



VINGROUP JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM

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Independence - Freedom - Happiness

No: 141/2023/CV-TGD-VINGROUP

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*Hanoi, May 18, 2023*

**EXTRAORDINARY INFORMATION DISCLOSURE**

**To: The State Securities Commission of Vietnam**

**Ho Chi Minh Stock Exchange**

**Ha Noi 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 May 17, 2023, Vingroup successfully held the Annual General Meeting of Shareholders (“AGM”) in 2023.

Vingroup announces the 2023 AGM’s Resolution and Minute attached.

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

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

**THE LEGAL REPRESENTATIVE OF VINGROUP**

(signed)

**NGUYEN VIET QUANG**

**Chief Executive Officer**



VINGROUP JOINT STOCK COMPANY

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No: 142/2023/CV-TGD-VINGROUP

*Ha Noi, May 18, 2023*

**ANNOUNCEMENT ON CHANGE OF PERSONNEL**

- To: - **The State Securities Commission of Vietnam**  
- **Ho Chi Minh Stock Exchange**  
- **Ha Noi Stock Exchange**

Pursuant to the Resolution No.: 01/2023/NQ-DHDCD-VINGROUP issued by 2023 Annual General Meeting of Shareholders (“GMS”) of Vingroup Joint Stock Company (“Vingroup”) on May 17, 2023, we would like to inform the change of personnel of Vingroup as below:

**I. Step-down from being a member of the Board of Directors:**

- Step-down of **Mr. Yoo Ji Han**
- Title before the step-down: Member of the Board of Directors.
- Effective Date: May 17, 2023.

**II. Election/appointment:**

- Electing **Ms. Chun Chae Rhan**
- Title before election: None.
- Title after election: Member of the Board of Directors.
- Term of being a member of the Board of Directors: in accordance with the term of the Board of Directors (2021 – 2026).
- Effective Date: May 17, 2023.

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

**LEGAL REPRESENTATIVE OF VINGROUP**

**(signed)**

**NGUYEN VIET QUANG**  
**Chief Executive Officer**

No.: 01/2023/NQ-ĐHĐCĐ-VINGROUP

Hanoi, 17 May 2023

**RESOLUTION**  
**OF THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**THE GENERAL MEETING OF SHAREHOLDERS**

Pursuant to:

- *The Law on Enterprises and its implementation guidelines;*
- *The Law on Securities and its implementation guidelines;*
- *The Charter of Vingroup Joint Stock Company (“Vingroup”);*
- *The Meeting Minutes of 2023 Annual General Meeting of Vingroup (“AGM”) dated 17 May 2023;*
- *The vote counting minutes of the AGM dated 17 May 2023.*

**HEREBY RESOLVES TO:**

1. **Approve the Report of the Board of Directors (“BOD”) in 2022.**
2. **Approve the BOD’s proposal of 2022 business performance and the 2023 business plan.**
3. **Approve the Report of the Supervisory Board in 2022.**
4. **Approve the 2022 audited financial statements in accordance with the proposal of the BOD.**
5. **Approve the appropriation plan for accumulated undistributed earnings by year-end 2022.**
6. **Approve the remuneration for members of the BOD and the Supervisory Board in accordance with the proposal of the BOD and the Supervisory Board.**
7. **Approve the list of independent audit firms in accordance with the proposal of the BOD.**
8. **Approve the amendment and supplement to the Internal regulations on Corporate governance and Regulation on the operations of the BOD in accordance with the proposal of the BOD.**
9. **Approve the plan of listing of bonds in case of public offerings in accordance with the proposal of the BOD.**
10. **Approve the plan for bond issuance and related tasks in accordance with the proposal of the BOD.**
11. **Approve the step-down of Mr. Yoo Ji Han from being a member of the BOD.**
12. **Elect additional member of the BOD for the term of 2021-2026 with the following results:**

No.	Full name of the additional Board of Directors members	Votes	Ratio (%)
1	Ms. Chun Chae Rhan	3,610,077,740	99.90%

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

After the step-down and additional election of member, Vingroup’s BOD term 2021 – 2026 includes the following members:

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

### **13. 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;*
- *HNX;*
- *Vingroup archives.*

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

**(signed)**

**PHAM NHAT VUONG**



**VINGROUP**

**VINGROUP JOINT STOCK COMPANY**

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

No: 01/2023/BB-ĐHĐCĐ-VINGROUP

**MINUTES  
OF THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**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 No. 1 - Hanoi Department of Planning and Investment for the first time on May 3, 2002.

**Time and location of the meeting:** The meeting will begin at 9:00 AM on May 17, 2023 at the following meeting venue: Almaz Convention Center, Hoa Lan Street, Vinhomes Riverside Eco-Urban Area, Phuc Loi Ward, Long Bien District, Hanoi, Vietnam.

**A. PROCEDURES**

**1. Statement of reasons**

The MC announces the statement of reasons for the meeting: Pursuant to Vingroup's Charter and current Laws, the BOD of Vingroup convenes the 2023 Annual General Meeting of Shareholders ("AGM" or "Meeting") to seek AGM's approval on matters within its jurisdiction.

The Chairman of the Meeting announces that the AGM was organized and operated in accordance with the Regulation on organization and operation of the AGM approved by the General Meeting of Shareholders ("GMS").

**2. Shareholder Eligibility Verification Report:**

On behalf of the Organizers, the MC announces the Shareholder Eligibility Verification Report up to 9:00 AM:

- The total number of shareholders directly attending or an authorized proxy attending the AGM is 128 people, representing 3,369,338,905 shares, equivalent to 3,369,338,905 votes, accounting for 88.34% of the total number of shares with voting rights (according to the Shareholders Register recorded on April 13, 2023 of eligible shareholders to attend the AGM provided by the Vietnam Securities Depository Center).
- 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 is eligible to proceed.

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

- 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 Chief Executive Officer
- Mr. Nguyen Thi Thu Hien – Chief Accountant

**4. Ms. Pham Thi Hai Yen was nominated as the Secretary of the Meeting are nominated and approved by the GMS with approval rate of 100%**

**5. The Vote Counting Committee of the Meeting was nominated and approved by the GMS with approval rate of 100%, 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. CONTENT AND AGENDA OF THE MEETING**

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

1. The Presiding Committee announces, and the GMS approves the Agenda (*attached document*) with the approval rate of 100% of the total number of votes.
2. The GMS approves the Regulation on organization and operation of the 2023 AGM (*attached document*) with the approval rate of 100% of the total number of votes.

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

1. Mr. Nguyen Viet Quang – Vice Chairman of the BOD cum Chief Executive Officer briefly presented the BOD's Proposals, including:
  - (i) Report of the Board of Directors in 2022 (*attached document*).
  - (ii) BOD's proposal regarding 2022 business performance and 2023 business plan (*attached document*).
  - (iii) The proposal on the step-down and election of additional BOD member for the 2021-2026 term, Regulations on the election of additional BOD members (*attached document*) and Information of additionally elected BOD candidate.
2. Mr. Nguyen The Anh – Head of the Supervisory Board briefly presented the following documents:
  - (i) Report of the Supervisory Board in 2022 (*attached document*).
  - (ii) Proposal regarding remuneration for members of the BOD and the Supervisory Board (*attached document*).
3. Ms. Nguyen Thi Thu Hien – Chief Accountant briefly presented the Proposals including:
  - (i) Proposal on the 2022 financial performance in accordance with 2022 audited financial statements (*attached document*).
  - (ii) Proposal on the appropriation plan for the accumulated undistributed earnings by year-end 2022 (*attached document*).
  - (iii) Proposal on the list of independent audit firms (*attached document*).

4. Mr. Nguyen Viet Quang – Vice Chairman of the BOD cum CEO briefly presented the proposals of the BOD, including:
  - (i) Proposal on amendment and supplement to the Internal Regulations on corporate governance and Regulation on the operations of the BOD (*attached document*)
  - (ii) Proposal on listing of bonds in case of public offerings (*attached document*).
  - (iv) Proposal on the plan for bond issuance and related tasks (*attached document*).

### **III. DISCUSSION:**

The Presiding Committee and the AGM listened to opinions spoken by the shareholders and discussed the matters in the Reports and Proposals presented in the Meeting. The AGM agreed on the responses at the Meeting and did not make any other comments.

### **IV. VOTING FOR THE MATTERS IN THE MEETING AGENDA AND ELECTION OF ADDITIONAL BOD MEMBER.**

1. The head of the Vote Counting Committee updates the results of Shareholder Eligibility Verification before the AGM conducts the voting and up to the time of 10am:
  - The total number of shareholders directly attending and authorized proxies attending the AGM is 167 people, representing 3,612,764,850 shares, equivalent to 3,612,764,850 votes, accounting for 94.73% of the total number of votes of Vingroup.  
  
Total number of votes of all shareholders participating and voting at the Meeting are prescribed as “**Total number of votes**”)
2. Instruction on voting methods on contents at the AGM and elect additional members of the BOD via electronic voting method.
3. The AGM conducts the voting and election.

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

The head of the Vote Counting Committee on behalf of the Vote Counting Committee announced the voting and election results at the AGM.

(Details of voting results for each content of the AGM and election results are shown in the Minute of Vote Counting).

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

#### **1. Approval of the Report of the Board of Directors in 2022**

*This resolution is approved with 3,612,758,235 approval votes, accounting for 100.00% of the total number of votes.*

#### **2. Approval of the 2022 business performance and 2023 business plan according to the BOD's proposal**

*This resolution is approved with 3,612,756,735 approval votes, accounting for 100.00% of Total number of votes.*

#### **3. Approval of the report of the Supervisory Board in 2022**

*This resolution is approved with 3,612,756,935 approval votes, accounting for 100.00% of Total number of votes.*

#### **4. Approval of the 2022 audited financial statements**

*This resolution is approved with 3,612,739,135 approval votes, accounting for 100.00% of Total number of votes.*

**5. Approval of the appropriation plan for the accumulated undistributed earnings by year-end 2022 according to the proposal of the BOD**

*This resolution is approved with 3,612,735,235 approval votes, accounting for 100.00% of Total number of votes.*

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

*This resolution is approved with 3,612,745,233 approval votes, accounting for 100.00% of Total number of votes.*

**7. Approval of the list of independent audit firms according to the proposal of the BOD**

*This resolution is approved with 3,582,231,346 approval votes, accounting for 99.15% of Total number of votes.*

**8. Approval of amendments and supplements to the Internal regulations on Corporate governance and Regulations on operation of the BOD according to the proposal of the BOD**

*This resolution is approved with 3,612,758,235 approval votes, accounting for 100.00% of Total number of votes.*

**9. Approval of listing of bonds in case of public offerings according to the proposal of the BOD**

*This resolution is approved with 3,609,514,939 approval votes, accounting for 99.91% of Total number of votes.*

**10. Approval of the plan for bond issuance and related tasks according to the proposal of the BOD**

*This resolution is approved with 3,580,252,767 approval votes, accounting for 99.10% of Total number of votes.*

**11. Approval of the step-down of Mr. Yoo Ji Han from being member of the BOD**

*This resolution is approved with 3,612,502,936 approval votes, accounting for 99.99% of Total number of votes.*

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

No.	Full name of members of the Board of Directors to be added	Votes	Ratio (%)
1	Ms. Chun Chae Rhan	3,610,077,740	99.90%

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

After the step-down and additional election of members, Vingroup's BOD term 2021 – 2026 includes the following members:

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

**C. APPROVAL OF THE AGM MINUTES AND CLOSING**

This Meeting Minute were approved by the GMS at the AGM with the approval rate of 100% of the total number of votes.

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

The Chairman and Secretaries are jointly responsible for the accuracy and truthfulness of the content of the Minutes and sign below

**Signature of the Chairman and Secretary of the Meeting**

**CHAIRMAN OF THE MEETING**

**(signed)**

\_\_\_\_\_  
**PHAM NHAT VUONG**

**SECRETARY OF THE MEETING**

**(signed)**

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**PHAM THI HAI YEN**



**AGENDA OF THE 2023 ANNUAL GENERAL MEETING  
VINGROUP JOINT STOCK COMPANY**

Time: 9:00 AM, Wednesday, May 17, 2023

Venue: Almaz Convention Center, Hoa Lan Street, Vinhomes Riverside Ecological Urban Area, Phuc Loi Ward, Long Bien District, Hanoi, Vietnam.

Time	Description	Chaired by
08:30 AM – 09:00 AM	Shareholder registration & distribution of meeting materials	Organizing Committee
09:00 AM – 09:05 AM	Shareholder Eligibility Verification Report	MC
09:05 AM – 09:10 AM	Introduction of the Annual General Meeting of Shareholders (“AGM”)’s Chairperson and Presiding Committee	MC
09:10 AM – 09:15 AM	Opening ceremony, nomination of the AGM Secretaries, and election of the Vote Counting Committee	Presiding Committee
09:15 AM – 09:20 AM	Approval of the regulations on the organization and operation of the AGM 2023	
09:20 AM – 09:25 AM	Approval of the meeting agenda	Presiding Committee
09:25 AM – 10:00 AM	Presentation of reports and proposals:	
	1. Report of the Board of Directors (“BOD”) in 2022	Presiding Committee
	2. BOD’s proposal regarding 2022 business performance and 2023 business plan.	
	3. Report of the Supervisory Board in 2022.	Head of the Supervisory Board
	4. Proposal on the 2022 financial performance in accordance with FY2022 audited financial statements.	Presiding Committee
	5. Proposal on the appropriation plan for the accumulated undistributed earnings by year-end 2022.	
	6. Proposal on the remuneration for members of the BOD and the Supervisory Board.	
	7. Proposal on the selection of independent audit firm.	
	8. Proposal on amendments and supplements to the Regulations	
	9. Proposal on listing of bonds in case of public offerings	
	10. Proposal on the plan for bond issuance.	
	11. The proposal on the step-down and election of additional BOD members for the 2021-2026 term and Regulations on the election of additional BOD members.	
12. Other issues (if any).		
10:00 AM – 10:30 AM	Discussion	Presiding Committee
10:30 AM – 10:45 AM	Guidance on voting and the election of additional members of the Board of Directors	Vote Counting Committee
	Vote counting for the election of additional BOD members	
10:45 AM – 11:00 AM	Tea break	
11:00 AM – 11:15 AM	Announcement of the results of vote counting and election of additional members of the BOD	Vote Counting Committee
	Approval of the AGM’s Minutes and Closing	Presiding Committee



VINGROUP JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Hanoi, April 25, 2023

**REGULATIONS ON THE ORGANIZATION AND OPERATION  
OF THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1: Scope and applicability**

- 1.1 These Regulations shall apply to the organization of the 2023 Annual General Meeting of Shareholders (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 for complying with these Regulations.

**CHAPTER II  
RIGHTS AND OBLIGATIONS OF AGM PARTICIPANTS**

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

- 2.1 Eligibility for attendance at the AGM:  
  
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 AGM.
- 2.2 Shareholders’ rights with regards to the AGM:
  - a. Shareholders have the right to participate in the AGM or authorize in writing for another person to represent them as a proxy at the AGM;
  - 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’s Charter;
  - c. The Organizing Committee shall provide the Shareholders and proxies with a AGM 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 AGM);
  - e. Any shareholder or proxy arriving late at the AGM before the end of the AGM 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 regard 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 access account and other identifiers provided by Vingroup 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 AGM 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 AGM must be publicly disclosed and are subject to the approval of the Meeting's Chairperson;
- e. All opinions spoken and votes cast shall be made appropriately in accordance with the Organizing Committee's guidance. The Chairperson's instructions at the AGM 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 01 (one) head and other committee members and will be responsible to perform the following tasks:
  - a. Verifying shareholder and proxy's eligibility: Request shareholders or proxies participating in the AGM 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 cards, and other relevant meeting documents or instructions for shareholders to log into the electronic shareholder eligibility verification system when the AGM is happening;
  - c. The Shareholder Eligibility Verification Committee shall use login information from the access accounts of shareholders to determine the number of shareholders attending the AGM.
  - d. Reporting shareholder eligibility verification results to the AGM:
    - + Prior to the AGM begins;
    - + Prior to each voting session at the AGM.
  - e. Identifying related shareholders who do not have voting rights 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 a support 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 (01) head and committee members, nominated by the AGM's 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, and voting methods in electronic form at the AGM;

- 4.3 The Vote Counting Committee counts votes, determines, and excludes related shareholders having no voting rights (if any) from voting on each matter. In case the Vote Counting Committee are unable to identify the exact number of related shareholders having no voting rights (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 related shareholders having no voting rights does not affect the effectiveness of the resolution for which the shareholders participated in the 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 AGM;
- 4.5 The Vote Counting Committee may form a support 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 the Supervisory Board shall lead 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's 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 for the AGM;
- 5.4 The AGM Chairperson's decisions regarding order, procedures, and matters arising beyond the approved agenda shall be the final decisions.
- 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's Charter) if the Chairperson deems that:
  - a) The venue of the AGM is not large enough to provide seats for all participants;
  - b) The communication system at the AGM location is not appropriate for shareholders' attendance, discussion, and voting;
  - c) The behaviors of some participants cause disorder and disruptions that hinder the AGM from proceeding in a fair and lawful manner.
- 5.7 The Chairperson has the right not to respond to or to only 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 AGM attendees be subject to security inspection or other legal and reasonable security measures, and ask a competent authority to maintain order at the AGM or expel from the Meeting anyone who shows signs of causing disorder, disobeying the Chairperson and the Presiding Committee, hampering the Meeting progress, or declining 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: AGM Quorum**

- 6.1 The AGM shall proceed when shareholders and proxies 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 AGM per the agenda circulated to shareholders, the AGM will be deemed ineligible to proceed;
- 6.2 If the Meeting is deemed ineligible to proceed according to the above provision, the following Meeting shall be convened and conducted in accordance with Vingroup's Charter and the Law on Enterprises.

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

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

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

- 8.1 Resolutions of 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:
- Classes of shares and the total number of shares in each class;
  - Additions or changes of business lines;
  - Organizational and management restructure;
  - Investment projects or sale of assets worth 50% or greater 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 Vingroup 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 AGM.
- 9.3 Shareholders with voting rights are shareholders who have registered to attend the AGM up to the time of voting and the number of these shareholders is the basis for calculating the percentage of shareholders' votes.
- 9.4 When the system closes the voting content, the shareholder has no right to change any voted matters. The shareholder's voting result is recorded in the system according to the Access Account as the final result, and no claim/complaint in connection with this outcome is allowed.
- 9.5 Voting results will be announced by the Vote Counting Committee at the AGM right after the votes are counted.

**Article 10: Speaking opinions at the AGM**

Shareholders or proxies attending the Meeting may speak 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 registered with opinions that are related to the agenda. Opinion contents should be brief and relevant to the topic under discussion.

**Article 11: Minutes and Resolutions of the AGM**

- 11.1. The contents of the AGM shall be documented in the minutes. The AGM 's Chairperson and Secretary or another person who signed the AGM's Minutes are jointly liable for the truth and accuracy of the content of the minutes.
- 11.2. The minutes of the AGM shall be disclosed and approved by the AGM before it closes;
- 11.3. The minutes of the AGM, shareholders' eligibility verification report, vote counting minutes, and other materials recording the progress and results of the AGM must be archived at Vingroup's headquarters.
- 11.4. The minutes of the AGM will be published on Vingroup's website within twenty four (24) hours from the closing of the AGM;
- 11.5. The minutes of the AGM will form the basis for the AGM 's resolutions.
- 11.6. Based on the results of the AGM, the Chairperson shall issue resolutions on matters approved 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 the AGM's approval.
- 12.2. Any amendments or supplements to these regulations must be proposed by the Chairman of the BOD and subsequently voted on and approved by the General Meeting of Shareholders.

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

**PHAM NHAT VUONG**



VINGROUP JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

No. 01/BC-HĐQT-VINGROUP

Hanoi, April 25, 2023

## REPORT OF THE BOARD OF DIRECTORS

To: THE GENERAL MEETING OF SHAREHOLDERS

### 1. Business performance of Vingroup Joint Stock Company (“Vingroup” or “the Group”) in 2022

2022 was a challenging year for the global economy due to the impact of Covid-19 pandemic and Russia – Ukraine armed conflict. As for Vietnam’s economy, by 2022, Vietnam's GDP reached 8.02%, the highest growth rate recorded during 2011-2022, to reach over USD 400 billion for the first time. Inflation is under control at 2.59%, lower than many countries, including developed ones; and US dollar exchange rate is less fluctuating compared to other currencies.

Amidst this context, in FY2022, most of Vingroup’s business segments made strong recovery from Covid-19 pandemic. Net revenue reached VND 101,794 billion. Profit before tax and net profit after tax recorded at VND 12,756 billion and VND 2,044 billion respectively. Normalized net profit after tax of underlying businesses of the Group which excluded provision of foreign exchange loss, non-recurring expenses from the write off and provision related to the cessation of ICE cars production and discontinuance of phone business was VND 5,278 billion, achieved 88% of the plan.

### 2. Activities of the Board of Directors (“BOD”)

#### 2.1. General activities

In 2022, the Board of Directors flexibly and quickly adapted to macroeconomic fluctuating situation, and implemented response measures in governance activities notwithstanding the challenging global economy and recovery post Covid-19 pandemic.

During 2022, the Board of Directors held a four online/offline meetings with 100% attendance rate. The Board issued 31 resolutions (including the solicitations of written opinions), approving important policies changes that impacted the Group’s operations and development orientation with the main contents as follows:

Contents	Number of resolutions
Strengthening, reorganizing the corporate management and operational structure, establishing P&Ls, making executive appointments at the Group and P&L levels, and appointing an authorized representative to manage contributed capital in P&Ls	19 Resolutions
Fund raising of debts, issuance of corporate bonds, pledging of assets	12 Resolutions
<b>Total</b>	<b>31 Resolutions</b>

The list of resolutions / decisions issued by the Board of Directors in 2022 is listed and announced in the Report on Corporate Governance in 2022.

#### 2.2. Supervision activities of the Board of Directors

In compliance with the provisions of the Charter, Management Regulations of Vingroup, other internal management regulations and current laws, the Board of Directors has taken the following steps to supervise the performance of Management:

- Supervised the implementation of Vingroup development projects, investments, and business operations of the Group's companies and subsidiaries;
- Ensured the proper preparation of 2022 financial statements; 2022 quarterly, semi-annual financial statements and 2022 Annual reports;
- Successfully directed the Annual General Meeting of Shareholders on May 11, 2022;
- Led, directed the Board of Management to implement successfully the two tranches of issuance of international bonds in May and June of 2022;
- Supervised the implementation of General Meeting of Shareholders ("GMS") and BOD's Resolutions and reviewed management operation activities of the Board of Management;
- Presided over timely and transparent information disclosure; and,
- Supervise the management activities of the Board of Management to enhance operational performance and achieve business targets.

### **3. Remuneration, operational cost and other benefits of the Board of Directors**

Report of remuneration for the BOD in 2022 has been specified in details in the BOD's proposal on 2023 remuneration being submitted to the General Meeting of Shareholders.

In addition, the Group also applied certain benefits to members of the Board of Directors such as regular health check-up, health insurance, benefits 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 disclosed on the Corporate Governance Report 2022.

### **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 consists of 03 independent members, including: (1) Mr. Chin Michael Jaewuk (2) Mr. Adil Alunad and (3) Mr. Ronaldo Dy-Liacco Ibasco.

All three members are experts who have solid professional qualifications, expertise and experience in key operational areas of the Group thus they had valuable contribution to the decisions of the Board of Directors.

In 2022, 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 to ensure the Group's transparency, control of conflict of interests and protects the Group and its shareholders' interest.

#### **5.2. Assessment of independent BOD members on the Board's activities**

In 2022, the Board of Directors issued flexible decisions to adapt with the changes in manufacturing and business operations due to the impact of the Covid-19 pandemic, the Russia-Ukraine armed conflicts as well as global and domestic economic fluctuations.

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

## 6. Report on the issuance of International Bonds

At the 2022 AGM, the BOD reported to the GMS that the BOD had approved the Plan to issue International Bonds (“International Bonds”). In 2022, Vingroup successfully issued the 2nd tranches of international bonds and made proper information disclosure on this issuance.

## 7. Vingroup’s 2023 Plan of Action

In 2022, 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, including Empowerment - Standardization – Simplification – Automation - Optimization principles.

In 2023, Vingroup will further implement the aforementioned principles notwithstanding the rapid expansion of its operations and management organization in the Technology – Industrials segments. 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.

Respectfully submitted to the GMS for consideration and endorsement.

Thank you.

To:

- As above

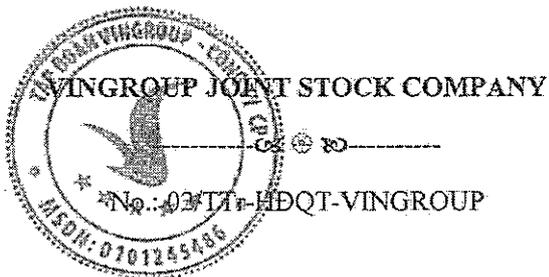
- Vingroup archives.

ON BEHALF OF THE BOARD OF  
DIRECTORS

CHAIRMAN

(signed)

PHAM NHAT VUONG



THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Hanoi, April 25, 2023

## PROPOSAL OF THE BOARD OF DIRECTORS

Re: 2022 business performance and 2023 business plan

To: THE GENERAL MEETING OF SHAREHOLDERS

### I. Vingroup's business performance in 2022 (Based on the 2022 Consolidated Financial Statements in accordance with the Vietnamese Accounting Standards)

The 2022 global economy was unpredictably challenging. The aftermath of the Covid-19 pandemic, despite being under control, has continued to pressure manufacturers and businesses worldwide, notably the slow recovery of the supply chain. The Russia-Ukraine conflict, in particular, has both direct and indirect impacts on the global economy, increasing global inflation from 4.7% in 2021 to 8.8% in 2022, a record level in the past few decades.

Despite the inevitable negative impacts, Vietnam's economy, under the prudent steering of the Government, has rapidly regained its previous growth momentum of a developing market and rebounded strongly in the second half of 2022. The 2022 GDP rose to 8.02%, the highest number in Southeast Asia and the highest growth rate in 2011-2022. Inflation was under control at 2.59% which is below the Government's initial target of 4%.

Nevertheless, domestic enterprises still face many difficulties due to the volatility in the monetary market, the stock market, and the real estate market, all of which are economic growth engines. Given that situation, Vingroup has continued to direct its constant efforts to overcoming external challenges and speeding up post-COVID-19 recovery, as evidenced by the positive results from Vingroup's pillars, including Technology – Industrials, Trade & Services, and Social Enterprises, throughout the year..

In the **Technology – Industrials** pillar, *VinFast* proudly marked its name as Vingroup's pioneering brand in global market penetration. The year 2022 was a highlight of the brand when Vinfast officially became the first petrol car manufacturer to transform into an all-electric brand.

*For the international market*, VinFast reached a historic milestone in the domestic car manufacturing industry in November 2022 by becoming the first Vietnamese brand to pass every quality criteria to export cars to the United States – one of the toughest markets in the world. VinFast also opened 22 sales and after-sales service centers in North America and Europe with a methodical approach to global market penetration. In addition, it signed a contract to build an automotive manufacturing factory in North Carolina, US, with the initial investment of USD 2 billion in March 2022. The factory has an annual capacity of 150,000 units and is expected to go into operation by 2025, giving the company a considerable advantage in the US market.

*For the domestic market*, VinFast still receives considerable interest from domestic consumers thanks to its core business strategy "Good car – Good price – Excellent after-sales," with sales reaching over 24,000 units in 2022. In the last month of 2022, VinFast's two electric car models, the VF 8 and the VF e34 ranked among the top 10 best-selling cars in the market, with VF 8 coming at no. 3 after only four months of delivery. Moreover, VinFast remains the number one e-scooter brand in the market, with sales reaching 60,000 units in 2022, a 43% y-o-y increase.

In Trade & Services pillar, *Vinhomes* still remained its leading position in the real estate market and has taken adaptive measures in response to the significant challenges due to sudden changes in macro-policies after half a year of economic stabilization following the global market volatility. In 2022, *Vinhomes* opened the two mega projects, the *Vinhomes Ocean Park 2* and the *Vinhomes Ocean Park 3*, the two last missing pieces to complete the super coastal city of nearly 1,200 hectares in the Eastern area of Hanoi. After two years of the COVID-19 pandemic, sales activities have recovered strongly in the first half of 2022, with sales from newly signed contracts and deferred sales reaching a record level of VND 128.2 trillion and VND 107.6 trillion respectively, ensuring earnings for 2023 notwithstanding market challenges. With the launch of the new social housing project *Happy Home* in May 2022 to provide “a stable home for a stable life” with home ownership to millions of Vietnamese across the country, *Vinhomes* has made clear its vision and focus on social responsibilities.

Besides *Vinhomes*, *Vinpearl*, and *VinWonders* also proved to be leaders in Vietnam’s hospitality and entertainment industry. The introduction of new products not only provides attractive experiences for local visitors but also creates momentum for *Vinpearl* to rebound strongly after the pandemic. Moreover, *Vinpearl* also transferred the management rights of its 13 hotels to the *Meliá Group* to operate under the new brand “*Meliá Vinpearl*” and six hotels to *Marriott International*. and expect to continue handing over to *Marriott* the right to operate two hotels that will open in the future.

In Retail Property, *Vincom Retail* was the only retail property developer to open three new shopping malls, all of which posted over 94% committed occupancy rate in 2022. The company's net profit after tax increased by 111% to VND 2.8 trillion, reaching 116% of the yearly target. With the implementation of comprehensive revenue optimization solutions over the year, *Vincom Retail* achieved an impressive profit after tax at 38% on revenue, the highest number among its peers in the region.

In the **Social Enterprise** pillar, the group continued to step up its global healthcare and education partnership to improve service quality and create better lives for everyone. The *Vinmec Times City* officially became a member of the *Cleveland Clinic Connected*, the second hospital in the world to join this leading network besides *Cleveland's* hospitals. Meanwhile, *Vinschool* stayed at the top in terms of education as it is the first and only system in Vietnam to be accredited by the *Council of International Schools (CIS)*. The Group has also introduced the number one UK general education *Brighton College* to Vietnam, contributing to making global knowledge closer to our people.

## **II. Project development progress**

*VinFast announced plans to construct an EV plant in North Carolina and received a project incentive of USD 1.2 billion*

In March 2022, *VinFast* announced its plan to construct an EV factory in North Carolina. The new *VinFast* factory will be located at *Triangle Innovation Park* in *Chatham County*, North Carolina and will cover an area of 800 hectares. There will be one section for manufacturing EV’s and e-buses, and a separate area for suppliers. Phase I capacity is expected to be about 150,000 vehicles annually, beginning in 2025. The first cars to be produced at the factory will include VF 8 and VF 9 models.

In July 2022, *VinFast* announced that it had been granted an incentive package worth USD 1.2 billion from the State of North Carolina. This is the largest incentive package in State history and was signed by North Carolina Governor Roy Cooper. *VinFast* is the first auto manufacturer to locate a plant in North Carolina.

*VinES began operations at a cylindrical cell factory in Hai Phong and held a ground-breaking ceremony for a battery factory in Ha Tinh with Gotion*

In September 2022, *VinES* completed the construction and installation of its cylindrical cell factory in Hai Phong. The cylindrical cell factory will manufacture battery cells for *VinFast* electric cars and motorcycles.

Joint Venture between *VinES* and *Gotion* (an energy solutions company) broke ground in November 2022

for a 14-hectare LFP battery cell factory in the Vung Ang Economic Zone of Ha Tinh with a total investment of nearly USD 275 million and a designed capacity of 5 GWh per year, or about 30 million battery cells. Mass production is expected to start in 2Q – 3Q2024 as the first LFP factory in Vietnam, bringing hundreds of new jobs to local workers.

*Vinhomes has launched two new residential developments, Vinhomes Ocean Park 2, and Vinhomes Ocean Park 3*

At the end of April 2022, Vinhomes officially launched Vinhomes Ocean Park 2. The new development offers exclusive amenities of high quality, including Royal Wave Park, the world's largest artificial wave-creating saltwater lake within the urban area of 18 hectares. Vinhomes Ocean Park 2 recorded VND 49 trillion in presales with 4,500 low-rise units, equivalent to USD 2.1 billion after just two months of launch. Vinhomes also completed and delivered 3,500 low-rise units of this project in 2022, in which the first 1,300 units were handed over to home buyers in September 2022, just five months after the start of construction.

Following the success of Vinhomes Ocean Park 2, Vinhomes launched Vinhomes Ocean Park 3 in October 2022, a megacity development and final piece of the 1,200 hectare marine mega-urban complex in eastern Hanoi. The project contains a Tropical Paradise Bay Park (a "four-season lifestyle resort"). Presales were well taken with 800 units sold out of 1,000 units launched within the first three days.

*Vincom Retail opened three shopping malls in Hanoi, Tien Giang and Bac Lieu*

On 28 April 2022, Vincom Retail opened Vincom Mega Mall Smart City covering a scale of 68 thousand sqm in Vinhomes Smart City (Hanoi). Developed as a "Life-Design Mall" in Vietnam, Vincom Mega Mall Smart City is seen as a "revolutionary" project that "improves customer experience by combining modern technology, natural indoor space and services that have never been offered at a shopping mall.

In June 2022, Vincom Retail opened two other shopping malls – Vincom Plaza My Tho in Tien Giang and Vincom Plaza Tran Huynh in Bac Lieu, thereby, increasing the total number of shopping malls to 83, covering 44/63 provinces of Vietnam.

*Vinpearl has completed a strategic cooperation agreement with two of the world's leading hotel groups. VinWonders launched new entertainment services*

Vinpearl has completed a strategic cooperation agreement with Meliá Hotels International and Marriott International. Under these agreements, Vinpearl will transfer management rights of 13 of its hotels to Meliá, and 6 of its hotels to Marriott International. These 19 hotels, after being transferred to their new managers, will operate under new brand names: Meliá Vinpearl, Autograph Collection, Sheraton, Four Points by Sheraton, and Marriott.

During 2022, VinWonders launched new and first time super-entertainment projects and services in Vietnam. Hai Vuong Palace is the world's largest turtle-shaped aquarium at VinWonders Phu Quoc, and Vinpearl Submarine Nha Trang at VinWonders Nha Trang -a transparent submarine with 360-degree views. Another new entertainment service is Tropical Paradise, part of VinWonders Nha Trang, is a water park with the largest number of games of any island water park in Asia.

These new services offer a wide variety of experiences to both domestic and international tourists and aim to attract a returning wave of international tourists to Vietnam after two years of Covid-19.

### **III. 2023 Business Plan**

#### **Vingroup's 2023 Plan of Action**

In 2023, Vingroup will promote operations that transform its business and strengthen its three core pillars: Technology – Industrials, Trade & Services, and Social Enterprises. The Group continues to maintain a decentralized P&L model at its subsidiaries with an emphasis on efficiency and transparency and further promotes the implementation of the "Five Transformational Principles" to build a streamlined, multi-

functional and robust governance mechanism. Specifically:

- Business development: Diversify the products and services of each business segment with the aim of delivering products of the highest quality, 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.
- Source of investment capital: Diversify fund raising channels both domestically and internationally through a variety of financial instruments, effectively control new investments, and match the availability of capital in the short-term and long-term with appropriate uses.
- Human resources management and corporate culture: Promote the role of leaders while building its leadership pool internally; build an effective, fair and civilized working environment; and further improve the well-being of employees

### 2023 Action plan for business segments

In 2023, **VinFast** aims to develop its sales network in all domestic and international target markets, accelerate sales and product handover in key markets (the USA). In terms of marketing, VinFast will employ a direct marketing strategy, focusing on test-drive and promotion of new car models to be launched in 2023 through local auto shows. In manufacturing, the company will boost the mass production of models opened for sale in 2022 for on-time delivery (VF 5, VF 8, and VF 9), prepare for production of new models (VF 6 and VF 7), and push the implementation of the factory project in North Carolina, the United States. In R&D, VinFast will step up research and manufacturing activities of other environmentally friendly vehicles (electric buses, electric motorcycles, and electric bicycles).

**VinES**, with the mission of being a comprehensive energy solution provider for VinFast to thrive for the strategy of having more control over critical components, will strive to strengthen its manufacturing and R&D capabilities and promote global strategic cooperation.

In residential real estates, to prepare for the potential impacts of the macro-economy and policy environment, **Vinhomes** has drawn out its agile solutions and specific plans. The company will leverage its land bank to develop green and smart urban area projects with full amenities to meet the increasing demand of customers and ensure global sustainability trend. In addition, appropriate sales & marketing policies and offers are in place to encourage residents to move in, thereby forming crowded communities and boosting sales. In terms of development cooperation, Vinhomes will select partners with strong financial capabilities to co-develop products and zoning plans to accelerate residential area formation and attract customers. Besides, Happy Home will be the focus of Vinhomes in the coming time, with its commitment to developing a full-amenity model (typical of Vinhomes) including school, shopping mall, theme park, children's playground, and sports zone.

In industrial real estates, **Vinhomes IZ** will continue to attract FDI investment cash flows, focus on researching and introducing smart industrial property models, ecological industrial parks, and large-scale specialized industries. At the same time, **VHIZ** will boost up investment promotion activities, and complete legal documents and infrastructure to sign with partners as soon as the next projects come into operation.

In retail real estates, **Vincom Retail** plans to open two new shopping malls, reaching a total of 85 shopping malls in 45/63 provinces nationwide. The Company will place great importance on supporting strategic tenants in expanding their presence in potential provinces and cities, as well as prospecting new tenants including international brands and Vietnamese brands. Vincom Retail will focus on promoting local and Asia favorite brands and will act as a bridge that connects international brands and local retailers by introducing first-time-ever global brands into Vietnam, thereby increasing the company's investment opportunities. In terms of products and customer experience, Vincom Retail continues to develop the Life-Design Mall into a destination of creativity, modern and dynamic lifestyle for the young generation. In governance and operations, optimization initiatives combined with digital transformation will be

continuously piloted, helping maintain operational efficiency, support quick decision-making, and improve competitiveness.

In Hospitality and Entertainment, Vinpearl aims to continue the strong recovery as the tourism industry is anticipated to rebound in 2023, with a substantial contribution of hotel and F&B segments besides golf services. To accomplish the above demanding tasks, Vinpearl has its specific action plan in place, including diversifying products and services (launching Vinpearl Signature), promoting sales of signature products for Pearl Club, developing specific features for each VinWonders, and hosting world-famous golf tournaments. In particular, the Vinpearl Signature service package will be tailored to four strategic, target customer groups of Vinpearl: Wellness resort – Family resort – Resort and Golf – Conference.

With the goal of stable and sustainable development, the Board of Directors of Vingroup respectfully submits to the General Meeting of Shareholders for approval the business plan in 2023 as follows:

- Net revenue from sale of goods and rendering of services is about VND 190,000 billion;
- Net profit after tax is about VND 2,000 billion.

Thank you.

To:

- *As above;*

- *Vingroup archives.*

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**CHAIRMAN**

*(signed)*

**PHAM NHAT VUONG**



VINGROUP JOINT STOCK COMPANY

No: 03/2023/BC-BKS-VINGROUP

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Hanoi, April 25, 2023

## REPORT OF THE SUPERVISORY BOARD

To: THE GENERAL MEETING OF SHAREHOLDERS

The year 2022 was a challenging year for the world economy. The prolonged Russia-Ukraine conflict, high inflation in the majority of key economic areas, including the US and the Eurozone, the post-Covid lockdown in China, etc. led to serious consequences for financial and monetary markets, causing food and energy insecurity, thus caused distress to the global economy. Notwithstanding challenging circumstances, in 2022, Vietnam's economy made a strong recovery and achieved a highly growth rate of 8.02% compared to prior year..

In 2022, Vingroup Joint Stock Company ("Vingroup") was still able to maintain stable business operations and affirm its leading and pioneering position in key business segments. Performing its functions and tasks, the Supervisory Board has actively participated in supervising the internal audit, internal control activities of Vingroup as well as of its subsidiaries to ensure compliance with the prevailing law and regulation related to accounting, finance, investment, construction, and operation of real estate projects, manufacturing projects, and launch new business lines. This helped mitigate risks and reduce errors in business operations. During the review process, the Supervisory Board assessed that Vingroup's business operation and investment activities were conducted in a transparent and lawful manner.

On behalf of the Supervisory Board, I would like to report to the Annual General Meeting of Shareholders (the "AGM") the Report of the Supervisory Board in 2022 and action plan in 2023 as follows:

### 1. Vingroup's financial performance:

The Supervisory Board agreed with the details of the FY2022 separate and consolidated financial statements prepared by the Management of Vingroup and audited by Ernst & Young Vietnam Limited. The financial statements give a true and fair view of the financial position of Vingroup as of December 31, 2022, the business performance and its cash flows for the fiscal year from January 01, 2022 to December 31, 2022.

Key financial indicators from the 2022 consolidated financial statements are as follows:

#### a. Consolidated business performance:

- Net revenue	:	VND 101,794 billion
- Profit before tax	:	VND 12,756 billion
- Profit after tax	:	VND 2,044 billion

#### b. Consolidated assets:

- Current assets	:	VND 283,117 billion
- Non-current assets	:	VND 294,291 billion
Total assets	:	VND 577,407 billion

c. Owner's equity VND 135,655 billion

### 2. Assessment on the performance of the Board of Directors ("BOD") and Chief Executive Officer ("CEO")

Given careful supervision and review in 2022, the Supervisory Board assesses that the BOD, the CEO and management executives have successfully performed their functions and responsibilities, and ensured the

transparent and lawful business operation and investment activities of Vingroup. Within its authority and responsibilities, the Supervisory Board acknowledges that there is no major risk or violations that could potentially affect the operation of Vingroup and its subsidiaries.

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

#### **3.1. Activities in 2022 and 2023 Action Plan of the Supervisory Board**

In 2022, the Supervisory Board strengthened its supervision and collaborated with the Management to monitor the issuance and implementation of resolutions by the GMS and BOD as well as assessed the implementation results. The Supervisory Board also monitored internal audits of Vingroup and its subsidiaries to ensure that operations, production, and business activities comply with the law and the Group's Charter and Internal Governance Regulations.

The Supervisory Board conducted the following tasks in 2022:

- Oversaw the implementation of GMS and BOD resolutions issued in 2022;
- Evaluated and inspected the true and fair view of financial statements for each period in compliance with the prevailing Vietnamese Accounting Standards, accounting practices and financial policies;
- Ensured Vingroup and its listed subsidiaries comply with the law and regulations on information disclosure;
- Reviewed and evaluated key transactions between Vingroup and stakeholders;

In 2023, the Supervisory Board will continue to fulfill its mandated functions and responsibilities with a strong focus on internal audit to increase overall compliance and transparency, specifically:

- Promote the monitoring of regulatory compliance in the operational management of Vingroup and its member companies;
- Coordinate with internal departments to conduct regular and ad-hoc in-depth inspections of the subsidiaries to ensure continuous and thorough legal compliance in each department and business lines.
- Actively develop new inspection and supervision methods in response to actual situations of Vingroup and its member companies.

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

During 2022, members of the Supervisory Board have fully attended 02 meetings and a number of internal discussions. Following the tasks assigned by the Head of the Supervisory Board, each member, with their own professional expertise, has actively supervised and reviewed actions of the BOD, CEO, 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 Vingroup's Charter.

Respectfully submitted the Report of the Supervisory Board to the General Meeting of Shareholders for consideration and endorsement.

Thank you.

To:

- As stated above;
- Vingroup archives.

**ON BEHALF OF  
THE SUPERVISORY BOARD  
HEAD OF THE SUPERVISORY BOARD**

*(signed)*

**Nguyen The Anh**



VINGROUP JOINT STOCK COMPANY

No. 04/2023/Tr - HDQT-VINGROUP

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Hanoi, April 23, 2023

## PROPOSAL OF THE BOARD OF DIRECTORS

On 2022 Financial Results according to 2022 Audited Financial Statements

To: THE GENERAL MEETING OF SHAREHOLDERS

In 2022, Vingroup Joint Stock Company (“the Group” or “Vingroup”) managed to overcome difficulties due to multi-dimensional impacts of word economy’s fluctuation and Covid-19 pandemic. Key financial statement indicators and consolidated business performance for the financial year ended December 31, 2022 are as follows:

### 1. Asset growth

- Total assets increased by VND 149,023 billion, or 34.8%, as compared to December 31, 2021.
- Current assets increased by VND 121,742 billion, or 75.4%, as compared to December 31, 2021. Of which:
  - + Short-term receivables rose by VND 54,045 billion due to an increase of receivables from transfer of investment projects, advances to construction contractors, and costs related to implementation of real estate projects.
  - + Inventory grew by VND 48,162 billion, or 95.5% YoY, due to an increase in inventory of the Group’s ongoing large-scale real estate projects.
- Non-current assets increased by VND 27,280 billion, or 10.2% YoY, reaching VND 294,291 billion as of 31 December 2022. Of which, Construction in progress increased by VND 22,383 billion due to an increase in investment cost for manufacturing activities.

### 2. Borrowings and Owner’s equity

#### 2.1. Sources of borrowings in 2022

- Total liabilities were VND 441,752 billion as of 31 December 2022, an increase by 64.3% YoY.
- The Group’s total debts were VND 177,903 billion as of 31 December 2022. the Group’s debt structure was mainly comprised of syndicated loans (32.4%), domestic bonds (23.3%), international bonds (14.6%), and exchangeable bonds (5.5%).

#### 2.2. Owner's Equity

Owner’s equity decreased by VND 23,916 billion, or 15% YoY, reaching VND 135,655 billion as of 31 December 2022 mainly because of the decrease in non-controlling interest by VND 33,535 billion due to the Group’s restructuring in industrials segment in the year.

### 3. Net revenue

Net revenue in 2022 reached VND 101,794 billion, decreasing by 19% compared to prior year. Of which:

- Revenue from sales of inventory properties fell by VND 24,532 billion or 31% YoY because the Group only handed over low rise properties units Vinhomes Ocean Park 2 from 3Q and 4Q in 2022.
- Revenue from manufacturing activities decreased by VND 3,878 billion YoY because the Group decided to cease production of ICE cars to focus resource leverage on developing electric vehicles. .

- Revenue from leasing of investment properties and rendering related services increased 43% to record VND 7,669 billion YoY, driven by the rent recover and improving occupancy rate in 2022. In addition, Vincom Retail continues to cement its leading position as the only developer to launch three new shopping malls, including Vincom Mega Mall Smart City, Vincom Plaza My Tho, and Vincom Plaza Tran Huynh, Bac Lieu in 2022, increasing the Group's leasable area.
- Revenue from Hospitality & Entertainment services grew 107% equivalent to VND 3,482 billion thanks to the strong recovery of domestic tourism post-COVID-19.

#### 4. Profit after tax

In 2022, the Group recorded VND 2,044 billion of profit after tax, an YoY increase of VND 9,603 billion mainly thanks to the strong recovery of leasing of investment properties and hospitality & entertainment services post-COVID-19.

#### 5. Statutory obligations

- Vingroup's statutory obligations in 2022 (excluding land use fee and land rental fee) was VND 29,008 billion, of which corporate income tax was VND 10,950 billion, value added tax was VND 9,445 billion, personal income tax was VND 2,048 billion, and other taxes were VND 6,566 billion.
- Total statutory obligation paid in 2022 was VND 13,338 billion, of which corporate income tax was VND 4,459 billion, value added tax was VND 1,835 billion, personal income tax was VND 1,620 billion, and other taxes were VND 5,425 billion.

#### 6. Profit attributable to shareholders

As audited by Ernst & Young Vietnam Limited., the net profit after tax attributable to shareholders of the parent company in 2022 was VND 8,782 billion. Basic earnings per share in 2022 was VND 2,367.

Respectfully submitted to the Annual General Meeting of Shareholders for consideration and endorsement<sup>1</sup>.

Thank you.

To:

- *As above;*

- *Vingroup's archives*

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

*(signed)*

**PHAM NHAT VUONG**

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<sup>1</sup> *Vingroup's 2022 Financial Statements were audited by Ernst & Young Vietnam Limited., and are published on the Company's official website at [www.vingroup.net](http://www.vingroup.net).*



VINGROUP JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No.: 05/2023/TTr-IIDQT-VINGROUP

Hanoi, April 25, 2023

**PROPOSAL OF THE BOARD OF DIRECTORS**

**Re.: The appropriation plan for accumulated undistributed earnings as of 31 December 2022**

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

As at 31 December 2022, Vingroup's cumulative undistributed earnings after tax were VND 7,800,721 million on the separate financial statements and VND 14,346,643 million on the consolidated financial statements, as audited by Ernst & Young Vietnam Limited.

The Board of Directors would like to submit to the General Meeting of Shareholders for approval of the Appropriation Plan for 2022 cumulative undistributed earnings as of 31 December 2022 as follows:

1. To transfer VND 5,000,000,000 (five billion Vietnam dong) to the Reserve Fund, as specified in the Charter of Vingroup.
2. All accumulated undistributed earnings shall used for the production and operation activities of Vingroup.

Respectfully submitted to the General Meeting of Shareholders for consideration and endorsement.

Thank you./.

To:

- As stated above;
- Vingroup archives.

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

*(signed)*

**PHAM NHAT VUONG**





VINGROUP JOINT STOCK COMPANY

No. 07/2023/HĐT-HDQT-VINGROUP

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Hanoi, April 25, 2023

**PROPOSAL OF THE BOARD OF DIRECTORS**

*Regarding approving the list of independent audit firms*

**To: THE GENERAL MEETING OF SHAREHOLDERS ("GMS")**

Pursuant to the Law on Enterprises, the Charter of Vingroup Joint Stock Company ("Vingroup"), suggestions of the Supervisory Board and assessment of the quality and reputation of audit firms in Vietnam, the Board of Directors respectfully submit to the GMS 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 2023 fiscal year:

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

Thank you.

To:

- *As stated above;*

- *Vingroup archives*

ON BEHALF OF

THE BOARD OF DIRECTORS

CHAIRMAN

*(signed)*

PHAM NHAT VUONG



VINGROUP JOINT STOCK COMPANY

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No. 08/2023/Tr-HĐQT-VINGROUP

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

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Hanoi, April 25, 2023

### PROPOSAL OF THE BOARD OF DIRECTORS

*(Regarding the step-down and election of additional member of the Board of Directors for the term 2021 – 2026)*

To: **THE GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of Vingroup Joint Stock Company (hereinafter referred to as “Vingroup”) respectfully submit the General Meeting of Shareholders (“GMS”) to approve the step-down and election of members of the Board of Directors (“BOD”) for the term of 2021 – 2026 as follows:

- Mr. Yoo Ji Han stepped down from being the BOD member.
- Elect Ms. Chun Chae Rhan as a member of the BOD to replace Mr. Yoo Ji Han.

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

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

Respectfully submit to the GMS for consideration and endorsement of the step-down and election of additional Vingroup’s BOD members for the term 2021 – 2026 in accordance with regulation.

Thank you.

To:

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

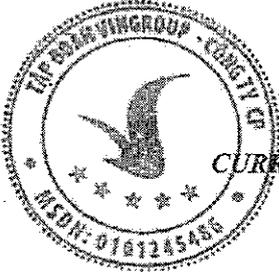
**ON BEHALF OF**

**THE BOARD OF DIRECTORS**

**CHAIRMAN**

*(signed)*

**PHAM NHAT VUONG**



**THÔNG TIN ỨNG VIÊN HỘI ĐỒNG QUẢN TRỊ**

**NHIỆM KỲ 2021 – 2026**

**TẬP ĐOÀN VINGROUP – CÔNG TY CP**

**CURRICULUM VITAE OF THE BOARD OF DIRECTOR CANDIDATE**

**FOR THE TERM OF 2021-2026**

**VINGROUP JOINT STOCK COMPANY**

- Họ và tên/*Full name*: **CHUN CHAERHAN**
- Giới tính/*Sex*: **NỮ/*FEMALE***
- Ngày tháng năm sinh/*Date of birth*: **22 THÁNG 12 NĂM 1979/*22 DEC 1979***
- Nơi sinh/*Place of birth*: **HÀN QUỐC/*REPUBLIC OF KOREA***
- Quốc tịch/*Nationality*: **HÀN QUỐC/*REPUBLIC OF KOREA***
- Dân tộc/*Ethnic*: **KHÔNG/*NOT APPLICABLE***
- Quá trình công tác/*Working experience*:

<b>Thời gian/<i>Time</i></b>	<b>Nơi công tác – vị trí công việc/<i>Work place – Position</i></b>
2003~2005	UNION BANK OF CALIFORNIA - Trợ lý Quan hệ Khách hàng / <i>Assistant Relationship Manager</i>
2005~2006	CHINA CONSTRUCTION BANK - Chuyên viên Thẩm định Tín dụng/ <i>Credit Analyst</i>
2006~2010	STANDARD CHARTERED BANK - Chuyên viên Thẩm định Tín dụng/ <i>Credit Analyst</i>
2013~2016	J.P. MORGAN - Chuyên viên Ngân hàng Đầu tư/ <i>Investment Banking Associate</i>
2016~2018	SK HOLDINGS - Quản lý Dự án, Nhóm M&A/ <i>Project Lead, M&amp;A Team</i>
2019~2021	SK SUPEX COUNCIL - Trưởng Bộ phận Phát triển Kinh doanh Biopharma/ <i>Head of Biopharma Business Development</i>
2011~2022	SK SUPEX COUNCIL - Trưởng Bộ phận Đầu tư Khu vực Đông Nam Á/ <i>Head of Sea Investment</i>
2023	SK SUPEX COUNCIL - Giám đốc Điều hành Việt Nam/ <i>Head of Vietnam</i>

Các chức danh quản lý khác/*Positions in other companies*: **Giám đốc Điều hành Việt Nam/ *Head of Vietnam***

Lợi ích có liên quan tới Tập đoàn Vingroup và các bên liên quan của Tập đoàn Vingroup/*Related interest to Vingroup and Vingroup's related parties*: **Không có/*None***



Hanoi, April 25, 2023

**REGULATIONS ON ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS FOR THE 2021 – 2026 TERM**

The General Meeting of Shareholders (“GMS”) of Vingroup Joint Stock Company (“Vingroup”) elects additional members of the Board of Directors (“BOD”) in accordance with these Regulations as follows:

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

1. Principles of election:
  - a. The election is conducted in compliance with applicable laws, the Group’s Charter, and this Regulation to ensure democratic and legal entitlements of all shareholders.
  - b. The election is conducted publicly via sealed ballots at the Annual General Meeting of Shareholders (“AGM”).
2. Eligibility to vote: Shareholders who own Vingroup shares (ticker symbol: VIC) following the Shareholder Register issued by the Vietnam Securities Depository Center (VSD) on the final registration date: 13 April 2023

**Article 2: Number, requirements and conditions of additional BOD members**

1. The number of additional BOD members to be elected: 01 member
2. Requirements and conditions to be an additionally elected BOD member:

Additional members of the BOD shall satisfy the requirements and conditions as specified in Article 155 of the Law on Enterprises.

Additional members of the BOD do not simultaneously hold BOD positions at more than 05 other companies and are not necessarily a shareholder of Vingroup.

**Article 3: Election procedure:**

1. The election of additional BOD members shall be conducted by cumulative voting, with each shareholder having a 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 one candidate or divide the votes among candidates, but they are not allowed to cast more votes than their total number of eligible votes.

**For example:**

- a) *A shareholder owning 100 ordinary shares of Vingroup and the GMS shall vote to elect one 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 100 votes for one candidate or divide the votes among nominated candidates, but the total number of votes must be smaller than (<) 100 (e.g.: 30 votes, 50 votes, 80 votes).*

**Article 4: Election by Ballot**

1. Each shareholder/proxy is given one (1) ballot to elect BOD members, on which the code and name of the shareholder, the number of shares owned, the total number of votes which is equal to the number of shares owned/authorized multiplied by the number of additional BOD members to be elected are stated.
2. Regulations on filling out ballot and the validity of the vote:
  - a) A valid ballot must meet the following requirements:
    - (i) The ballot is issued by the Organizing Committee of the AGM using a unified form with Vingroup’s stamp, and not torn, erased or scratched;

- (ii) The ballot is signed by the shareholder or the proxy;
  - (iii) The total number of votes for the candidate is equal to (=) or smaller (<) than the total number of ballots given to the shareholders.
- b) An invalid ballot has one or several of the following:
- (i) Not issued by the Organizing Committee of the AGM;
  - (ii) Without Vingroup's official stamp;
  - (iii) Without the signature of the shareholder or the proxy;
  - (iv) When the total number of votes for the candidate is more than the total number of ballots given to the shareholders;
  - (v) When the shareholder crosses out the candidate's name or adds another person's name to the list of candidates;
  - (vi) Torn, strikethrough, erased, or scratched, repaired and/or containing additional information and symbols irrelevant to the election;

The invalid ballots are dismissed from the election results.

c) Filling a ballot:

- The shareholder writes down the number of votes he/she wants 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. Prepare a minute of vote counting results for additional BOD members for early announcement.**

**Article 5. Electronic voting**

1. The Organizing Committee provides shareholders/proxies attending the AGM with one access account to log into the electronic voting system (in case Vingroup applies information technology to the election of members of the Board of Directors at the AGM);
2. Shareholders use the account provided by the Organizing Committee 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 AGM.
4. Shareholders have no right to amend their votes once the System closes the voting. The voting results of the shareholders using the provided accounts recorded on the System are final and no claims are allowed in relation to these results.
5. The Vote Counting Committee will announce the election results at the AGM immediately following the completion of voting.

**Article 6. Principles of winning election as BOD members.**

The candidate to win the election as a BOD member must got the valid votes reaching at least 50% of the total number of voting shares at the AGM.

All complaints regarding 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 are 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 2023 Annual General Meeting of Shareholders of Vingroup.

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

**PHAM NHAT VUONG**



VINGROUP JOINT STOCK COMPANY  
No. 09/2023/TT-HDQT-VINGROUP

SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

Hanoi, April 25, 2023

**PROPOSAL OF THE BOARD OF DIRECTORS**  
*(Regarding Amendment and supplement to Regulations of Vingroup)*

**To: THE GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors ("BOD") delivers to the General Meeting of Shareholders (GMS) a proposal based on the actual organization and operations of the Vingroup Joint Stock Company ("the Group"), in compliance with the provisions of the law and the Company Charter, to evaluate and approve the following changes to the Company's Regulations:

- 1. Internal Regulations on corporate governance:** Appendix 1, attached to this Proposal, contains the amendments and supplements.
- 2. Regulations on the operations of the BOD:** Appendix 2, attached to this Proposal, contains the amendments and supplements.

(The regulations in sections 1 and 2 are collectively referred to as the "Regulations").

Other articles and clauses of the Regulations which are not amended or supplemented under this Proposal shall remain in full force and effect.

The Chairman of the BOD is authorized to facilitate the completion and sign to release the Regulations that will be updated with the Proposal's amendments and supplements.

After being released, the new Regulations will replace the regulations dated June 24, 2021, with effect from the date of approval by the GMS, and will be posted on the Company's website at the following link: <http://www.vingroup.net> in the Investor Relations/Corporate Documents section.

Kindly submit to the GMS for consideration and approval.

Thank you.

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

Recipients:

- As stated above;
- The Company's archive

*(signed)*

**Pham Nhat Vuong**

**APPENDIX 01 – AMENDMENT AND SUPPLEMENT TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE  
VINGROUP JOINT STOCK COMPANY**

*(Attached to the Proposal of the Board of Directors dated April 25, 2023)*

No.	Relevant articles	Current regulations	Proposed regulations	Rationale
1.	<p><b>Article 2</b> <b>Clause</b> <b>2.12</b> <b>Item a,</b> <b>Item b</b></p>	<p><b>Conditions for the approval of the resolutions:</b></p> <p>a) Resolutions on the following matters shall be approved if they receive at least 65% affirmative votes from participating shareholders:</p> <ul style="list-style-type: none"> <li>- Types of shares and the quantity of each type;</li> <li>- Change of business lines;</li> <li>- Changes to the Company's organizational structure;</li> <li>- Investment projects or sale of assets that are worth at least 50% of the total assets reported on the Company's latest financial statement.</li> <li>- Re-organization, dissolution of the Company;</li> </ul> <p>b) The resolutions on matters which are not mentioned in the Item (a) above shall be approved when they are voted on by a number of shareholders holding more than 50% of the total votes of all participating shareholders.</p>	<p><b>Conditions for the approval of the resolutions:</b></p> <p>a) Resolutions on the following matters shall be approved if they receive at least 65% affirmative votes from participating and voting shareholders:</p> <ul style="list-style-type: none"> <li>- Types of shares and the quantity of each type;</li> <li>- Change of business lines;</li> <li>- Changes to the Company's organizational structure;</li> <li>- Investment projects or sale of assets that are worth at least 50% of the total assets reported on the Company's latest financial statement.</li> <li>- Re-organization, dissolution of the Company;</li> </ul> <p>b) The resolutions on matters which are not mentioned in the Item (a) above shall be approved when they are voted on by a number of shareholders holding more than 50% of the total votes of all participating and voting shareholders.</p>	<p>In compliance with the Law No. 03/2022/QH 15 amending and supplementing a number of articles of the Law on Enterprises.</p>
2.	<p><b>Article 2</b> <b>Clause</b> <b>2.13</b></p>	<p><b>Protocol for announcing vote counting results:</b></p> <p>The vote counting results will be announced by the Chairperson at the GMS, before the closing of the GMS.</p>	<p><b>Protocol for announcing vote counting results:</b></p> <p>The vote counting results will be announced by the Vote Counting Committee at the GMS, before the closing of the GMS.</p>	<p>In accordance with the Group's Charter and the actual meeting of the GMS</p>

No.	Relevant articles	Current regulations	Proposed regulations	Rationale
3.	Article 3 Clause 2 Item 2.4	The members of the BOD shall satisfy the requirements and conditions specified in Clause 1 and Clause 2 of Article 155 of the Law on Enterprises and the Group's Charter.	The members of the BOD shall satisfy the requirements and conditions specified in Article 155 of the Law on Enterprises and the Group's Charter. A member of the BOD of the Company is only allowed to concurrently be a member of the BOD in no more than 5 other companies.	In accordance with the Group's Charter and Decree 155
4.	Article 3 Clause 2 Item 2.5	Not regulated	Supplementing Item 2.5: The members of The Board of Directors shall be elected by universal suffrage or cumulative voting in accordance with the Regulation on Election approved by the GMS from time to time.	In accordance with the Group's Charter.
5.	Article 4 Clause 4	Not regulated	Supplementing Clause 4: The members of the Supervisory Board shall be elected by universal suffrage or cumulative voting in accordance with the Regulations on Election approved by the GMS from time to time.	In accordance with the Group's Charter.

**APPENDIX 02 – AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON THE OPERATIONS OF THE BOD  
VINGROUP JOINT STOCK COMPANY**  
*(Attached to the Proposal of the Board of Directors dated April 25, 2023)*

No.	Relevant articles	Current regulations	Proposed regulations	Rationale
1.	Article 6	<p><b>Requirements to be satisfied as members of the BOD</b></p> <p>A member of the BOD shall meet the following requirements:</p> <ol style="list-style-type: none"> <li>1. He/she is not any of the persons specified in Clause 2 of Article 17 of the Law on Enterprises;</li> <li>2. He/she has qualifications and experience in business administration or in same fields or business lines of the Company. A member is not necessarily a shareholder of the Company, unless otherwise prescribed by the Company Charter;</li> <li>3. A member of the BOD may concurrently hold the position of member of BOD of another company;</li> <li>4. He/she satisfies other requirements specified in the Company Charter.</li> </ol>	<p><b>Requirements to be satisfied as members of the BOD</b></p> <ol style="list-style-type: none"> <li>1. The members of the BOD shall satisfy the requirements and conditions specified in Article 155 of the Law on Enterprises and the Company Charter.</li> <li>2. A member of the BOD of the Company is only allowed to concurrently be a member of the BOD in no more than 5 other companies and is not necessarily a Shareholder of the Company.</li> <li>3. He/she satisfies other requirements specified in the Company Charter.</li> </ol>	In accordance with the Company Charter.
2.	Article 7 Clause 4	Not regulated	<p>Supplement to Clause 4:</p> <p>If it is deemed necessary and does not violate any law, the Chairman of the BOD is authorized to implement a certain number of tasks on a case by case basis and is allowed to authorize the Vice Chairperson(s) on a regular basis to sign documents on behalf of the Chairman of the BOD and perform a number of rights, responsibilities, and duties of the Chairman of the BOD. The authorized Vice Chairperson(s) are accountable to the Chairman of the BOD for completing the assigned responsibilities.</p>	In accordance with the Company Charter.

No.	Relevant articles	Current regulations	Proposed regulations	Rationale
3.	Article 8, Clause 4	<p>The BOD shall convene the GMS to elect additional members of the BOD in the following cases:</p> <p>a) The number of members of the BOD decreases by more than one third of the number specified in the Company's Charter; in which case the BOD shall convene the GMS within 60 days from the date that the numbers of BOD members decrease by one third;</p> <p>b) Except in the cases specified in Point a of this Clause, the GMS shall elect new members to replace those who have been dismissed or discharged in the latest meeting.</p>	<p>The BOD shall convene the GMS to elect additional members of the BOD in the following cases:</p> <p>a) The number of remaining members of the BOD is less than the minimum number prescribed by law. In this case, the BOD must convene the GMS within 30 days from the date that the number of remaining members of the BOD is less than the minimum number prescribed by law;</p> <p>b) Except in the cases specified in Point a of this Clause, the GMS shall elect new members of the BOS to replace those who have been dismissed or discharged in the latest meeting or collect shareholders' written opinions;</p>	In accordance with the Company Charter.
4.	Article 9, Clause 3	<p>The voting on members of the BOD shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the BOD, and may cast all or some of the votes for one or a number of candidates. Elected members of the BOD shall be chosen according to the number of votes received in descending order until the minimum number specified in the Company Charter is reached. In case 02 or more candidates for the last member of the BOD receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company Charter.</p>	<p>The members of the BOD shall be elected by universal suffrage or cumulative voting in accordance with the Regulation on Election approved by the GMS from time to time. In case of cumulative voting, the procedure is as follows: Each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the BOD, and may cast all or some of the votes for one or a number of candidates. Elected members of the BOD shall be chosen according to the number of votes received in descending order until the minimum number specified in the Company Charter is reached. In case two or more candidates for the last member of the BOD receive the same number of votes, they will undergo another round of voting or be selected according to the voting regulations of the Company Charter.</p>	In accordance with the Company Charter and Law on Enterprises
5.	Article 9, Clause 4	<p>The election, dismissal and discharge of members of the BOD shall be decided by the GMS by voting.</p>	<p>The election, dismissal and discharge of members of the BOD shall be decided by the GMS by direct voting or collecting shareholder's written opinions.</p>	In accordance with the Company Charter and Law on Enterprises

No.	Relevant articles	Current regulations	Proposed regulations	Rationale
6.	Article 15 Clause 2	The BOD shall have at least 01 meeting per quarter and may have extraordinary meetings.	The BOD shall have at least one meeting per quarter and may have extraordinary meetings or collect member's written opinions.	In accordance with the Company Charter.
7.	Article 15, Clause 6	The Chairperson of the BOD or the person who convenes the meeting of the BOD shall send invitations at least 03 working days before the meeting. The invitation shall specify the meeting time, location, agenda, and matters that need to be discussed and decided. The invitation shall be enclosed with documents and ballots to be used at the meeting.	The Chairperson of the BOD or the person who convenes the meeting of the BOD shall send invitations at least five days before the meeting. The invitation shall specify the meeting time, location, agenda, and matters that need to be discussed and decided. The invitation shall be enclosed with documents and ballots to be used at the meeting.	In accordance with the Company Charter.
8.	Article 17, Clause 1	<p><b>Submission of annual reports</b></p> <p>1. At the end of the fiscal year, the BOD shall submit the following reports to the GMS:</p> <ul style="list-style-type: none"> <li>a) Report on business performance of the Company;</li> <li>b) Financial statements;</li> <li>c) Report on management and administration of the Company;</li> <li>d) Evaluation report by the Supervisory Board.</li> </ul>	<p><b>Submission of annual reports</b></p> <p>1. At the end of the fiscal year, the BOD shall submit the following reports to the GMS:</p> <ul style="list-style-type: none"> <li>a) Report on business performance of the Company;</li> <li>b) Financial statements;</li> <li>c) Report on the corporate governance and performance of the BOD and each of its members;</li> </ul>	In accordance with the Company Charter.



VINGROUP JOINT STOCK COMPANY

No. 10/2023/TTr-HĐQT-VINGROUP

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Hanoi, April 25, 2023

**PROPOSAL OF THE BOARD OF DIRECTORS**  
(Regarding the listing of bonds in case of public offerings)

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

- Pursuant to the Law on Enterprise and its implementation guidance (“Law on Enterprise”);
- Pursuant to the Law on Securities and its implementation guidance (“Law on Securities”);
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government stipulating certain articles of the Law on Securities (“Decree 155”) and;
- Pursuant to the Charter of Vingroup Joint Stock Company (“Vingroup” or “Company”);
- Pursuant to the needs and actual business situation of Vingroup.

Pursuant to Article 29 of the Law on Securities, the issuer that made a public offering of bonds must complete the listing application or securities transaction application within 30 days from the ending date of the public offering. On 31 December 2020, the Government issued Decree No. 155 stipulating certain articles of the Law on Securities, accordingly the public offering of bonds must be approved by the General Meeting of Shareholders (“GMS”), or the Board of Members, or the owner of the company.

Therefore, to ensure that the listing of public offering of bonds (hereinafter referred to as “Bonds”) by Vingroup is carried out in compliance with the law, the Board of Directors (“BOD”) respectfully submit to the GMS for approval of the following contents:

- Approve the registration of Bonds 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”) after completing the public offering of Bonds in accordance with the approved plan, current laws and the Company’s Charter; and
- Approve the listing of Bonds on the Hanoi Stock Exchange (“HNX”), where the Bonds will be listed and/or publicly traded in accordance with prevailing laws and regulation.
- Assign/authorize the BOD and allow the BOD to authorize the Chairperson of the BOD or the Chief Executive Officer, based on the actual situation, to fully decide and hold accountable for executing necessary tasks and procedures in order to successfully register and list the Bonds on VSD and HNX.

Respectfully submitted to the GMS for consideration and approval.

Thank you.

Recipients:

- As stated above;
- The Company archive.

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

(signed)

**PHAM NHAT VUONG**



VINGROUP JOINT STOCK COMPANY

No: 11/2023/TT-HDQT-VINGROUP

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Hanoi, April 25, 2023

## PROPOSAL OF THE BOARD OF DIRECTORS

*(Regarding the plan for bond issuance, the plan for the use of proceeds from the bond issuance and related work)*

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

In order to supplement capital for business activities, implement investment projects and diversify capital mobilization channels, the Board of Directors ("BOD") proposes to the General Meeting of Shareholders ("GMS") to approve the plan for the issuance of convertible bonds ("Bonds"), plans for the use of proceeds from the bond issuance and related works, as follows:

### A. THE BOND ISSUANCE PLAN ("ISSUANCE PLAN")

#### I. LEGAL BASIS

- *The Law on Enterprises No. 59/2020/QH14 which was approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 ("Law on Enterprises");*
- *The Law on Securities No. 54/2019/QH11 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 ("Law on Securities");*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government elaborating on the implementation of several articles of the Law on Securities ("Decree 155");*
- *The Decree No. 153/2020/ND-CP dated December 31, 2020 of the Government prescribing private placement and trading of privately placed corporate bonds in the domestic market and offering of corporate bonds in international markets ("Decree 153");*
- *The Decree No. 65/2022/ND-CP dated September 16, 2022 of the Government ("Decree 65") amending and supplementing Decree 153; and*
- *The Decree No. 08/2023/ND-CP dated March 5, 2023 of the Government ("Decree 08") amending, supplementing, and suspending the implementation of several articles of Decree 65;*
- *The Charter of Vingroup Joint Stock Company ("Vingroup" or "The Group");*

#### II. BOND ISSUANCE PURPOSES

All proceeds from the issuance are expected to be used to (i) invest in real estate projects or real-estate-related programs, and/or (ii) increase working capital, supporting investment and business activities of Vingroup ("The Issuer") following the law. In the case of implementing investment projects/ programs of Vingroup, the number of Bonds to be sold must be equal to at least 70% of the number of Bonds expected to be offered for sale to implement investment projects/ programs. Vingroup will use borrowings and other lawful sources of capital to make up for the shortfall of capital expected to be raised from the offering to implement its investment projects/ programs.

The GMS authorizes the BOD to decide on the detailed plan for the use of proceeds, to decide on the allocation of proceeds to each project, and to report the offering result at the nearest AGM.

### **III. MAIN TERMS AND CONDITIONS OF THE BONDS**

To expedite the capital raising transactions for Vingroup, we hereby submit to the GMS for approval the main terms and conditions of the Issuance Plan specified in Appendix I attached.

#### **B. APPROVAL OF AUTHORIZATION TO THE BOD**

To expedite and facilitate the implementation of Vingroup's Bond issuance and Stock issuance following the main Terms and Conditions specified in the Appendix I and will be decided specifically by the BOD, the GMS shall authorize and assign the BOD to decide the following additional tasks:

- (i) Approve contracts and other documents related to the issuance, offering, registration and listing of the Bonds;
- (ii) Decide and approve the list of dossiers of registration for the Bond offering and issuance;
- (iii) Decide on the selection of the Consulting Organization; Representatives of bondholders/ Registration, Depository and Transfer Agent, and other relevant organizations;
- (iv) Decide on the tasks specified in Appendix I and other tasks related to the Bonds (including tasks may arise during the offering/issuance and post-offering/issuance); and
- (v) Depending on the specific situation, the BOD may authorize the Chief Executive Officer and/or other management to perform one or more of the specific tasks mentioned above.

Respectfully submitted to the GMS for consideration and approval.

Thank you.

Recipients:

- *As stated above:*
- *The Group archive.*

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

*(signed)*

**PHAM NHAT VUONG**

**APPENDIX I  
THE BOND ISSUANCE PLAN**

**I. MAIN TERMS AND CONDITIONS**

1. Expected offering size	Up to VND 5,000 billion comprising multiple bonds
2. Par value	VND 100,000 in case of public offering or VND 100,000,000 in case of private placement
3. The number of bonds offered for sale	Up to 50,000,000 bonds in case of public offering or 50,000 bonds in case of private placement
4. The number of tranches	One or more tranche(s) The GMS authorizes the BOD, based on the actual situation, to decide the corresponding number of bond tranches.
5. Bond type	Convertible bonds, secured or unsecured by assets. The GMS authorizes the BOD to actively decide on the type of Bond issued at a specific time.
6. Coupon	Maximum 15% per year. The GMS authorizes the BOD to decide on the specific coupon rate of each Bond based on the actual situation.
7. Offering method	Public offering following regulations being stipulated in the Law on Securities, Decree 155 and Circular 118; <i>And/Or</i> Private placement following regulations being stipulated in the Law on Securities, the Law on Enterprises, Decree 153, Decree 65, and Decree 08. The GMS authorizes the BOD, based on the actual situation, to decide on the offering method and the corresponding offering value.
8. Bond investors	<u>In case of public offering:</u> Investors are domestic and foreign individuals/ organizations following the provisions of the law. <u>In the case of private placement:</u> Bond buyers are professional investors, strategic investors, in which the number of strategic investors must be less than 100.
9. Bond offering deadline	Expected within 12 months from the date of the GMS Resolution approving the issuance. The GMS authorizes the BOD to decide on the appropriate time of offering proactively.
10. Bond issuance price	100% Par value
11. Term	From 12 months up to 60 months from the date of issuance. The GMS authorizes the BOD to decide on the respective maturity of each Bond based on the actual situation.
12. Collateral	In case of being secured: the collateral is the property owned by Vingroup or by a third party. The GMS authorizes the BOD to decide the issuance of secured or

	unsecured bonds based on the actual situation. In the case of issuing secured bonds: the BOD is authorized to decide on specific collateral for each Bond, select an independent valuation organization, and approve the valuation results.
13. Coupon payment method	The coupon is paid at the end of each period, once every three months or every six months from the issuance date, depending on the BOD's decision based on the actual situation.
14. Principal payment method	The bond principal is paid once on the Bond's maturity date or the redemption date before the Bond's maturity in case the investor exercises the conversion right. Vingroup will use cash inflows from operation, investment, and other lawful sources of income of the Issuer to pay investors the coupon and principal.
15. Registration and listing	<u>In case of public offering:</u> The issued bonds will be registered with Vietnam Securities Depository Center/Vietnam Securities Depository and Clearing Corporation (depending on each applicable case) ("VSD"), and listed on Hanoi Stock Exchange after the issuance following the Law on Securities and Decree 155. <u>In the case of private placement:</u> The issued bonds will be registered with VSD, registered for trading at Hanoi Stock Exchange after issuance following the Law on Securities, Decree 153, Decree 65, and Decree 08.
16. Other terms and conditions	Authorizes the BOD to make specific provisions in the detailed bond offering plan.

## II. PLAN FOR SHARE ISSUANCE IN CASE OF EXERCISING THE CONVERSION RIGHT

1. Number of shares issued under each Bond	The number of shares to be issued in connection with one Bond is determined by the par value of one Bond divided by the share purchase price specified under Section 3 below.
2. Type of shares issued	Vingroup ordinary shares (VIC)
3. Share price when converting Bonds	For each offering tranche, the price of shares issued upon conversion of each Bond in such tranche is determined based on the following formula: $\text{Share price} = \text{Average price} \times K$ Of which: - <i>Average price</i> : is the average value of the closing prices of <i>X</i> trading sessions immediately before the first day of each offering tranche (in case of a public offering) or the date of public information disclosure of each offering tranche (in case of a private placement). - <i>X</i> : ranges from 5 (five) to 30 (thirty) trading sessions - <i>K</i> : is the multiplier with a minimum value of 110% - The converting share price shall be adjusted according to the anti-

	<p>dilution provisions in Section 10 below.</p> <p>The GMS authorizes the BOD, based on the actual situation, to decide the value of parameters X and K within the above formula to ensure compliance with market practices and interests of Vingroup and investors.</p>
4. Conversion conditions	Not applicable. Investors are free to register for conversion at the time of conversion as prescribed in Section 5 below.
5. Timing of conversion	Bondholders can exercise the conversion right after 6 to 12 months from the issuance date. The GMS authorizes the BOD to decide when to start the conversion based on the actual situation.
6. Rules for rounding shares and handling fractional shares (if any) when converting Bonds:	<ul style="list-style-type: none"> <li>- The total number of shares received by bondholders upon conversion will be rounded down to the nearest units;</li> <li>- The total decimal fraction of shares will be canceled without issuance, and Vingroup will not have to make any cash payment relating to that fraction's value.</li> </ul>
7. The plan to ensure the issuance of shares for conversion following regulations on foreign ownership:	The GMS authorizes the BOD to decide on a plan to ensure the issuance of shares for conversion to meet the regulations on the maximum foreign ownership following the Issuer's situation as prescribed by law.
8. Order and procedures for conversion:	The GMS authorizes the BOD to decide the order and procedures for issuing new shares to convert bonds following relevant laws.
9. Issuance of shares at the time of Bond conversion:	<p>At each time of exercising the conversion right, Vingroup will issue a number of shares corresponding to the number of convertible Bonds and will increase its charter capital in proportion to the number of shares issued to exercise the conversion right; and will amend its Company Charter to reflect the new number of outstanding shares following the conversion.</p> <p>At the same time, Vingroup will also register for depository and list the number of newly issued shares at the Stock Exchange and VSD.</p> <p>In this case, the GMS assigns and authorizes the BOD to carry out necessary procedures for issuing shares to convert the Bonds following relevant laws</p>
10. Anti-dilution clause:	<p>During the period from the time of Bond issuance until the time of Bond conversion, to ensure the interests of the Bondholders, the price of shares issued concerning the conversion will be adjusted corresponding to the reference price adjustment ratio of VIC shares on the Stock Exchange in the following cases where the Issuer:</p> <ul style="list-style-type: none"> <li>a. Issuing shares to increase capital from owner's equity, issuing bonus shares to existing shareholders;</li> <li>b. Dividing, splitting, and merging shares;</li> <li>c. Issuing shares to existing shareholders, which leads to the adjustment of the reference price of VIC shares on the market at a price lower than the market price at the time of issuance;</li> </ul>

	<p>d. Paying dividends in stock and/or in cash.</p> <p>e. Other events (if any) which are specified in the terms and conditions of the bonds and the transaction documents attached to the bonds.</p> <p>The issued share price and the number of shares received for the Bonds upon conversion will be adjusted respectively for each adjustment of the reference price of VIC shares. The adjusted share price shall in no case, be less than the par value.</p>
<p>11. Payment plan in case of non-conversion of bonds</p>	<p>If the investor has registered for conversion, but the Issuer cannot issue shares to perform the conversion or the investor does not register for conversion on the maturity date, the Issuer is obligated to redeem the entire Bond at a price equal to the bond principal plus all unpaid coupon and other amounts (if any, according to the specific terms and conditions of the Bonds) – with the maximum value of 15% per annum.</p> <p>The GMS authorizes the BOD to decide in detail the implementation following the provisions of the law.</p>