

APPENDIX 4

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

VINGROUP JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

Hanoi, 2021

(Draft)

REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

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

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

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

Chapter I

GENERAL PROVISIONS

Article 1. Scope and regulated bodies

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

Article 2. Operating principles

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

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the BOD

1. Members of the BOD have all the rights specified in the Law on Securities, Law on Enterprises, other applicable legal regulations and the Company's Charter, including the right to be provided with information and documents about the financial and business performance of the Company and its units.
2. Members of the BOD have the obligations specified in the Company's Charter and the following obligations:
 - a) Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;
 - b) Attend all meetings of the BOD and discuss the raised issues;
 - c) Promptly and fully inform the BOD of the remunerations paid by the subsidiaries, associate companies and other organizations;
 - d) Inform the BOD at the nearest meeting of transactions between the Company, subsidiary companies and other companies with 50% charter capital held by the Vingroup, with members of the BOD and their related persons; transactions between the Company with companies whose founders or managers are members of the BOD over the last 03 years from the transaction date;
 - e) Make public information disclosure when trading the Company's shares as prescribed by law.

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

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

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

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

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

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

- c) A member of the BOD may concurrently hold the position of member of BOD of another company;
- d) He/she satisfy other requirements specified in the Company's Charter.

Article 7. Chairperson of the BOD

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

- h) Be the liaison point with related parties;
- i) Keep information confidential in accordance with law and the Company's Charter.

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

1. A member of the BOD will be dismissed by the GMS in the following cases:
 - a) He/she does not fully satisfy the requirements specified in Article 155 of the Law on Enterprise;
 - b) He/she hands in resignation letter which is accepted;
 - c) Other cases specified in the Company's Charter.
2. A member of the BOD will be discharged by the GMS in the following cases:
 - a) He/she fails to participate in activities of the BOD for 06 consecutive months, except in force majeure events;
 - b) Other cases specified in the Company's Charter.
3. Where necessary, the GMS may replace, dismiss and discharge members of the BOD in cases other than those specified in Clause 1 and Clause 2 of this Article.
4. The BOD shall convene the GMS to elect additional members of the BOD in the following cases:
 - a) The number of members of the BOD decreases by more than one third of the number specified in the Company's Charter, in which case the BOD shall convene the GMS within 60 days from the date that the numbers of BOD members decrease by one third;
 - b) Except in the cases specified in Point a of this Clause, the GMS shall elect new members to replace those who have been dismissed or discharged in the latest meeting.
5. The change of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the stock market.

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

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

order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the BOD receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.

4. The election, dismissal and discharge of members of the BOD shall be decided by the GMS by voting.

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

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

Chapter III

BOARD OF DIRECTORS

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

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

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

1. The BOD is entitled to approve any contract and transaction that is specified in Clause 2 Article 27 of the Charter.

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

Article 13. Responsibility of the BOD to convene extraordinary GMS

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

Unless otherwise prescribed by the Company's Charter, the BOD shall convene the GMS within 30 days from the day on which the number of members of the BOD, independent members of the BOD or members of the Supervisory Board falls below the minimum number specified in the Company's Charter, or the date of request mentioned in Point c and Point d of Clause 1 of this Article;

3. The person who convenes the GMS shall perform the following tasks:
 - a) Compile a list of shareholders having the right to participate in the meeting;
 - b) Provide information and settle complaints relevant to the list of shareholders;
 - c) Prepare the meeting agenda and contents;
 - d) Prepare meeting documents;
 - e) Draft the resolution of the GMS according to the meeting contents; compile a list of candidates and their details in case of election of members of the BOD and the Supervisory Board;
 - f) Determine the meeting time and location;
 - g) Send invitations to the shareholders having the right to participate in the meeting in accordance with the Law on Enterprises;
 - h) Other tasks serving the meeting.

Article 14. Subcommittees of the BOD

1. The BOD may establish subcommittees that will be in charge of the policies regarding development, human resource, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the BOD with at least 03 persons combining of members of the BOD and external members. Independent members of the BOD/non-executive members of the BOD shall make up a majority of the subcommittee and one of these members shall be designated as the head of the subcommittee under a decision of the BOD. The

subcommittees shall operate in accordance with regulations of the BOD. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the BOD or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and Company's regulations on internal governance.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the BOD

1. The Chairperson of the BOD shall be elected during the first meeting of the BOD within 07 working days after the same BOD is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case there is a tie, the members shall vote under the majority rule to choose 01 person to convene the BOD.
2. The BOD shall have at least 01 meeting per quarter and may have extraordinary meetings.
3. The Chairperson of the BOD shall convene a meeting of the BOD in the following cases:
 - a) The meeting is requested by the Supervisory Board or independent members of the BOD;
 - b) The meeting is requested by the Chief Executive Officer or at least 05 other managers;
 - c) The meeting is requested by at least 02 members of the BOD;
 - d) Other cases prescribed by the Company's Charter.
4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, matters that need to be discussed and decided by the BOD.
5. The Chairperson of the BOD shall convene the BOD within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the Chairperson of the BOD shall be responsible for the damage caused to the Company; the requester is entitled to convene the meeting instead of the Chairperson of the BOD.
6. The Chairperson of the BOD or the person who convenes the meeting of the BOD shall send invitations at least 03 working days before the meeting. The invitation shall specify the meeting time, location, agenda, matters that need to be discussed and decided. The invitation shall be enclosed with documents and ballots to be used at the meeting.

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

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

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

8. The meeting of the BOD shall be conducted when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date of the first meeting, unless a shorter time limit is prescribed by the Company's Charter. The second meeting shall be conducted when it is participated in by more than half of the members of the BOD.
9. It is considered that a member of the BOD participates and votes in a meeting when he/she:
 - a) Participates and votes in person at the meeting;

- b) Authorizes another person to participate and vote at the meeting in accordance with Clause 11 of this Article;
 - c) Participates and votes at an online meeting; cast electronic votes or in other electronic forms;
 - d) Sends his/her votes by mail, fax or email;
 - e) Sends his/her votes using other means prescribed by the Company's Charter.
10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairperson of the BOD at least 01 hour before the opening of the meetings. The votes shall only be opened in the presence of all participants.
11. The members shall participate in all meetings of the BOD. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the BOD.
12. Unless a higher ratio is prescribed by the Company's Charter, a resolution or decision of the BOD will be ratified if it is approved by the majority of the participating members. In case of a tie, the Chairperson of the BOD shall have the casting vote.
13. A meeting of the Board of Directors may be held in the form of a virtual conference or another form in which some or all members of the Board of Directors are in different locations provided that each participating member of the Board of Directors is able to:
- a) Hear other members of the Board of Directors speaking at the meeting; and
 - b) Speak to all other attending members simultaneously when needed.
 - c) The resolutions of the BOD are passed at the meeting in the form of a virtual conference or another form if it is approved by the majority of the members attending the meeting and has the same legal effect as the face-to-face meeting.
14. To collect written opinions of members of the Board of Directors:

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

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

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

Article 16. Minutes of meetings of the BOD

1. Minutes of all meetings of the BOD shall be taken in the form of written documents and may also be recorded or archived in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:
- a) The enterprise's name, headquarters address, identification number;
 - b) The meeting time and location;
 - c) Purposes, agenda and contents of the meeting;

- d) Full name of every participating member and their authorized participants; full names of absent members and reasons (if any);
 - e) Issues to be discussed and voted at the meeting;
 - f) Summaries of opinions of each participating member in chronological order;
 - g) The voting result, including specific members that agree, disagree or abstain;
 - h) Ratified issues and ratio of affirmative votes;
 - i) Full names and signatures of the chair and minutes taker, except in the case specified in Clause 2 of this Article.
2. In case the chair or minutes taker refuses to sign the minutes, the minutes is still valid if it bears the signatures of all other participating members and have adequate contents according to Points a, b, c, d, e, f, g, h and i Clause 1 of this Article.
 3. The chair, minutes taker and other persons who sign the minutes shall be responsible for its truthfulness and accuracy.
 4. The minutes of meeting of the BOD and other documents used in the meeting shall be archived at the Company's headquarters.
 5. The minutes in Vietnamese and foreign languages have equal legal value. In case there are any discrepancies between the Vietnamese version and the foreign language version, the former shall apply.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of annual reports

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

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

1. The Company is entitled to pay remunerations and bonuses to members of the BOD according to business performance.
2. Members of the BOD are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The BOD shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the BOD shall be decided by GMS at the annual GMS.

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

Article 19. Disclosure of related interests

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

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

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationship between members of the BOD

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

Article 21. Relationship with the CEO

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

Article 22. Relationship with the Supervisory Board or Audit Committee

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

Chapter VII**IMPLEMENTATION CLAUSES****Article 23. Effectiveness**

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

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