



Hanoi, 01 August 2019

**ELECTION REGULATION OF ADDITIONAL MEMBER
OF THE BOARD OF DIRECTORS**
*(applied to elect additional member of the Board of Directors by
the ballot for solicitation of shareholders' written opinion)*

Pursuant to:

- Law on Enterprises dated 26 November 2014 and guiding documents;
- The Law on Securities dated 29 June 2006 and the Law on Amendment of and Addition to a Number of Articles of the Law on Securities dated 24 November 2010 and its guiding documents;
- Decree No. 71/2017/ND-CP dated 06 June 2017 of the Government providing guidance on corporate governance applicable to public companies;
- Regulation of organization and operation of Vingroup Joint Stock Company ("**Vingroup**").

The General Meeting of Shareholders of Vingroup ("**GMS**") shall elect an additional member of the Board of Directors ("**BOD**") by collecting shareholders' written opinion in accordance with the following regulations:

Article 1: Principles and subjects of election:

1. Principles for election:
 - a. To vote in accordance with law, the Vingroup's Charter and in accordance with this Regulation to ensure the democracy and legitimate interests of all shareholders.
 - b. Voting by accumulating votes by solicitation of shareholders' written opinion.
2. Subjects eligible to vote are shareholders owning shares according to the list of shareholders at 29 July 2019 provided by Vietnam Securities Depository (VSD) .

Article 2: Quantity and criteria of member of the BOD to be elected :

1. Number of additional member of the BOD: 01 member.
2. Criteria and requirement for additional member of the BOD
Candidates must meet the criteria and requirement of a member of the BOD in accordance with Clause 1, Article 151 of the Law on Enterprises and the Charter of Vingroup, specifically:
 - a) Having full civil act capacity and not being persons prohibited from managing enterprises according to the provisions of the Law on Enterprises;
 - b) Having professional qualifications and experience in business administration;
 - c) Not necessarily being a shareholder of Vingroup.

Article 3: Method of election:

1. The election of member of the BOD shall be conducted by the method of cumulative voting whereby each shareholder has the total number of votes corresponding to the total number of shares owned / represented.
2. Shareholders may cumulate wholly or partly their votes to the candidate provided that their votes do not exceed the total number of votes cast.

For examples:

A shareholder owning 100 ordinary shares equivalent to 100 votes;

This shareholder may cumulate 100 votes or a number of votes but not exceeding 100 shares for the candidate

Article 4: Form of conducting the election:

1. Election ballot:

Each shareholder receives a ballot from Vingroup to vote for the additional member of the BOD ("**Election Ballot**"). Each Election Ballot states full name of shareholder, address, contact number (if any), shareholder code, number of votes corresponding to number of shares owned, and candidate's name nominated to the BOD.

2. Regulations on the Election Ballot:

2.1. A valid Election Ballot:

- a) Issued by Vingroup
- b) With Vingroup's round seal;
- c) With the signature of the shareholder;
- d) Not torn, erased, corrected.

2.2. Invalid Election Ballot:

- a) Not issued by Vingroup;
- b) Without Vingroup's round seal;
- c) Tearing, brushing, erasing, correcting or adding the names of candidates who are not on the list of nominee;
- d) No signature of the shareholder;
- e) Add more information, add symbols;
- f) Having the total number of votes for candidate in excess of the total number of votes the shareholder is entitled to vote;
- g) Ballot sent to Vingroup after the expiration of the time limit stated in the ballot form.

Invalid Election Ballots are not included in the vote counting results.

2.3. Election method of the Election Ballot

The Election Ballot stated "**Number of eligible votes**" of the shareholders.

- Shareholders may cumulate wholly or partly their votes by inserting to column "**Number of votes**" so that number of votes is not more than total number of eligible votes.
- Shareholder signs and state full name (in the case of individual shareholder) or signs by the legal representative, state full name and stamp company's seal (in the case of institutional shareholder).

3. Principle of sending the Election Ballot:

- a) The shareholders who have sent the Election Ballots fully filled in

information mentioned above by facsimile, email or put in sealed envelope or other forms to office address of Vingroup on time in accordance with time written on the Election Ballot.

- b) Shareholders who do not send Election Ballots to Vingroup shall be considered as losing their right to vote for the election of additional member of the BOD

4. Regulation on vote counting

- a) The BOD organized the Election Ballot checking. The vote counting committee consists of the BOD's Chairman (for and on behalf of the BOD), the Chief Executive Officer, 01 member of the Supervisory Board and 01 secretary jointly to inspect the vote counting according to the following regulations:

- Checking the validity of the Election Ballot;
- Check each Election Ballot and the secretary to record the election results of the candidate;
- To seal the entire Election Ballot after completing the vote count.

- b) Minutes of vote counting:

- The secretary is responsible to prepare the minutes of vote counting;
- The minutes of vote counting shall include the following contents:
 - + Time and venue for conducting the check of votes.
 - + The total number of Election Ballots sent to shareholders.
 - + The number of Election Ballots returned to Vingroup.
 - + The number of Election Ballots not returned to Vingroup.
 - + Number and percentage of valid Election Ballots.
 - + Number and percentage of invalid Election Ballots
 - + Number and percentage of votes for the candidate for additional election.
 - + Signatures of members of vote counting committee

Article 5. The principle of selecting member of the BOD

Successful candidate must have a valid votes of $\geq 51\%$ of total number of eligible votes.

Article 6. Announcement of the results of election of additional BOD's member

Result of election of additional BOD's member shall be stipulated in the Resolution of the GMS and disclosed in accordance with the regulations and posted on Vingroup's website together with the minutes of vote counting.

Article 7. Validity of the Regulation

This Regulation consists of 3 (three) pages, 7 (seven) articles and is valid after being approved by the GMS.

CHAIRMAN OF THE BOARD OF DIRECTORS

(signed)

PHAM NHAT VUONG