nguyen Thi Thu Hien – Chief Accountant briefly presented Proposals including:
  - (i) Proposal on the 2021 financial performance and use of capital (*attached document*).
  - (ii) Proposal regarding utilization plan for the 2021 cumulative undistributed earnings (*attached document*).
  - (iii) Proposal regarding the list of independent auditing companies (*attached document*)
- 4. Mr. Nguyen Viet Quang – Vice Chairman of the BOD cum Chief Executive Officer briefly presented the proposals of the BOD, including:
  - (i) Proposal regarding the continued implementation of Employee Stock Option Plan (ESOP) (*attached document*)
  - (ii) Proposal regarding amendment and supplement to the Group Charter (*attached document*)
  - (iii) Proposal on the listing of bonds offered to the public (*attached document*).

### **III. DISCUSSION:**

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

The General Meeting of Shareholders agreed on the responses at the Annual General Meeting and did not make any other comments.

### **IV. VOTING FOR THE ITEMS IN THE AGM AGENDA AND ELECTION OF ADDITIONAL BOD MEMBERS & SUPERVISORY BOARD.**

- 1. The Head of the Vote Counting Committee updated the results of Shareholder Eligibility Verification before the AGM conducted the voting and until 10:20 AM:
  - The total number of shareholders attending in person or via an authorized proxy attending the AGM was 222 people, representing 3,583,615,579 shares, equivalent to 3,583,615,579 votes, accounting for 93.96% of the total number of shares with voting rights.
- 2. Instruction on voting methods on contents at the AGM and electing additional members of the BOD and the Supervisory Board in the form of e-voting.
- 3. The AGM conducted voting and elections.

### **V. ANNOUNCEMENT OF VOTING AND ELECTION RESULTS**

The Head of the Vote Counting Committee, on behalf of the Vote Counting Committee, announced the voting and election results.



(Details of voting results for each content of the AGM and election results are shown in the vote counting minutes and election vote counting minutes).

## **VI. RESOLUTIONS APPROVED AT THE MEETING**

### **1. Approval of the 2021 report of the Board of Directors**

*This resolution was approved with 3,345,120,636 approving votes, accounting for 93.34% of the total voting shares.*

### **2. Approval of the 2021 business performance and the 2022 business plan according to the BOD's proposal**

*This resolution was approved with 3,345,120,736 approving votes, accounting for 93.34% of the total voting shares.*

### **3. Approval of the 2021 report of the Supervisory Board**

*This resolution was approved with 3,345,118,636 approving votes, accounting for 93.34% of the total voting shares.*

### **4. Approval of the 2021 financial results and use of proceeds according to the BOD's proposal**

*This resolution was approved with 3,345,120,636 approving votes, accounting for 93.34% of the total voting shares.*

### **5. Approval of the appropriation plan for 2021 year-end cumulative undistributed earnings according to the BOD's proposal**

*This resolution was approved with 3,345,112,236 approving votes, accounting for 93.34% of the total voting shares.*

### **6. Approval of remuneration for members of the BOD and the Supervisory Board according to the proposal of the BOD and the Supervisory Board**

*This resolution was approved with 3,345,062,187 approving votes, accounting for 93.34% of the total voting shares.*

### **7. Approval of the list of independent audit firms to audit the financial statements in 2022 according to the BOD's proposal**

*This resolution was approved with 3,333,842,192 approving votes, accounting for 93.03% of the total voting shares.*

### **8. Approval of the continued implementation of the Employee Stock Option Plan (E.S.O.P) according to the BOD's proposal**

*This resolution was approved with 3,319,962,615 approving votes, accounting for 92.64% of the total voting shares.*

### **9. Approval of the listing of Bonds offered to the public according to the BOD's proposal**

*This resolution was approved with 3,345,120,636 approving votes, accounting for 93.34% of the total voting shares.*

### **10. Approval of the amendment to the Charter of Vingroup according to the BOD's proposal**

*This resolution was approved with 3,345,120,336 approving votes, accounting for 93.34% of the total voting shares.*

## 11. Approval of the resignation of Mr. Park Woncheol from the BOD

*This resolution was approved with 3,345,120,336 approving votes, accounting for 93.34% of the total voting shares.*

## 12. Election of additional member of the BOD for the term of 2021 – 2026 with the following results:

No.	Full name of members of the BOD to be added	Votes	Ratio (%)
1	Mr. Yoo Ji Han	3,516,101,723	98.12%

The term of the additional BOD members is the remaining tenure of the incumbent BOD (2021 – 2026).

After the resignation and election of the additional member, the BOD includes the following members:

- 1 Mr. Pham Nhat Vuong
- 2 Ms. Pham Thu Huong
- 3 Ms. Pham Thuy Hang
- 4 Mr. Nguyen Viet Quang
- 5 Ms. Nguyen Dieu Linh
- 6 Mr. Adil Ahmad
- 7 Mr. Chin Michael Jaewuk
- 8 Mr. Ronaldo Dy-Liacco Ibasco
- 9 Mr. Yoo Ji Han

## 13. Election of the Supervisory Board for the term of 2022 – 2027 with the following results:

No.	Name of Supervisory Board member	Votes	Ratio (%)
1	Mr. Nguyen The Anh	3,514,151,419	98.06
2	Ms. Do Thi Hong Van	3,514,141,208	98.06
3	Ms. Nguyen Hong Mai	3,514,141,508	98.06

The members of the Supervisory Board will hold the first meeting to elect the Head of the Supervisory Board for the term of 2022 – 2027.

## C. APPROVAL OF THE AGM MINUTES AND CLOSING

This Minutes was approved by the General Meeting of Shareholders at the AGM with the approval rate of 100% of the total voting shares of all attending and voting shareholders.

The Chairman of the AGM delivered the closing remarks of the AGM at 11:00 AM on the same day.

The Chairman and Secretary of the AGM jointly ensured the accuracy and truthfulness of the content of the Minutes and signed below.

**Signature of the Chairman and Secretary of the AGM**

**CHAIRMAN OF THE AGM**

**SECRETARIES OF THE AGM**

**(signed)**

**(signed)**

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**PHAM NHAT VUONG**

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**PHAM THI HAI YEN**

**(signed)**

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**HOANG TU ANH**



**AGENDA OF THE 2022 ANNUAL GENERAL MEETING  
VINGROUP JOINT STOCK COMPANY**

Time: 09:00 AM - Wednesday, 11 May 2022

Venue:

1. *The Group's Head Office, No. 7 Bang Lang 1 Street, Vinhomes Riverside Ecological Urban Area, Viet Hung Ward, Long Bien District, Hanoi, Vietnam (Main venue)*
2. *Almaz Convention Center, Hoa Lan Street, Vinhomes Riverside Ecological Urban Area, Phuc Loi Ward, Long Bien District, Hanoi, Vietnam.*

Time	Content	Chaired by
<b>08:30 AM – 09:00 AM</b>	Shareholder registration & distribution of meeting materials	Organizing Committee
<b>09:00 AM – 09:05 AM</b>	Shareholder Eligibility Verification Report	Head of Shareholder Eligibility Verification Committee
<b>09:05 AM – 09:10 AM</b>	Introduction of the Annual General Meeting (“AGM”) Chairperson and Presiding Committee	MC
<b>09:10 AM – 09:15 AM</b>	Opening ceremony, nomination of the AGM Secretaries and election of Vote Counting Committee	Presiding Committee
<b>09:15 AM – 09:20 AM</b>	Approval of the regulations on the organization and operation of the AGM 2022	
<b>09:20 AM – 09:25 AM</b>	Approval of the meeting agenda	Presiding Committee
<b>09:25 AM – 10:00 AM</b>	Presentation of reports and proposals:	
	1. Report of the BOD 2021	Presiding Committee
	2. BOD's proposal regarding 2021 business performance and 2022 business plan.	
	3. Proposal on resignation and election of additional members of the Board of Directors for the term of 2021 – 2026 and Policy on election of additional BOD members	
	4. Report of the Supervisory Board 2021	Head of the Supervisory Board
	5. Proposal regarding remuneration for members of the BOD and the Supervisory Board	
	6. Proposal for election of the Supervisory Board for the term of 2022 - 2027 and Policy on election of Supervisory Board	Presiding Committee
	7. Proposal on the financial performance and use of proceeds	
8. Proposal regarding appropriation plan for the 2021 cumulative undistributed earnings		

	9. Proposal regarding list of independent auditing companies	
	10. Proposal regarding the issuance of ESOP	
	11. Proposed amendment and supplement to the Charter	
	12. Proposal on the listing of bonds offered to the public	
	13. Other matters (if any)	
<b>10:00 AM – 10:20 AM</b>	Discussion	Presiding Committee
<b>10:20 AM – 10:45 AM</b>	Guidance on and the election of additional members of the Board of Directors and Supervisory Board	Vote Counting Committee
	Voting on various reports and proposals at the AGM	
	Counting of votes on reports and proposals and votes to elect members for the Board of Directors and Supervisory Board	
<b>10:45 AM – 11:00 AM</b>	Short break	
<b>11:00 AM – 11:15 AM</b>	Announcement of the results of counting of votes from electing additional members of the Board of Directors and Supervisory Board for the term of 2022 – 2027 and other votes	Vote Counting Committee
	Approval of the AGM's Minutes and Closing	Presiding Committee

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*Hanoi, April 19, 2022*

**REGULATIONS ON THE ORGANIZATION AND OPERATION OF THE ANNUAL GENERAL MEETING 2022 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 general meeting (hereinafter referred to as the “**Meeting**” or “**AGM**”) 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 AGM 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 closing date of the list of shareholders entitled to attend the General Meeting.
- 2.2 Shareholders' rights with regards to the AGM:
  - 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 related 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 attending the meeting will receive a Voting Card, or use an access account provided by the Organizing Committee to log in to the system to perform electronic voting (in case Vingroup applies information technology to the organization of the General Meeting)
  - e. Any shareholder or proxy arriving late at the Meeting before the end of 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 AGM:

- a. Shareholders and proxies must bring their identity card or passport, invitation letter, and valid power of attorney (in the case of authorization or proxies) to the Meeting and register with the Shareholder Eligibility Verification Committee;
- b. Shareholders are responsible for keeping the account access and other identifiers provided by the Group to ensure that only shareholders have the right to participate in electronic voting on the system. In case a shareholder is authorized to attend the General Meeting and vote electronically for another individual/organization, the shareholder and the authorized person are responsible for the authorization and e-voting results of the granted access account.
- c. All participants must not cause disruption to or disturbance during the AGM;
- d. All voice recordings or images taken during the Meeting must be publicly disclosed and are subject to the approval of the Meeting Chairperson;
- e. 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;
- f. All participants must strictly adhere to these regulations and respect the results of the Meeting.
- g. 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 who perform 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 AGM documents to shareholders and proxies; Ballots, voting card and other relevant meeting documents or instructions for shareholders to log into the electronic shareholder eligibility check system at the time of holding the meeting;
- c. The Shareholder Eligibility Verification Committee shall base on login information from the access accounts of shareholders to serve as a basis for determining the number of shareholders attending the General Meeting.
- d. Reporting shareholder attendance results to the AGM:
  - + Before the Meeting begins;
  - + Prior to each voting session at the Meeting
- e. 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 and apply information technology to perform 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 AGM

Chairperson and approved by the AGM to conduct the vote counting at the Meeting.

- 4.2 The Vote Counting Committee is responsible for providing guidance to shareholders on the use of ballots, voting methods in electronic form at the AGM
- 4.3 The Vote Counting Committee counts votes, determines and excludes 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 insufficient or unclear statutory regulations), the votes of such shareholders shall still be counted. 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 the necessary number of votes (after removing the votes of the related shareholders) still meets the conditions for approval as prescribed by law..
- 4.4 The Vote Counting Committee is responsible for writing the Vote Counting Minutes and reporting the vote counting results to the Meeting
- 4.5 The Vote Counting Committee may form an administrative team to assist in performing its tasks and use information technology in vote counting.
- 4.6 The Vote Counting Committee shall be ultimately responsible for the accuracy and integrity of the released vote counting results.

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

- 5.1 The AGM 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 AGM shall oversee the AGM' election of the Chairperson of the Meeting, and the person that receives the highest number of votes shall chair the meeting;
- 5.3 The AGM Chairperson appoints one or several secretaries of the AGM
- 5.4 The AGM 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 AGM Chairperson has the right to implement necessary and reasonable measures to chair the Meeting in an appropriate and orderly manner in accordance with the approved program 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 at another time 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;
  - b) The communication system at the Meeting location is not appropriate for shareholders to attend, discuss, and vote;



- 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 declines 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 AGM.
- 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 in the form of voting 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 of shareholders or proxies attending and voting at the Meeting;
- 8.2 Resolutions on the following matters shall be approved if they receive at least 65% affirmative votes from participating and voting shareholders:
- Classes of shares and the total number of shares in each class;
  - Additions or changes of business lines;
  - Organizational and management restructure;
  - Investments or spinoffs worth 50% or more than 50% of total assets recorded in the latest financial

statements of Vingroup;

- Reorganization or dissolution of Vingroup;
- Other cases as prescribed on Vingroup's Charter.

#### **Article 9: Electronic voting**

- 9.1 Shareholders use the Access Account provided by the Group to log into the System to conduct electronic voting.
- 9.2 Shareholders shall conduct electronic voting according to the instructions of the Organizing Committee at the General Meeting.
- 9.3 Shareholders with voting rights are shareholders who have registered to attend the General Meeting up to the time of voting and the number of these shareholders is the basis for calculating the percentage of shareholders' votes.
- 9.4 From the time the System closes the voting content, the shareholder has no right to change any voted content, the voting result of the shareholder is recorded on the System according to the Access Account as the final result and no claim/complaint is allowed in connection with this outcome.
- 9.5 Voting results will be announced by the Vote Counting Committee at the General Meeting right after the counting of votes is completed

#### **Article 10: Expressing opinions at the Meeting**

- 10.1 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 11: Minutes and Resolutions of the Meeting**

- 11.1 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 and accuracy of the content of the minutes.
- 11.2 The minutes of the Meeting shall be disclosed and adopted by the Meeting before it closes;
- 11.3 The minutes of the Meeting, shareholders' eligibility verification report, vote counting minutes, and other materials recording the progress and results of the Meeting must be archived at Vingroup's headquarters.
- 11.4 The minutes of the AGM will be published on Vingroup's website within 24 hours of the end of the AGM;
- 11.5 The minutes of the Meeting will form the basis of the Meeting's resolutions.
- 11.6 Based on the results of the Meeting, the Chairperson shall issue resolutions on matters adopted at the AGM.

#### **Article 12: Effectiveness of these Regulations**

- 12.1 These regulations, consisting of three Chapters and twelve Articles, shall take effect immediately upon being approved by the AGM.

- 12.2. Any amendments or supplements to these regulations must be proposed by the BOD Chairman and subsequently voted on and approved by the AGM.

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

**(signed)**

**PHAM NHAT VUONG**



Hanoi, 11 May 2022

## REPORT OF THE BOARD OF DIRECTORS

### To: THE GENERAL MEETING OF SHAREHOLDERS

#### - Business performance of Vingroup Joint Stock Company (“Vingroup” or “the Group”) in 2021

In 2021, given complicated developments and serious consequences of Covid-19 on Vietnam and global markets, Vingroup performance was also affected. In particular, the Group's net revenue reached VND 125.7 trillion, equaling 74 % of the net revenue approved by the AGM and profit before tax reached VND 3.1 trillion. In 2021, to contribute to the national fight against the pandemic, Vingroup allocated a large amount of funding to finance Covid-19 prevention activities and support affected families. In addition, there were also expenses incurred to the Group due to its decision to cease producing vehicles with internal combustion engines. Therefore, Vingroup reported a consolidated loss after tax of VND 7.6 trillion for the first time ever. If these expenses were excluded, the profit after tax would be VND 4.5 trillion, meeting 100% of 2021 business plan.

Please refer to the proposal of the BOD on 2021 business performance and 2022 business plan and the proposal of the BOD on 2021 financial results for further information.

## 2. Activities of the Board of Directors

### 2.1. General activities

The previous Board of **Directors (“BOD”)** reached the closing of their 2016-2021 term, at the 2021 Annual General Meeting (“AGM”), nine members of the Board of Directors were elected for the 2021-2026 term, including one (1) Chairman and three (3) independent members.

Given the complicated developments of the Covid-19 pandemic around the world in general and Vietnam in particular, in addition to the regular meetings, the Board of Directors flexibly collected written ballots from the members to adopt and decide matters under its authority while decentralizing/delegating to the Chairman of the Board of Directors, thereby releasing the Board of Directors from administrative, regular, and stable cases.

In 2021, the Board of Directors issued 55 resolutions adopting many important policies and adjustments to the business activities and development strategies of Vingroup, including:

Content	Number
Reorganizing the corporate management and operational structure, establishing the P&Ls, making executive appointments at the Group and appointing an authorized representative to manage contributed capital at P&L levels	42 Resolutions
Fund raising, issuance of corporate bonds, pledging of assets	13 Resolutions
<b>Total</b>	<b>55 Resolutions</b>

The list of resolutions / decisions issued by the Board of Directors in 2021 is listed and announced in the Report on Corporate Governance in 2021.

## 2.2. Oversight activities of the Board of Directors

In compliance with provisions in the Group Charter and Governance Regulations, internal rules and regulations and prevailing law, the Board of Directors has conducted activities to supervise the Management as follows:

- Supervised the implementation of Vingroup projects, investments and business activities of the Group's member companies/subsidiaries;
- Ensured the 2021 financial report, quarterly and semi-annual financial reports, and annual report provided a timely and comprehensive update of the Group's business performance and financial state on the reporting date;
- Supervised the implementation of the AGM and BOD Resolutions, oversaw and reviewed management operations of the management team in business activities;
- Presided over information disclosure to stakeholders, to ensure timely and transparent reporting in accordance with regulations;
- Maintained oversight over Management activities 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 2021 has been written in details on the 2022 remuneration proposal from the BOD to the Annual General Meeting.

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 services of the Group subsidiaries.

## 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 2021.

## 5. Independent BOD members' activities and assessment of the Board's activities

### 5.1. Activities of independent BOD members.

For the 2016-2021 term, the Group's Board of Directors consist of 03 independent members, including: (1) Mr. Le Khac Hiep (2) Mr. Ling Chung Yee Roy and (3) Mr. Marc Villiers Townsend. At the 2021 Annual General Meeting held on 24 June 2021, 03 independent members for the term 2021 – 2026 were elected, namely (1) Mr. Chin Michael Jaewuk (2) Mr. Adil Ahmad and (3) Mr. Ronaldo Dy-Liacco Ibasco.

All three members are experts who have experience in key operational areas of the Group and have valuable contribution to the decisions of the Board of Directors.

In 2021, all three independent members of the Board fully participated in meetings and timely sent written ballots to decide 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 of the Board's activities.**

In 2021, due to Covid-19 pandemic, the Board of Directors issued flexible decisions to adapt with the changes in manufacturing and business operations.

The Board of Directors approved, issued timely resolutions/decisions on changes in corporate governance and business operations in accordance with its authority and also instructed, supervised the Management in carrying out proposed business plan.

## **6. Report on the issuance of Bonds to the international market.**

On 20 December 2021, the Board of Directors of Vingroup issued a Resolution approving the Plan for the issuance of Bonds to the international market ("International Bonds") and the plan to use the capital raised from the issuance of the bonds to the international market. Up to now, the Group has issued the first batch of this International Bond and has fully disclosed the information about this transaction.

## **7. Vingroup's 2022 Plan of Action.**

In 2021, Vingroup continued to implement its "Five Transformational Principles" to better align them with business needs and actual performance, strongly deployed at the Group and P&L levels. **Empowerment - Standardization - Simplification, Automation - Optimization** principles.

In 2022, Vingroup will further implement the new "Five Transformational Principles", including **Empowerment – Standardization – Simplification – Automation – Optimization** principles given rapid expansion of its operations and governance in the Technology – Industrials segments.

During 2022, the Board of Directors has set the following four governance directions:

1. The holding company model will be maintained and each P&L will be more independent.
2. Pursue growth in both breadth and depth.
3. Effectiveness is emphasized. The "Five Transformational Principles" will continue to be reinforced in business management and operations.
4. Vingroup will prioritize internal training to ensure an adequate supply of well-trained staff members.

Kindly submit to the AGM for consideration and endorsement.

Thank you.

*To:*

*- As above*

*- Vingroup archives.*

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**CHAIRMAN**

**(signed)**

**PHAM NHAT VUONG**

*Hanoi, 19 April 2022***PROPOSAL OF THE BOARD OF DIRECTORS****Re: 2021 business performance and 2022 business plan of Vingroup Joint Stock Company****To: THE GENERAL MEETING OF SHAREHOLDERS****I. Vingroup's business performance in 2021 (Based on the 2021 Consolidated Financial Statements in accordance with the Vietnamese Accounting Standards).**

The world economy in 2021 has shown positive signs after Covid-19. Compared to the negative growth rate of 3.6% in 2020, the growth rate of 5.9% in the whole year of 2021 heralds the recovery of the global economy.

In Vietnam, the past year has brought many challenges to businesses with a few pandemic waves. The pace of manufacturing services activities is still only picking up as the supply chain takes time to recover.

However, challenges always open up opportunities for businesses that can take advantage of the opportunity to create a breakthrough from conventional limits. Business results of enterprises may not meet expectations in the short term, but in the long term, a breakthrough in strategy, action and management during a difficult period because of the epidemic is a solid launchpad for our businesses to reach new heights.

The Group Management have endeavored to deliver agile and adaptive business strategies, suitable for a business environment that is facing many difficulties, particularly in areas that were most heavily impacted – Hospitality & Entertainment, and Retail. Technology, Industrials, and Residential Property continued to record significant improvements, laying firm foundations for future success.

In the Group's Technology – Industrials segment, VinFast vehicles have earned significant customer interest and strong positive feedback. New car models and e-motorcycles were among the most popular new products in Vietnam. In 2021, the Group recorded impressive sales – 35.7 thousand cars and 42 thousand e-scooters. During the VinFast Global EV Day at the Consumer Electronics Show 2022, VinFast unveiled its full electric vehicle lineup, including five SUV models in A, B, C, D, and E segments, and started receiving reservations for VF 8 and VF 9 cars globally.

Also in 2021, research institutions and technology companies actively developed technologies that could be integrated into the Group's products and services such as ViVi voice assistant (developed by VinBigData), Driver Monitoring System (DMS), Surround View Monitoring (SVM) (developed by VinAI) for VF e34 cars; trial run of large tonnage level-4 self-driving electric cars (developed by VinBigData); new-generation strong passwordless authentication key line VinCSS FIDO2 Fingerprint (developed by VinCSS). These advances have confirmed Vingroup's reputation as a leading Technology – Industrials company and its use of world-class technology.

In Residential Property, Vingroup continued to leverage its strong business strategy and attractive sales incentives in all product segments. During 2021, Vingroup handed over 47 thousand apartments, villas, and shophouses all over the country.

The Retail, Hospitality & Entertainment segments were heavily impacted by Covid-19. However, in the fourth quarter of 2021, the business performance in these areas gradually recovered given efforts to reopen the economy after prolonged lockdowns and a flexible and adaptive business strategy.

Vingroup continued to invest in its Social Enterprises segment: healthcare and education. Continued quality improvements in these two areas have enabled the Group to earn high praise and to create lasting value for local communities.

The Group continued the use of lean-management initiatives in corporate governance, while also emphasizing the recruitment of well-qualified personnel from within Vietnam and across the world, ensuring a sufficient pool of human capital to facilitate the Group's rapid expansion in scale and improvement in quality in the Technology and Industrials segments. The Group maintained strict governance guidelines while optimizing human resources and strong infrastructure to drive business results and ensure effectiveness.

Recently, the Group has redefined its three main pillars Technology – Industrials, Services, and Social Enterprises by separating its Social Enterprises to cover Healthcare, Education, public transportation, vaccine production, and charitable activities. This is our effort to further promote volunteering and a sense of community service and social responsibility. In 2021, many community service-oriented activities were carried out, especially in fund allocation for the fight against Covid-19. For more details, please refer to Chapter 5 in Vingroup Annual Report.

For information on financials, please refer to the proposal of the BOD on 2021 financial results.

### **Project development progress**

In July 2021, VinFast launched branches in the US, Canada, France, Germany and the Netherlands, five key markets in VinFast's business expansion plan in phase one. In the key market of California (USA), in November, VinFast also put into operation the headquarters of the US branch. In Vietnam, VinFast is constantly expanding its showroom system, service workshops and authorized dealers. By the end of 2021, VinFast has been present in all of the 63 provinces and cities across the country with 110 showrooms, service workshops, authorized car dealers and 268 showrooms and authorized dealers of electric motorbikes. To prepare the charging station infrastructure for the electric vehicle ecosystem, in 2021, VinFast built a system of modern charging stations nationwide. By the end of 2021, VinFast has installed 40 thousand charging ports.

At the Hai Phong automobile manufacturing complex, in November 2021, VinES put the first battery pack factory into mass production with international quality standards, with a factory capacity of 20 thousand packs per year. On December 12, 2021, Vingroup launched the VinES battery factory in Vung Ang Economic Zone (Ha Tinh). In phase one, the factory will be built on a scale of 8 hectares, with a total investment of more than VND 4 trillion and a maximum capacity of 100 thousand battery packs per year.

Three Vinhomes mega projects, the first three smart mega cities Vinhomes Ocean Park, Vinhomes Smart City, và Vinhomes Grand Park continued to be developed by Vingroup and leading contractors with the highest level of quality and speed to handover to customers. The three megacities have large scale, unique landscape, high-class utility system and apply many smart features in operation management. The first three smart cities have been setting new living standards for the Company to continue to apply more advanced technologies in future projects. In 2021, Vingroup, including Vinhomes and its subsidiaries, handed over 47 thousand apartments, villas and shophouses, including the retail units and retail **equivalent units in bulk sale transactions**.

Besides traditional mall space leasing, Vincom Retail became the first operator in Vietnam to lease and operate a retail tourism model at Grand World Phu Quoc. With more than 400 domestic and international tenants, Grand World Phu Quoc presents a harmonious mix of local identity and international brands, with diverse services, brand segments and product categories to address all the needs of tourist groups and provide a perfect building



block for Phu Quoc United Center to be among the most attractive destination in Southeast Asia.

In April 2021, Vingroup launched a leading mega hospitality and entertainment destination in Southeast Asia – Phu Quoc United Center. The complex spans an area of 1 thousand hectare, featuring thousands of entertainment attractions in addition to a 24/7 resort and shopping ecosystem. Phu Quoc United Center adopts the model of a “sleepless” city in Vietnam. Vingroup hopes to make Phu Quoc a “new international destination” in Asia, on par with the world’s leading vibrant cities such as Jeju (Korea), Clarke Quay (Singapore), and Las Vegas (USA).

## **II. 2022 business plan**

### **1. Vingroup’s 2022 plan of action**

In 2022, Vingroup will promote operations that transform its business and strengthen its three core pillars: Technology – Industrials, Services, and Social Enterprises. The Group continues to maintain a decentralized P&L model at its subsidiaries with an emphasis on efficiency and transparency 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 high-quality and world-class products 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 2022, VinFast launched smart electric car models to the global market, accepting orders for three models VF 5, VF 8 and VF 9. In addition, VinFast continues to hand over the VF e34 model to customers in the Vietnamese market, and prepares for the handover of VF 8, VF 9 to the global market towards the end of the year. The new electric car models are expected to enable VinFast to maintain its position in the domestic market while expanding its presence abroad, including the U.S., Canada and Europe.

Following its success with three megacities (Vinhomes Ocean Park, Vinhomes Smart City and Vinhomes Grand Park), the Company will launch three new mega projects in 2022 in big cities with solid infrastructure and development potential in order to respond to the rapid increase in housing demand. The upcoming large-scale Vinhomes-branded mega projects will also provide unique landscapes and high-class amenities, and include smart features in operations management. Pre-sales are expected to do well in 2022, thanks to stable fundamentals in the real estate market.

During 2022, Vincom Retail plans to open Vincom Mega Mall Smart City (Hanoi) and two more Vincom Plazas. As a pioneer in the retail property market in Vietnam, Vincom Retail delivers retail, entertainment and dining experiences that help shape lifestyles for the people of Vietnam.

- **Sources of investment capital:** diversify fund raising sources both domestically and internationally through a variety of financial instruments, effectively control new investments, and match the availability of capital in the short-term, mid-term, and long-term with appropriate uses.
- **Human resource management and corporate culture:** building an effective, fair and civilized working environment. The Group continues to implement five transformational principles “Empowerment – Standardization – Simplification – Automation – Optimization.” To build a leadership pipeline and maintain a high level of expert talent, Vingroup organizes extensive training, learning and development programs and recruits highly qualified personnel and leading experts.

With the goal of stable and sustainable development, the Board of Directors of Vingroup submits to the General Meeting of Shareholders for approval the business plan in 2022 as follows:

- Net revenue is about VND 140 trillion;
- Profit after corporate income tax is about 6 trillion VND

Thank you.

*To:*

*- As above*

*- Vingroup archives.*

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**CHAIRMAN**

**(signed)**

**PHAM NHAT VUONG**

*Hanoi, 19 April 2022***PERFORMANCE REPORT OF THE SUPERVISORY BOARD****AT THE 2022 ANNUAL GENERAL MEETING****To: THE GENERAL MEETING OF SHAREHOLDERS**

Covid-19's ongoing and potential new variants make predicting the trajectory of the pandemic complicated. However, with the efforts of governments around the world, the world economy has shown signs of recovery when the global gross domestic product (GDP) in 2021 is estimated by the International Monetary Fund (IMF) to reach 5.9%, a significant recovery compared to 2020.

For Vietnam's economy, 2021 remained a challenging year as the Delta variant outbreak triggered the fourth Covid-19 wave across the country, with severe impacts on many provinces. Thanks to the Government's large-scale and rapid deployment of the national vaccination strategy, Vietnam was able to address bottlenecks to economic growth and restored business and production activities. Vietnam's GDP posted a growth rate of 2.58% while inflation was curbed, the Consumer Price Index (CPI) edged up 1.84% year-on-year in 2021.

In the context of the new normal, although the operation of Vingroup Joint Stock Company (“**Vingroup**” or “**the Group**”) in the last year has encountered multiple difficulties, it still managed to maintain a stable operating foundation, affirm its leading and pioneering position in important business segments, as well as becoming one of the leading enterprises in social work during the 2 years of the pandemic. Performing the functions and powers of the Supervisory Board in accordance with the Charter of Vingroup, complying with the Law on Enterprise and the operation regulations of a listed company, during last year the Supervisory Board has actively participated in supervising the internal audit of the Group as well as at the subsidiaries in its system to ensure the compliance with the law related to auditing, finance, investment, construction, implementation and operation of real estate projects, production projects, deployment of new business fields, contributing to risk mitigation, overcoming shortage in its business activities. During the review process, the Supervisory Board assessed that the Group's operation and investment activities were carried out in a transparent and compliant manner.

On behalf of the Supervisory Board, I would like to report to the General Meeting of Shareholders (the “GMS”) the following points:

**1. Vingroup's financial performance**

The Supervisory Board agreed with the contents of the separate and consolidated financial statements for 2021 prepared by the management team of Vingroup and audited by Ernst & Young Vietnam Co., Ltd. The financial statements accurately reflect the financial position of Vingroup as at 31 December, 2021, the results of operations and cash flows for the financial year from 1 January, 2021 until 31 December, 2021.

Key financial indicators from Vingroup's 2021 consolidated financial statements were as follows:

**a. Consolidated business performance:**

- Net revenue : VND 125.7 trillion, up by 14% compared to 2020

- Total profit before tax: : VND 3.1 trillion
- Loss after tax : VND 7.6 trillion

b. Consolidated Group assets:

- Current assets : VND 161.4 trillion
- Non-current assets : VND 267.0 trillion
- Total assets : VND 428.4 trillion

c. Owner's equity : VND 159.6 trillion

## **2. Assessment of the Board of Directors and Chief Executive Officer's performance**

In 2021, the Supervisory Board actively adjusted its working method to be in line with the new situation, organized inspection and discussed with the BOD, Management and professional divisions of some member units to promptly obtain and learn about governance, financial control and operation. The Supervisory Board assessed that the BOD, the CEO and management executives have operated in accordance with their regulated functions, responsibilities, and ensured the transparent and lawful operation, business, and investment activities of the Group. 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' performance**

### **3.1. Performance in 2021 and 2022 Action Plan of the Supervisory Board**

In 2021, the Supervisory Board promoted control and supervisory activities, and collaborated with the Management to monitor the issuance and implementation of, and to assess the results of the implementation of resolutions by the General Meeting of Shareholders (“GMS”) and BOD. 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.

The Supervisory Board carried out these functions during 2021:

- Oversaw the implementation of GMS and BOD resolutions issued in 2021;
- Ensured that the accuracy of quarterly financial statements are audited to be in accordance with Vietnamese Accounting Standards and other accounting policies;
- Ensured the Group and its listed subsidiaries comply with the law and regulations on information disclosure;
- Reviewed and evaluated the key related-party transactions of the Group and its subsidiaries.
- Completed the staffing structure of the Supervisory Board

During 2022, 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:

- Promote the monitoring of regulatory compliance in the operational management of the Group and P&Ls.
- Coordinate with internal departments to conduct regular and ad-hoc in-depth inspections of P&Ls to ensure continuous and thorough legal compliance in each department and area of operations.

- Actively develop innovative methods of supervision and inspection in a new context where the Group is now present in more countries and continents.

### **3.2. Self-assessment of the Supervisory Board members**

During 2021, members of the Supervisory Board have fully attended four meetings and had internal discussions among ourselves. 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 BOD, 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 BOD, Management, and wish for another successful AGM.

Thank you.

**ON BEHALF OF THE SUPERVISORY BOARD**

*To:*

**HEAD**

*- As above*

*- Vingroup archives.*

**(signed)**

**Nguyen The Anh**

*Hanoi, 19 April 2022***PROPOSAL OF THE BOARD OF DIRECTORS**

on Vingroup's 2021 financial results and use of proceeds from the private placement of shares

**To: THE GENERAL MEETING OF SHAREHOLDERS**

In 2021, Vingroup Joint Stock Company ("the Group") managed to overcome difficulties due to the Covid-19 pandemic. Key financial indicators for the financial year ended 31 December 2021, as shown in the 2021 audited consolidated financial statements, are as follows:

**1. Assets**

- Current Assets decreased by VND 4.6 trillion, equivalent to 2.8% compared to 31 December 2020, mainly impacted by fluctuations in the inventories due to the large number of hand-overs at three Vinhomes megacity projects.
- Non-Current Assets increased by 3.8% year-over-year compared to 31 December 2020, reaching VND 267.0 trillion as of 31 December 2021, in which: construction in progress balance increased by VND 15.4 trillion in 2021 mainly due to an increase in real estate projects under construction of the Group in the year.

**2. Borrowings and Owner's Equity****2.1. Sources of borrowings in 2021**

- Total Liabilities as of 31 December 2021 were VND 268.8 trillion, a decrease of 6.3% compared to 31 December 2020.
- Vingroup's Total Debt as of 31 December 2021 was VND 131.5 trillion. Total Debt was mainly comprised of syndicated loans (39%), domestic bonds (35%), international bonds (8%), and exchangeable bonds (7%).

**2.2. Net increase in Owner's Equity**

Owner's Equity increased by 17% from VND 136.4 trillion to VND 159.6 trillion at the end of 2021, mainly due to an increase in capital contribution from non-controlling shareholders, and the sales transactions of subsidiary without losing controlling interest.

**3. Net revenue**

In 2021, Net revenue reached VND 125.7 trillion, an increase of VND 15.2 trillion (equivalent to 14%) compared to last year, mainly thanks to real estate activities.

- Revenues from sale of inventory properties increased by 10% from VND 72.2 trillion to VND 79.5 trillion in 2021 thanks to the hand-over of Vinhomes Ocean Park, Vinhomes Smart City and Vinhomes Grand Park projects during the year.
- Revenue from rendering of general constructor, construction consultancy and supervision services increased sharply from VND 448 billion to VND 6.9 trillion, mainly from delivering Engineering, Procurement and Construction contracts to sub-developers in the mega-cities.

- Revenue from manufacturing activities decreased slightly by 3% compared to 2020. The group also decided to cease manufacturing internal combustion engine vehicles from the end of 2022 to focus on electric vehicles. This decision will help Vingroup realize faster its strategy of becoming a global smart electric vehicle manufacturer.
- Revenue from leasing activities and rendering of related services reached VND 5.4 trillion, down by 19% compared to 2020, mainly due to the impact of the Covid-19 pandemic and Vincom Retail increasing its support package for mall tenants.
- Hospitality and Entertainment services are also substantially affected by the prolonged social distancing and lockdown orders due to the pandemic. Revenue from rendering of hotel services, amusement park services, and related services decreased by 33%, from VND 4.9 trillion to VND 3.2 trillion.

#### **4. Profit after tax**

In 2021, the Group recorded a loss after tax of VND 7.6 trillion, down by 266% compared to VND 4.5 trillion in profit after tax recorded in 2020. The main reason is the Group's sponsorship of VND 6.0 trillion for Covid-19 control efforts and other donation activities. In addition, the Group made a provision of VND 4.5 trillion in relation to the contract termination stemming from the discontinuation of internal combustion engine vehicles from the end of 2022 to focus on electric vehicles.

#### **5. Statutory obligations**

- Vingroup's statutory obligations in 2021 (exclusive of land use fee and land rental fee) was VND 23.1 trillion, of which Corporate income tax was VND 9.4 trillion, Value added tax was VND 3.8 trillion, Personal income tax was VND 1.5 trillion, and VND 8.4 billion was from Others.
- Total statutory obligation payment during the year was VND 24.8 trillion, of which Corporate income tax was VND 10.7 trillion, Value added tax was VND 4.0 trillion, Personal income tax was VND 1.5 trillion, and VND 8.5 trillion was from Others.

#### **6. Profit attributable to shareholders**

As audited by Ernst & Young Vietnam Ltd., the total loss after-tax attributed to parent company's shareholders in 2021 was VND 2.5 trillion, resulting in basic loss per share of VND 685 billion.

#### **7. 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 AGM 2021, the BOD would like to release the Report on the use of proceeds from the private placement in 2021, audited by KTC Audit Company Limited. The audit firm confirms that the Report on use of proceeds reflected a true and fair view, in all material respects, of the use of proceeds from the issuance as of 31 December\ 2021, in accordance with the

accounting policies applied on the notes to the report, and in accordance with the purposes as registered with the State Securities Commission.

Kindly submit GMS for consideration and endorsement.

Thank you.

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

**To:**

- *As above*
- *Vingroup archives.*

**(signed)**

**PHAM NHAT VUONG**

**Note:**

- *Vingroup's 2021 Financial Statements were audited by Ernst & Young Viet Nam Ltd., and are published on the Company's official website: [www.vingroup.net](http://www.vingroup.net) .*





No.: 05/TTr-HĐQT-VINGROUP

Hanoi, 19 April 2022

**PROPOSAL OF THE BOARD OF DIRECTORS**

**Re: The Appropriation Plan for 2021 cumulative undistributed earnings as of 31 December 2021**

**To: THE GENERAL MEETING OF SHAREHOLDERS**

As at 31 December 2021, Vingroup's cumulative undistributed earnings were VND 6.3 trillion on the separate financial statement and VND 4.7 trillion on the consolidated financial statement, as audited by Ernst & Young Vietnam Limited.

The Board of Directors (the “**BOD**”) would like to submit to the General Meeting of Shareholders (the “**GMS**”) for approval of the Appropriation Plan for 2021 cumulative earnings as of 31 December 2021 as follows:

1. To transfer VND 5,000,000,000 (five billion dong) to the Reserve Fund, as specified in the Charter of Vingroup;
2. All cumulative earnings will be used in production and business activities of Vingroup.

Kindly submit to the GMS for consideration and endorsement.

Thank you.

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**CHAIRMAN**

To:

- *As above;*

- *Vingroup archives.*

**(signed)**

**PHAM NHAT VUONG**



Hanoi, 19 April 2022

## PROPOSAL OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD

**Re: Approval of remuneration for the Board of Directors and the Supervisory Board**

**To: THE 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 No. 03/2021/NQ-DHDCD-VINGROUP dated 24 June 2021 (“**2021 AGM Resolution**”).

The Board of Directors (“**BOD**”) and the Supervisory Board hereby report the 2021 remuneration and request the Annual General Meeting (“**AGM**”) to approve the plan for 2022 remuneration for the members of the BOD and the Supervisory Board as follows:

### 1. Actual remuneration paid in 2021:

- The number of members of the BOD and Supervisory Board in 2021 is: 09 members of the BOD and 03 members of the Supervisory Board.
- In 2021, due to the impact of the Covid-19 pandemic and the Group's strategic development changes, business results did not live up to its expectations, therefore, there was no sufficient budget to pay remuneration to the members of BOD and Supervisory Board. However, the Chairman of the BOD and the Head of the Supervisory Board approved the advance remuneration for independent members of the BOD and members of the Supervisory Board as follows:
  - + The remuneration for independent members of the BOD is VND 2.0 billion.
  - + The remuneration for the members of the Supervisory Board is VND 1.6 billion.

Submit to the General Meeting of Shareholders for approval of the payment of remuneration advances to members of the BOD and Supervisory Board as mentioned above.

### 2. Remuneration Plan for 2022.

Based on the 2022 business plan, the BOD and the Supervisory Board request the GMS's approval of the 2022 remuneration plan the BOD and the Supervisory Board as follows:

- The maximum remuneration for members of the BOD is VND 20 billion;
- The maximum remuneration for members of the Supervisory Board is VND 5 billion.

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 to the GMS for consideration and endorsement.

**ON BEHALF OF THE SUPERVISORY BOARD**

**ON BEHALF OF THE BOARD OF DIRECTORS**

**HEAD**

**CHAIRMAN**

**(signed)**

**(signed)**

**NGUYEN THE ANH**

**PHAM NHAT VUONG**

VINGROUP JOINT STOCK COMPANY



No.: 07/TTr-HĐQT-VINGROUP

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness



Hanoi, 19 April 2022

**PROPOSAL OF THE BOARD OF DIRECTORS**

**Re: Approving the list of eligible independent audit firms**

**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 2022 financial 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 ask the GMS to authorize the Chief Executive Officer to select one of the below companies to be the auditor of Vingroup for the 2022 financial 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**

VINGROUP JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM



Independence - Freedom - Happiness

No.: 08/TTr-HDQT-VINGROUP



Hanoi, 19 April 2022

**PROPOSAL OF THE BOARD OF DIRECTORS**

*(Re.: the continued implementation of the Employee Stock Option Plan)*

**To: THE GENERAL MEETING OF SHAREHOLDERS**

On 24 June 2021, at the 2021 Annual General Meeting (“AGM”), Vingroup – Joint Stock Company (“Vingroup”) issued a Resolution approving the plan to issue shares under the employee stock option plan (“ESOP”) according to the Report of the **Board of Directors (“BOD”)** (hereinafter referred to as: (“ESOP Plan”). According to the ESOP Issuance Plan, the expected issuance date is no later than June 2022.

In order to have more time to thoroughly evaluate the Program participants according to the criteria proposed by the company leadership, the Board of Directors submitted to the General Meeting of Shareholders for approval the continuation of the implementation of the ESOP Issuance Plan and the extension of the implementation period to 31 March 2023.

Other contents of the ESOP Issuance Plan approved by the General Meeting of Shareholders remain unchanged and remain valid.

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

Thank you.

To:

- *As above*

- *For filing: Office Division*

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**CHAIRMAN**

**(signed)**

**PHAM NHAT VUONG**



No.: 09/TTr-HĐQT-VINGROUP



Hanoi, 19 April 2022

**PROPOSAL OF THE BOARD OF DIRECTORS***(On the plan to list bonds offered to the public)***To: THE GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises and its guiding documents ("**Law on Enterprises**");
- Pursuant to the Law on Securities and its guiding documents ("**Law on Securities**");
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 guiding some articles of the Law on Securities ("**Decree 155**");
- Pursuant to the Charter of Vingroup Joint Stock Company (the "**Issuer**" or "**Vingroup**").
- Pursuant to the actual needs and situation of Vingroup.

Pursuant to Decree 155, the offering of bonds to the public (hereinafter referred to as "**Bonds Issued to the Public**") must be approved by the Annual General Meeting of Shareholders ("**AGM**").

Therefore, in order to ensure that the offering of Bonds issued to the public by Vingroup will be done in accordance with the law, the Board of Directors ("**BOD**") respectfully submits to the AGM for approval of the following contents:

1. Approve the offering on the Hanoi Stock Exchange (HNX) of all issued corporate bonds that are non-convertible, unwarranted, unsecured by assets and establish with direct debt repayment obligations of the underwriter according to the Certificate of Registration for the Public Offering of Bonds No. 01/GCN-UBCK issued by the Chairman of the State Securities Commission on 19 January 2021 as follows:

- (i) VICB2023001 bonds with a total par value of VND 1,515,000,000,000 issued on 18 February 2021;
- (ii) VICB2124001 bonds with a total par value of VND 1,000,000,000,000 issued on 11 March 2021;
- (iii) VICB2124002 bonds with a total par value of VND 1,860,000,000,000 issued on 11 March 2021;

Assign/authorize the BOD and allow the BOD to authorize the Chairman of the Board of Directors or the CEO, based on the specific situation, to make full decisions and be responsible for organizing the implementation of necessary tasks and procedures in order to successfully complete (i) registration of the above Bonds Issued to the Public at the Vietnam Securities Depository Center or the Vietnam Securities Depository and Clearing Corporation (depending on cases of application, and hereinafter collectively referred to as "**VSD**") and (ii) listing the above Publicly Issued Bonds on the Hanoi Stock Exchange.

2. Approving the registration of the Publicly Issued Bonds that Vingroup will issue soon (if any) at VSD and listing the Bonds issued to the Public at the Hanoi Stock Exchange in accordance with the provisions of current law.

Assign/authorize the Board of Directors and approve the BOD's authorization to the Chairman of the Board of Directors or the CEO, based on the specific situation, to decide and be responsible for organizing the implementation of necessary tasks and procedures in order to successfully complete the registration and listing of Publicly Issued Bonds at VSD and Hanoi Stock Exchange.

Kindly submit to the AGM for consideration and endorsement.

Thank you.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

**(signed)**

**PHAM NHAT VUONG**

**VINGROUP JOINT STOCK COMPANY**

**THE SOCIALIST REPUBLIC OF VIETNAM**



**Independence - Freedom - Happiness**

No.: 10/TTr-HDQT-VINGROUP



*Hanoi, 19 April 2022*

**PROPOSAL OF THE BOARD OF DIRECTORS**

*(Re.: amendments and supplements to the Company's Charter)*

**To: THE GENERAL MEETING OF SHAREHOLDERS**

On 11 January 2022, the 15th National Assembly of the Socialist Republic of Vietnam approved Law No. 03/2022/QH15 amending and supplementing a number of articles of the Law on Enterprises (“Law No. 03/2022/QH15”). Given regulatory changes, the Board of Directors (“BOD”) of Vingroup Joint Stock Company (“Vingroup”) hereby submits to the General Meeting of Shareholders (“GMS”) on amendments and supplements to Vingroup’s Charter in accordance with the Law No. 03/2022/QH15.

Amendments and supplements to the Charter are in the Appendix attached to this Report.

The Board of Directors would like to submit the draft new Charter of Vingroup to the AGM for review and approval, including the amendment and supplement attached to this Proposal. Other terms of the Charter that are not amended or supplemented shall remain in full force and effect.

The new Charter takes effect from the date it is approved by the AGM and replaces the full-text Charter issued on 24 June 2021 together with the amendments and supplements to the Charter.

The Chief Executive Officer as the legal representative of Vingroup is tasked to complete and sign the new Charter as prescribed for issuance.

Upon issuance, the new Charter will be posted on the Vingroup's website at: <http://www.vingroup.net>, in Investor Relations/Corporate Documents Section.

Thank you.

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**CHAIRMAN**

*(signed)*

To:

- *As above*

- *Vingroup Archives*

**PHAM NHAT VUONG**



**APPENDIX**

**AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF VINGROUP JOINT STOCK COMPANY**

NO.	Relevant terms	Description in the existing Charter	Description in the revised Charter	Reason for modifications
1.	<b>Article 23.2</b>	<p>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 Clause 23.3, Clause 23.6 (point g) and Clause 11.1 of Article 11 of the Charter.</p> <ul style="list-style-type: none"> <li>a) Classes of shares and the total number of shares in each class;</li> <li>b) Change of business lines;</li> <li>c) Changes of the Group's organizational structure;</li> <li>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;</li> <li>e) Reorganization or dissolution of the Group;</li> <li>f) Other circumstances as provided in the Charter.</li> </ul>	<p>Resolutions on the following issues shall be passed if they receive at least 65% affirmative votes from all <b>participating and voting shareholders</b>, except for the cases specified in Clause 23.3, Clause 23.6 (point g) and Clause 11.1 of Article 11 of the Charter.</p> <ul style="list-style-type: none"> <li>a) Classes of shares and the total number of shares in each class;</li> <li>b) Change of business lines;</li> <li>c) Changes of the Group's organizational structure;</li> <li>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;</li> <li>e) Reorganization or dissolution of the Group;</li> <li>f) Other circumstances as provided in the Charter.</li> </ul>	To be in line with Law No. 03/2022/QH15
2.	<b>Article 23.4</b>	<p>Except for matters specified in Clause 23.2, Clause 23.3, Clause 23.6 (point g), and Clause 11.1 of Article 11 of this Charter, a resolution for other matters shall be passed if it is approved by a number of shareholders representing at least fifty (50) percent of the total voting shares of all attending shareholders.</p>	<p>Except for matters specified in Clause 23.2, Clause 23.3, Clause 23.6 (point g), and Clause 11.1 of Article 11 of this Charter, a resolution for other matters shall be passed if it is approved by a number of shareholders representing at least fifty (50) percent of the total voting shares of all <b>participating and voting shareholders</b>.</p>	To be in line with Law No. 03/2022/QH15



Hanoi, 19 April 2022

**PROPOSAL OF THE BOARD OF DIRECTORS**

**Re: Stepping down and election of members of the Board of Directors for the term 2021 – 2026**

**To: THE GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of Vingroup Group Joint Stock Company (hereinafter referred to as “**Vingroup**”) hereby propose the General Meeting of Shareholders (“**GMS**”) to approve the stepping down and election of a member of the Board of Directors (“**BOD**”) for the term of 2021 – 2026 as follows:

- Mr. Park Woncheol steps down from the position of BOD member.
- To elect Mr. Yoo Ji Han as a member of the BOD to replace Mr. Park Woncheol.

The term of the replacement BOD member is the remaining tenure of the incumbent BOD (2021-2026).

Information on the newly elected BOD member and the draft Policy on election of the additional BOD members are posted on the Vingroup’s website at: [www.vingroup.net](http://www.vingroup.net), under Investor Relations/Information Disclosure/Annual General Meeting section.

Kindly propose the GMS to consider and approve the stepping down and election of the replacement BOD member for the term 2021 – 2026 of Vingroup in accordance with regulations.

Thank you.

To:

**ON BEHALF OF THE BOARD OF DIRECTORS**

- *As above*

**CHAIRMAN**

- *Vingroup archives.*

*(signed)*

**PHAM NHAT VUONG**

Hanoi, April 19, 2022

## **POLICY ON ELECTION OF ADDITIONAL BOARD MEMBERS**

### **TERM 2021 - 2026**

The Annual General Meeting (“**AGM**”) of Vingroup Joint Stock Company (“**Vingroup**”) elects additional members of the Board of Directors (“**BOD**”) in accordance with this Policy with the following details:

#### **Article 1: Principles of election and eligibility to vote:**

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 legal entitlements of all shareholders.
  - b. The election is carried out publicly via sealed ballots.
2. Eligibility to vote: Shareholders who own Vingroup shares (ticker symbol: VIC) according to the list of shareholders prepared by the Vietnam Securities Depository Center (VSD) on 7 April 2022.

#### **Article 2: Number and criteria of additional elected BOD members:**

1. The number of members of the Board of Directors to be added: 01 member
2. Requirements on criteria and conditions for additional elected BOD members:

Additional members of the BOD shall satisfy the criteria and conditions provided in Article 155 of the Law on Enterprises. Members of the BOD need not be a Shareholder of the Group.

#### **Article 3: Election procedure:**

1. The election of additional BOD members shall be implemented by way of cumulative voting, whereby each shareholder shall have the total number of votes equal to the total number of shares owned/authorized multiplied by the number of additional BOD members to be elected.
2. Shareholders may cast all of their 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 01 additional member of the BOD;*
- b) *The shareholder shall have: 100 (shares) x 1 (members of the BOD to be elected) = 100 votes;*
- c) *Shareholders may cast all of their votes for 01 candidate or divide the votes among nominated candidates such that this total number of votes for candidates must be smaller than (<) 100 (e.g. 30 votes, 50 votes, 80 votes).*

#### **Article 4: Election methodology:**

##### **1. Ballot:**

Each shareholder is given one (1) ballot to elect BOD members by Vingroup, on which the code

and name of the shareholder, the total number of votes and the number of shares multiplied by the number of additional BOD members to be elected.

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

### 2.1. Valid ballot is:

- Issued by the Organizing Committee of the AGM using a unified form with Vingroup's stamp, not torn, erased or scratched;
- With signature of the shareholder or the proxy;
- The total number of votes for the candidate is equal to (=) or less (<) than the total number of ballots given to the shareholders.

### 2.1. An invalid ballot is:

- Not issued by the Organizing Committee of the AGM;
- The ballot does not bear Vingroup's official stamp;
- Ballots without the signature of the shareholders or their proxies;
- The total number of votes for the candidate is more (>) than the total number of ballots given to the shareholders;
- Shareholders cross out the candidate's name or add another person's name to the list of candidates;
- Torn, erased or scratched and/or containing containing additional information and symbols irrelevant to the election;

The invalid ballots are dismissed from the election results.

### 2.3. Filling a ballot

- Shareholders write down the number of votes they want to cast in the column "Number of votes" or check (x) or (v).
- 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";
- Sign on the ballot.

## **3. Regulations on vote counting process**

### 3.1. The Vote Counting Committee is responsible for counting the votes in accordance with the following regulations:

- Check the validity of the ballots;
- Check each ballot in turn and record in writing vote counting results;
- Seal all the ballots upon completion of the vote counting.

### 3.2. Make a report on the vote counting results:

The Vote Counting Committee shall prepare a minutes of vote counting results for additional BOD members

## **Article 5. Electronic voting**

### 1. The Organizing Committee provides shareholders attending the General Meeting with 01 access

account to log into the electronic voting system (in case the Group applies information technology to the election of members of Board of Directors at the meeting);

2. Shareholders use the account provided by the Organizer to log into the System and conduct electronic voting.
3. Shareholders shall conduct electronic voting according to the instructions of the Organizing Committee at the General Meeting.
4. From the time the System closes the voting content, the shareholder has no right to change any of the voting content. The voting results of the shareholder recorded on the System according to the access account are final and no claims/claims are allowed in relation to this outcome.
5. The election results will be announced by the Vote Counting Committee at the General Meeting right after the voting is completed.

**Article 6. Selection criteria.**

The candidate to be elected as a BOD member must have valid votes reaching at least 51% of the Vingroup's total number of voting shares.

All disputes about election results are considered only at the AGM, shareholders must not object to this validity at any other time.

**Article 7. Announcement of election results for additional Board of Directors members.**

The election results of additional BOD members are announced at the AGM and disclosed in accordance with regulations, and posted on Vingroup's website together with the AGM minutes and resolutions.

**Article 8. Effectiveness of these Regulations.**

These regulations were approved at the 2022 Annual General Meeting of Vingroup.

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

**(signed)**

**PHAM NHAT VUONG**



No.: 12/TTr-HDQT-VINGROUP

Hanoi, 19 April 2022

**PROPOSAL OF THE SUPERVISORY BOARD****Re: Election of the Supervisory Board members for the term 2022 - 2027****To: THE GENERAL MEETING OF SHAREHOLDERS**

In 2022, the office five-year term (2017 – 2022) of the Supervisory Board of Vingroup Joint Stock Company (“**Vingroup**”) will expire. Pursuant to legal requirements and the Charter of Vingroup, the Supervisory Board would like to submit proposed election of the Supervisory Board members for the term 2022 - 2027 to the AGM for review and approval with the following details:

- 1. The number of members of the Supervisory Board elected:** 03 members.
- 2. Eligibility and pre-requisites for Supervisory Board candidates.**

Members of the Supervisory Board shall meet qualifications and conditions prescribed in Article 169 of the Law on Enterprises and Vingroup Charter, specifically as follows:

- 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 Vingroup'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 of Vingroup;
- d) He/she is not a manager of Vingroup;
- e) Not necessarily being a Vingroup shareholder or employee.

In addition, a member of the Supervisory Board does not fall into the following cases:

- (i) Any person working for financial, accounting department of the Group;
- (ii) Be a member or an employee of the independent accredited audit organization that audited the Group's financial statements over the last 03 years.

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

- a) Nomination/self-nomination application form (in required form);
- b) Resume of the candidate;
- c) Copies of Identity Card/Passport and Diplomas and/or certificates of educational qualifications of the candidate (if any);

Dossier for nominated and self-nominated candidates shall be sent to:

**The Organizing Committee of the 2022 Annual General Meeting**

**Vingroup Joint Stock Company**

**No. 7, Bang Lang 1 street, Vinhomes Riverside Ecological Urban Area, Viet Hung ward, Long Bien district, Hanoi**

**Telephone: 024-39749999.**

4. Information on candidates for the Supervisory Board, the draft policy on election of the Supervisory Board members and the sample voting forms for such election are posted on the Vingroup's website at: [www.vingroup.net](http://www.vingroup.net), under Investor Relations/Information Disclosure/Annual General Meeting section.

We hereby would like to have the AGM to consider and perform the procedures to elect the Supervisory Board members of Vingroup for the term 2022-2027 in accordance with regulations.

Thank you.

**ON BEHALF OF THE SUPERVISORY BOARD**

To:

**HEAD**

- *As above*

- *Vingroup Archives*

**(signed)**

**NGUYEN THE ANH**



Hanoi April 19, 2022

## REGULATIONS ON ELECTION OF SUPERVISORY BOARD MEMBERS

### TERM 2022 - 2027

#### Article 1: Principles of election and eligibility to vote

##### 1.1 Principles of election:

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

##### 1.2 Eligibility to vote: Shareholders who own shares with voting rights on the list of shareholders issued by the Vietnam Securities Depository Center (VSD) on 07 April 2022, or their proxies who attend the General Meeting of Shareholders in person.

#### Article 2: Number, criteria, and requisites of members of the Supervisory Board for the term 2022 - 2027

2.1 The number of members of the Supervisory Board to be elected: 03 members.

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

Members of the Supervisory Board shall meet qualifications and conditions prescribed in Article 169 of the Law on Enterprises and Vingroup Charter, specifically as follows:

- f) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;
- g) He/she is trained in economics, finance, accounting, audit, law, business administration or another major that is relevant to Vingroup's operation;
- h) 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 of Vingroup;
- i) He/she is not a manager of Vingroup;
- j) Not necessarily being a Vingroup shareholder or employee.

In addition, a member of the Supervisory Board does not fall into the following categories:

(iii) Any person working for financial, accounting department of the Group;

(iv) Be a member or an employee of the independent accredited audit organization that audited the Group's financial statements over the last 03 years.

#### Article 3: Nomination/self-nomination of member of the Supervisory Board for the 2022 - 2027 term

The nomination and self-nomination for members of the Supervisory Board is carried out as follows:

- 3.1. Shareholders or groups of shareholders (combining the number of shares of each shareholder) holding at least 10% of the total number of common shares have the voting rights to nominate



candidates as members of the Supervisory Board.

- 3.2. In such cases where no shareholders / groups of shareholders nominate or the number of nominated/self-nominated candidates does not meet the minimum number specified in Vingroup's Charter or required by law, the incumbent Supervisory Board may nominate additional candidates up to the minimum number required. The list of candidates that the incumbent Supervisory Board nominate must be announced at the General Meeting of Shareholders before the nomination can proceed.

**Article 4: Dossier for nomination/self-nomination of Supervisory Board candidate for the 2022 - 2027 term**

- 4.1 Dossier for nomination/self-nomination of Supervisory Board candidate shall consist of:
- d) Nomination/self-nomination application form (in required form);
  - e) Resume of the candidate;
  - f) Copies of Identity Card/Passport and Diplomas and/or certificates of educational qualifications of the candidate (if any);
- 4.2 Dossiers for nomination/self-nomination of candidate shall be sent to Vingroup 15 days before the opening of the AGM for compilation, review and disclosure of information on candidates for the Supervisory Board.
- 4.3 Only nominated/self-nominated candidates that meet with requirements set forth in accordance with the regulations of the laws shall be sent to the Organizing Committee before the deadline mentioned above and shall be included in the list of Supervisory Board candidates announced at the Annual General Meeting (“AGM”).

**The attachment to this Regulation includes:**

- *Form 1: The Supervisory Board member self-nomination form.*
- *Form 2: The Supervisory Board member nomination form.*

**Article 5: Election procedure**

- 5.1 The vote-casting to elect members of the Supervisory Board shall be conducted by way of cumulative voting, whereby each shareholder or the proxy attending the Meeting shall have the total number of votes equal to the total number of shares owned/authorized multiplied with 3 (the number of members to be elected per Article 2).
- 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 3 members of the Supervisory Board;*
- b. *The shareholder shall have: 100 (shares) x 03 (members of the Supervisory Board to be elected) = 300 votes*
- c. *The shareholder may use all 300 votes for 01 candidate or divide the votes among the candidates as long as the total votes casted are equal to or smaller than 300.*

## **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 shares, the total number of votes (equal to the number of shares multiplied by the number of the Supervisory Board members to be elected) and the list of candidates being nominated to the Supervisory Board 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. Writing instructions: Shareholders shall write their Voting Cards according to the instructions of the Vote Counting Committee at the General Meeting.
- b. Valid ballot is:
  - Released by the Organizing Committee with official stamp of Vingroup;
  - Signed by the shareholder or the proxy;
  - Not torn, erased, revised or scratched.
- c. Invalid ballot is either:
  - Issued by anyone other than the Organizing Committee;
  - Without Vingroup's official stamp;
  - Torn, erased, revised 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 Supervisory Board members to be elected; or
  - 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.

### 6.3 General principles of vote-casting for the Supervisory Board 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. Voting starts at the signal of the Head of the Supervisory Board and ends when the last shareholder casts his vote in the ballot box.
- 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 consists of one head and committee members, nominated by the AGM Chairperson and approved by the AGM to conduct the vote counting for Supervisory Board Member.
  - b. The Vote Counting Committee shall count the ballots cast as follows:
    - 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.
- 6.5. Establishing and disclosing minutes of vote counting.

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

#### **Article 7. Electronic voting**

- 7.1. The Organizing Committee provides shareholders attending the General Meeting with 01 access account to log in to the electronic voting system (in case the Group applies information technology to the election of members of the Supervisory Board at the General Meeting of Shareholders);
- 7.2. Shareholders use the Account provided by the Organizer to log in to the System and conduct electronic voting.
- 7.3. Shareholders shall conduct electronic voting according to the instructions of the Organizing Committee at the General Meeting.
- 7.4. From the time the System closes the voting content, the shareholder has no right to change any of the voting content, the voting result of the shareholder is recorded on the System according to the Access account as the final result and no claim/complaint is allowed in connection with this outcome.
- 7.5. The election results will be announced by the Vote Counting Committee at the General Meeting right after the voting is completed.

#### **Article 8. Selection criteria**

- 8.1 The candidate to be elected as a member of the Supervisory Board must have valid votes of more than 50% of the total voting shares of Vingroup.
- 8.2 In case there are 02 or more candidates with the same number of votes for the remaining member of the Supervisory Board, priority will be given to selecting the person who owns more shares of Vingroup. In case the candidates do not own shares or the number of shares of these candidates is equal, the General Meeting will conduct re-election among the candidates with the same number of votes. The winner is the person with the highest number of votes.

**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 Supervisory Board election for the term 2022-2027 at the 2022 AGM of Vingroup.

**HEAD OF THE SUPERVISORY BOARD**

**(signed)**

**NGUYEN THE ANH**

**FORM 1: SELF-NOMINATION OF SUPERVISORY BOARD MEMBERS**

*(Attached to Regulations on election of the Supervisory Board members for the term 2022 - 2027)*

**VINGROUP JOINT STOCK COMPANY**

**THE SOCIALIST REPUBLIC OF VIETNAM**



*Independence - Freedom - Happiness*

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*Hanoi, 2022*

**SELF-NOMINATION OF SUPERVISORY BOARD MEMBERS**

**VINGROUP JOINT STOCK COMPANY**

To: **The Organizing Committee of the 2022 Annual General Meeting**

My name is .....

Shareholder code: .....

Date of birth:.....Place of birth.....

Residential

Address:.....

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

Degree:.....Major:.....

Number of shares owned: .....shares, corresponding to: .....% of Vingroup's charter capital.

Pursuant to the provisions of the Law on Enterprises and the Vingroup's Charter, I am nominating myself for the position of a member of the Supervisory Board of Vingroup for the term 2022 - 2027.

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

Thank you.

**CANDIDATE**

*(Signature and full name)*

**Enclosure:**

- Resume of the candidate
- Copy of a valid Identity Card/Passport of the candidate
- Copy of Diplomas and/or certificates of educational qualifications of the candidate (if any)

**FORM 2: NOMINATION OF SUPERVISORY BOARD MEMBERS**

*(Attached to Regulations on election of the Supervisory Board members for the term 2022 - 2027)*

**VINGROUP JOINT STOCK COMPANY**

**THE SOCIALIST REPUBLIC OF VIETNAM**



**Independence - Freedom - Happiness**

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*Hanoi, 2022*

**NOMINATION OF SUPERVISORY BOARD MEMBERS**

**VINGROUP JOINT STOCK COMPANY**

**To: The Organizing Committee of the 2022 Annual General Meeting**

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

No.	Full name of shareholder	ID/ Passport/ Business Registration Certificate No., date and place of issue	Number of shares owned	Percentage of ownership	Signed by individual shareholder, or signed and sealed by Legal representative of institutional 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 issue:.....Place of issue.....

Degree:.....Major:.....

for the position of a member of the Supervisory Board of the Company for the term 2022 - 2027.

I/We undertake that Mr. /Ms. meets all the eligibility requirements for the nomination of member of the Supervisory Board for the term 2022 - 2027 in accordance with the Vingroup's Charter and the Law on Enterprises.

**Enclosure:**

- Resume of the candidate
- Copy of a valid Identity Card/Passport of the candidate
- Copy of Diplomas and/or certificates of educational qualifications of the candidate (if any)