

No. 10

VINGROUP JOINT STOCK COMPANY



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness



No.: 04/2015/TTr-HDQT-VINGROUP

Hanoi, 02 April 2015

PROPOSAL FROM THE BOARD OF MANAGEMENT

Re: Amendments and supplementations to a number of Articles in the Charter of Vingroup

Respectfully submitted to: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

On 26 July 2012, the National Assembly of the Socialist Republic of Vietnam XIII, the 8th session has adopted the Enterprise Law No. 68/2014/QH13 and takes effect from the date of 01/7/2015 (the “**Enterprise Law 68**”).

Pursuant to Enterprise Law 68, in consideration with the recent operation of Vingroup Joint Stock Company (“**Vingroup**”), the Board of Management (the “**BOM**”) has reviewed to make amendments to a number of Articles of Vingroup Charter. The BOM would like to submit to the Annual General Meeting of Shareholders (the “**AGM**”) for consideration and approval on the amended and/or supplemented articles of the Charter of the Group as below:

1. ***Amending and Supplementing Article 1:***
 - Amending the definition of “**Subsidiaries**” in accordance with the Enterprise Law 68
 - Amending the definition of “**Investors**” in accordance with the Enterprise Law 68
 - Adding the definition of “**Supervisor**” in accordance with the terms defined in the Enterprise Law 68
2. ***Amending Article 3.1:*** the abbreviated name shall be changed in accordance with the current operations of Vingroup
3. ***Supplementing Article 4.1(ii):*** to further clarify the operation objectives of Vingroup in correspondence with the current operations and business plan of Vingroup
4. ***Adding further content to Article 4.2:*** to state further business segments in correspondence with the business operation of the Company
5. ***Amending Article 7.3*** in accordance with the Enterprise Law 68
6. ***Amending Article 7.4*** in accordance with the Enterprise Law 68
7. ***Amending Article 8.2(i)*** in accordance with the Enterprise Law 68’s terms
8. ***Amending and supplementing Article 8.4:*** to clarify the principles on determining the number of shares of each authorized representative in case a shareholder is a legal entity or organization who does not specify the number of shares corresponding to each authorized representative and to correspond with the provisions of the Enterprise Law 68
9. ***Amending Article 10.2(iii)*** in accordance with the Enterprise Law 68
10. ***Amending Article 10.3*** in accordance with the Enterprise Law 68
11. ***Amending Article 10.4(v)*** in accordance with the Enterprise Law 68
12. ***Amending Article 12.2*** in accordance with the Enterprise Law 68
13. ***Amending Article 12.5*** to comply with provisions of Enterprise Law 68 on responsibilities of the

- owner of the share when the share is lost, destroyed or damaged in any other form
14. **Amending Article 12.7** in accordance with the Enterprise Law 68
 15. **Amending Article 20.2(iii)** in accordance with the Enterprise Law 68
 16. **Amending Article 20.2(v)** in accordance with the Enterprise Law 68
 17. **Adding content to Article 22.2** to comply with provisions of Enterprise Law 68 on responsibilities of the organizer of the AGM of Vingroup
 18. **Adding content to Article 22.3** to comply with provisions of the Enterprise Law 68 on enclosed materials of the AGM
 19. **Adding content to Article 23.1** to comply with provisions of the Enterprise Law 68 on the election of the Committee Chairman of the AGM
 20. **Adding content to Article 23.2** to comply with provisions of the Enterprise Law 68 on the conditions for conducting the AGM
 21. **Adding content to Article 23.6** to comply with provisions of the Enterprise Law 68 on the cases considering shareholders' attendance and voting right at the AGM
 22. **Amending Article 24.1** to comply with provisions of the Enterprise Law 68 on the conditions for approving the charter of the Company
 23. **Amending and Supplementing Article 24.3(ii)** to prescribe the procedure to send shareholders' feedback in accordance with the provisions of the Enterprise Law 68
 24. **Amending Article 25.1** to comply with provisions of the Enterprise Law 68 on the Meeting Minutes of the AGM
 25. **Amending Article 25.2** in accordance with the Enterprise Law 68
 26. **Amending and Supplementing Article 26** to comply with provisions of the Enterprise Law 68 on the case and the deadline for individual shareholders or group of shareholders to require to cancel the resolutions of the AGM
 27. **Amending Article 27.1** in accordance with the Enterprise Law 68
 28. **Amending Article 27.2** to simplify the procedures for the election of the BOM as the Enterprise Law 68 does not required to elect members of the BOM by the cumulative voting methods as regulated in the Enterprise Law 2005
 29. **Remove Article 27.4** to comply with the method of universal suffrage
 30. **Amending Article 31.4** in accordance with the Enterprise Law 68
 31. **Amending Article 31.8** in accordance with the Enterprise Law 68
 32. **Amending Article 31.11** in accordance with the terms defined in the Enterprise Law 68
 33. **Amending Article 31.12** to comply with provisions of the Enterprise Law 68 on the cases considering members of BOM's attendance and voting right at the AGM
 34. **Amending Article 31.15** to comply with provisions of the Enterprise Law 68 on the Meeting Minutes of the BOM Meeting
 35. **Amending Article 33.2** in accordance with the terms defined in the Enterprise Law 68
 36. **Adding content to Article 33.7** to supplement and classify the role of the Secretary of Vingroup in accordance with provisions of the Enterprise Law 68 and the real operation of Vingroup
 37. **Amending Article 35.4** to comply with provisions of the Enterprise Law 68 on issues relating to Contracts, Transactions that require pre-approval of the General Shareholders or the BOM
 38. **Amending Article 35.5** in accordance with the terms defined in the Enterprise Law 68
 39. **Amending Article 38.2(xvi) and 38.2(xvii)** to comply with provisions of the Enterprise Law 68 on right and responsibilities of the Supervisory Committee
 40. **Amending Article 38.3** to simplify the procedure of supervisor election which is not required by the cumulative voting methods as regulated in the Enterprise Law 68

41. *Amending and Supplementing Article 38.5* to comply with provisions of the Enterprise Law 68 on the criterion and condition of a Supervisor and a Head of Supervisory Committee
42. *Amending Article 38.8* in accordance with the Enterprise Law 68
43. *Amending Article 48* the company is allowed to decide on the form, the quantity and the design of the corporate seal as stated in the Enterprise Law 68
44. *Amending Article 50.2* in accordance with the Enterprise Law 68
45. *Amending Article 51.2* in accordance with the Enterprise Law 68
46. *Amending Article 56.1* to comply with provisions of the Enterprise Law 68 on the conditions for approving the Resolution of AGM
47. *Amending Article 57.1* in accordance with the Enterprise Law 68
48. Some detailed adjustments regarding the structure of sentences, word used, abbreviation terms and references in the Charter of Vingroup are incurred to ensure the consistency of form and content of the Charter of Vingroup. However, these changes shall not affect articles and clauses of the Charter of Vingroup. The authorised representatives of Vingroup will review and implement the adjusted contents of the Charter of Vingroup

Key amendments, supplementations to the Charter of Vingroup are provided in detailed in the Annex section of this Proposal.

The Board of Management would like to submit for consideration and approval of the AGM on the new Charter of the Group as incorporating the amended and supplemented articles. The new Charter shall take effect from the approving date and replace the current Charter as signed on 11 September 2013 and its amendments and supplementations. The legal representative of Vingroup is assigned to complete, sign and issue the new Charter.

Thank you.

**ON BEHALF OF
THE BOARD OF MANAGEMENT
CHAIRMAN**

(signed)

Pham Nhat Vuong

Note: This proposal is subject to appropriate change and supplementation and will be submitted to the General Shareholders' Meeting for consideration and decision on the day of the Meeting.

ANNEX

AMENDMENTS, SUPPLEMENTATIONS TO THE CHARTER

No.	Relevant Article	Current content	New content	Reason for the amendment/ supplementaion
1.	Article 1	<p>“Subsidiary” means any company in which Vingroup (i) holds more than fifty percent (50%) of the Charter Capital or total issued ordinary shares, (ii) has the right to directly or indirectly appoint a majority or all of members of the board of management or (general) director, or (iii) has the right to decide the amendment of or addition to the Charter of that Company.</p>	<p>“Subsidiary” means any company in which Vingroup (i) holds more than fifty percent (50%) of the Charter Capital or total issued ordinary shares, or (ii) has the right to directly or indirectly decide on appointment of a majority or all of members of the board of management or (general) director, or (iii) has the right to decide the amendment of or addition to the Charter of that Company.</p>	<p>in accordance with the Enterprise Law 68</p>
		<p>“Shareholder(s)” means any individual or organization (i) whose name and, to the extent required by Law, other details are recorded in the Shareholder Register of the Group as the holder of a specified number of Shares and (ii) whose Shares have been paid up.</p>	<p>“Shareholder(s)” means any individual or organization own at least 01 Share of Vingroup and (1) whose name and, to the extent required by Law, other details are recorded in the Shareholder Register of the Group as the holder of a specified number of Shares</p>	<p>in accordance with the Enterprise Law 68</p>
		<p>No definition of “Supervisor”</p>	<p>To add the definition of "Supervisor" meaning the Supervisor of Vingroup</p>	<p>in accordance with the terms defined in the Enterprise Law 68</p>
2.	Article 3.1	<p>Abbreviated company name: VINGROUP JSC</p>	<p>Abbreviated company name: VINGROUP</p>	<p>in accordance with the current operation of Vingroup</p>

3.	Article 4.1	Investing in and developing projects of real estate, tourism, high-end hotel/resort, medical, education, and health care service, in Vietnam;	Investing in and developing projects of real estate, tourism, high-end hotel/resort, medical, education, and health care service, e-commerce, retail and high-quality agriculture products in Vietnam;	to further clarify the operation objectives of Vingroup in correspondence with the current operation and business plan of Vingroup
4.	Article 4.2	No further business segments of Vingroup	Adding further business segments as follows: 1. Unclassified Financial Support Services. To be specified: - The trust services, monitoring on the basis of fees and contracts 2. Management Consulting Services 3. Services of Head Office 4. Comprehensive Support Services	in correspondence with the business operation of Vingroup
5.	Article 7.3	The number of shares of the Group authorized to be offered for sale is the total number of shares decided by the GSM to be issued from time to time and as recorded in relevant resolutions of the GSM. The BoM shall decide the timing, method, offer price and number of the Shares authorized to be offered. The offer price of the Shares to be offered must not be lower than the market price at the time of offer or the latest book value of Shares, except for the following cases: (i) Where the Shares are offered to all Shareholders pro rata to their shareholding proportion in the Group; (ii) Where the Shares are offered to the	The number of shares of the Group authorized to be offered for sale is the total number of shares decided by the AGM to be offered for sale financing from time to time and as recorded in relevant resolutions of the AGM. The BOM shall decide the timing, method, offer price and number of the Shares authorized to be offered . The offer price of the Shares to be offered must not be lower than the market price at the time of offer or the latest book value of Shares, except for the following cases: (i) Where the Shares are offered to all Shareholders pro rata to their shareholding proportion in the Group; (ii) Where the Shares are offered to the	in accordance with the Enterprise Law 68

		<p>brokers or underwriters/securities companies. In this circumstance, the specific discount amount or the discount rate must be approved by Shareholders representing at least 75% of the total voting shares; or</p> <p>(iii) Where the Shares are issued to the employees under the Employee Stock Ownership Plan (ESOP) as approved by the GSM.</p> <p>(iv) Other cases as decided by the GSM</p>	<p>brokers or underwriters/securities companies. In this circumstance, the specific discount amount or the discount rate must be approved by Shareholders representing at least 75% of the total voting shares; or</p> <p>(iii) Where the Shares are issued to the employees under the Employee Stock Ownership Plan (ESOP) as approved by the AGM.</p> <p>(iv) Other cases as complied with the Resolutions of the AGM</p>	
6.	Article 7.4	<p>Unless otherwise decided by the GSM, any new ordinary shares proposed to be issued shall first be offered to the existing Shareholders in proportion to the number of the ordinary shares held by them respectively at the time being in accordance with Article 87 of the Enterprise Law. The offer shall be made by notice specifying the number of shares offered, a reasonable period of time for acceptance by the Shareholders (not being less than twenty (20) business days). The Shareholders shall be entitled to transfer their preferred subscription right to other persons. Any Shares not accepted pursuant to such offer shall be under the control of the BoM, who may allot the same to such persons, on such terms and in such manner as they think fit, provided that such Shares shall not be disposed of on terms which are more favorable to the subscriber than the</p>	<p>Unless otherwise decided by the AGM, any new ordinary shares proposed to be issued shall first be offered to the existing Shareholders in proportion to the number of the ordinary shares held by them respectively at the time being in accordance with Article 87 124 of the Enterprise Law. The offer shall be made by notice specifying the number of shares offered, a reasonable period of time for acceptance by the Shareholders (not being less than twenty (20) business days) no later than fifteen (15) business days before the expired date of the preferred subscription. The Shareholders shall be entitled to transfer their preferred subscription right to other persons. Any Shares not accepted pursuant to such offer shall be under the control of the BOM, who may allot the same to such persons, on such terms and in such manner as</p>	in accordance with the Enterprise Law 68

		terms on which they were first offered to the Shareholders, unless otherwise approved by the GSM or in the event the Shares are sold via the Stock Exchanges.	they think fit, provided that such Shares shall not be disposed of on terms which are more favorable to the subscriber than the terms on which they were first offered to the Shareholders, unless otherwise approved by the AGM or in the event the Shares are sold via the Stock Exchanges.	
7.	Article 8.2(i)	to observe the Group's Charter, the resolutions of the GSM and decisions of the BoM;	to observe the Group's Charter, the resolution of the AGM and decision of the BOM;	in accordance with the terminologies of the Enterprise Law 68
8.	Article 8.4	Each Shareholder which is a legal entity or an organization shall have the right to appoint one or more Authorized Representative(s) to exercise its rights as a shareholder of the Group in accordance with Law; in a case where more than one Authorized Representatives are appointed, then the specific number of shares and the specific number of votes represented by each Authorized Representative must be specified and an Authorized Representative of a Shareholder which is a legal entity or an organization may vote differently from another Authorized Representative of the same Shareholder on the same matter at the GSM. The Group is entitled to rely on the information provided in the appointment notice for, including but not limited to, determining the necessary quorum for a meeting of the GSM or votes for passing decisions by the GSM. A Shareholder shall be bound by the action or omission of its validly	Each Shareholder which is a legal entity or an organization shall have the right to appoint one or more Authorized Representative(s) to exercise its rights as a shareholder of the Group in accordance with Law; in a case where more than one Authorized Representatives are appointed, then the specific number of shares and the specific number of votes represented by each Authorized Representative must be specified and an Authorized Representative of a Shareholder which is a legal entity or an organization may vote differently from another Authorized Representative of the same Shareholder on the same matter at the GSM. In a case where such Shareholder cannot determined the number of shares held by each Authorised Representative(s), the Shareholder's total Shares shall be divided equally by the number of Authorised Representative(s). Each Authorized	to clarify the principles on determining the number of shares of each authorized representative in case a shareholder is a legal entity or organization who does not specify the number of shares corresponding to each authorized representative and to corresponds with the provisions of the Enterprise Law 68

	<p>appointed Authorized Representatives and no limitations on the authority of the Authorized Representatives shall be binding on the Group unless they are clearly indicated in a notice of appointment.</p> <p>a. The appointment, termination or change of an Authorized Representative must be notified in writing to the Group at least forty eight (48) hours before such appointment, termination or change becomes effective. To the extent required by the Law, the notification must contain the following:</p> <ul style="list-style-type: none"> i. Name, permanent address, nationality, number and date of establishment decision or business registration of the Shareholder; ii. Number of shares, classes of shares and date of registration as a Shareholder with the Group; iii. Full name, permanent address, nationality, number of Identity Card, passport or other lawful personal identification of the Authorized Representative; iv. Number of shares for which an Authorized Representative has been appointed; v. Term of mandate of the Authorized Representative; and vi. Full name and signature of the 	<p>Representative of a Shareholder being a legal entity/organization shall be entitled to give different voting on an issue. Group is entitled to rely on the information provided in the power of attorney for, including but not limited to, determining the necessary quorum for a meeting of the AGM or votes for passing decisions resolutions by the AGM. A Shareholder shall be bound by the performance or non-performance of its legitimate Authorized Representative(s) and any limitation on the authorities of the Authorized Representative(s) on executing the rights and obligation of the Shareholder set by the Shareholder shall not binding the third parties, except that the limitation is clearly indicated in the power of attorney.</p> <p>a. The appointment, termination or change of an Authorized Representative must be notified in writing to the Group at least forty eight (48) hours before such appointment, termination or change becomes effective. To the extent required by the Law, the notification must contain the following:</p> <ul style="list-style-type: none"> i. Name, business registration number, permanent address of head office, nationality, number and date of establishment decision or business registration of the Shareholder; ii. Number of shares, classes of shares and date of registration as a Shareholder 	
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		<p>Authorized Representative and of the Legal Representative of the Shareholder.</p> <p>b. To the extent required by the Law, the Group will send a notification about the Authorized Representative stipulated in this clause to the business registration office within five (5) working days as from the date the Group receives the notification.</p>	<p>with the Group;</p> <p>iii. Full name, permanent address, nationality, number of Identity Card, passport or other lawful personal identification of the Authorized Representative;</p> <p>iv. Number of shares and the date for which an Authorized Representative has been appointed;</p> <p>v. Term of mandate of the Authorized Representative, including the commencement date; and</p> <p>vi. Full name and signature of the Authorized Representative and of the Legal Representative of the Shareholder.</p> <p>b. To the extent required by the Law, the Group will send a notification about the Authorized Representative stipulated in this clause to the business registration office within five (5) working days as from the date the Group receives the notification.</p>	
9.	Article 10.2(iii)	Have priority in subscribing new offered shares of the Group in proportion with their respective ratio of ownership of shares in the Group;	Have priority in subscribing new offered shares of the Group in proportion with their respective ratio of ownership of shares in the Group;	in accordance with the Enterprise Law 68
10.	Article 10.3	A Shareholder or a group of Shareholders holding more than 10% of the Ordinary Shares for a continuous period of six (6) months or more shall have the following rights, additional to those set	A Shareholder or a group of Shareholders holding more than from 10% and above of the Ordinary Shares for a continuous period of at least six (6) months or more shall have the	in accordance with the Enterprise Law 68

		<p>out in Article 10.2 and 10.4 of this Article 10:</p> <p>(i) Nominate candidates to the BoM and IC;</p> <p>(ii) Examine and request an extract or a copy of the list of shareholders who are entitled to attend and vote at the GSM;</p> <p>(iii) Examine and make an extract of the minutes and resolutions of the BoM, semi-annual and annual financial reports prepared in compliance to the forms of Vietnamese Accounting System or IFRS and reports of the IC;</p> <p>(iv) Request convention of the GSM in the events as set out in Article 79.3 of the Enterprise Law;</p> <p>(v) Request the IC to inspect each particular issue relating to the management and operation of the Group where it is considered necessary. Such request must be in writing form and follow the stipulations of Article 79.2(d) of the Enterprise Law; and</p> <p>(vi) Other rights as provided in the Enterprise Law.</p>	<p>following rights, additional to those set out in Article 10.2 and 10.4 of this Article 10:</p> <p>(i) Nominate candidates to the BOM and SC;</p> <p>(ii) Examine and request an extract or a copy of the list of shareholders who are entitled to attend and vote at the AGM;</p> <p>(iii) Examine and make an extract of the minutes and resolutions of the BOM, semi-annual and annual financial reports prepared in compliance to the forms of Vietnamese Accounting System or IFRS and reports of the SC;</p> <p>(iv) Request convention of the AGM in the events as set out in Article 79.3 114.3 of the Enterprise Law;</p> <p>(v) Request the SC to inspect each particular issue relating to the management and operation of the Group where it is considered necessary. Such request must be in writing form and follow the stipulations of Article 79.2(d) 114.2(d) of the Enterprise Law ; and</p> <p>(vi) Other rights as provided in the Enterprise Law.</p>	
11.	Article 10.4(v)	Not being allowed to withdraw the capital amount contributed from the Group in any manner, except in the event that the Group or other persons purchase Shares. If there is any	Not being allowed to withdraw the capital amount contributed from the Group in any manner, except in the event that the Group or other persons purchase Shares. If there is any	in accordance with the Enterprise Law 68

		Shareholder withdrawing wholly or partly of his capital amount contributed in contrary to the stipulations of this Article, then the BoM members and the legal representative of the Group shall jointly take responsibility for the debts and other material responsibilities of the Group within the capital amount withdrawn;	Shareholder withdrawing wholly or partly of his capital amount contributed in contrary to the stipulations of this Article, then BoM members the Shareholder and the Associated personal within the Group and the legal representative of the Group shall jointly take responsibility for the debts and other material responsibilities of the Group within the capital amount withdrawn and any losses and damages may incur ;	
12.	Article 12.2	Every share certificate shall be issued with the signature of the Group's legal representative and sealed with the Group's seal in the format prescribed by the Enterprise Law. It shall specify the number and class of Shares to which it relates and the amount paid up thereon, the name of the holder, and contain such other information as prescribed by the Enterprise Law. Each non-bearer share certificate shall only represent one class of Shares.	Every share certificate shall be issued with the signature of the Group's legal representative and sealed with the Group's seal (if registered) in the format prescribed by the Enterprise Law. It shall specify the number and class of Shares to which it relates and the amount paid up thereon, the name of the holder, and contain such other information as prescribed by the Enterprise Law. Each non-bearer share certificate shall only represent one class of Shares.	in accordance with the Enterprise Law 68
13.	Article 12.5	If a Share certificate has been damaged or defaced or alleged to have been lost, stolen or destroyed, a new certificate representing the same Shares must be issued to the holder upon his request provided that he delivers the old certificate to the Group or (if the old certificate is alleged to have been lost, stolen or destroyed) complies with such conditions as to evidence and indemnity and (in either case) pays the Group's expenses as the BoM decides. The holder of a	If a Share certificate has been damaged or defaced or alleged to have been lost, stolen or destroyed, a new certificate representing the same Shares must be issued to the holder upon his request provided that he delivers the old certificate to the Group or (if the old certificate is alleged to have been lost, stolen or destroyed) complies with such conditions as to evidence and indemnity and (in either case) pays the Group's expenses as decided on the	to comply with provisions of Enterprise Law 68 on responsibilities of the shareholder when the stock is lost, destroyed or damaged in any other form.

		share certificate shall have the sole responsibility for the safe custody of the certificate. The Group shall have no liability whatsoever for any loss or fraudulent misuse of such certificate.	Resolutions of the BOM. The holder of a share certificate shall have the sole responsibility for the safe custody of the certificate. The Group shall have no liability whatsoever for any loss or fraudulent misuse of such certificate. As for Shares with a total face value of over VND ten million (VND 10,000,000), the Shareholder must publicly notice the shares lost or destroyed or damaged in any other form. After fifteen (15) days from the date of notification, the Shareholder will propose the Group issuing new Share certificate.	
14.	Article 12.7	With respect to the preferred Shares, in addition to the above-mentioned contents, the certificate must specify type of preference of such Shares and/or other contents as provided in Articles 82 and 83 of the Enterprise Law.	With respect to the preferred Shares, in addition to the above-mentioned contents, the certificate must specify type of preference of such Shares and/or other contents as provided in Articles 82 117 and 83 118 of the Enterprise Law .	in accordance with the Enterprise Law 68
15.	Article 20.2(iii)	When the number of members of the BoM is less than the number provided by Law or less than a half of the number prescribed in the Charter;	When the number of members of the BOM, the SC is less than the number provided by Law or the number of the BOM less than a half of the number prescribed in the Charter;	in accordance with the Enterprise Law 68
16.	Article 20.2(v)	The IC requests that a meeting be held if the IC has reason to believe that the members of the BoM are in serious breach of their obligations under Article 108 of the Enterprise Law or the BoM has acted ultra vires or intends to act ultra vires. The BoM must convene an extraordinary GSM (EGM) within thirty (30) days from the date of receipt of such request.	The SC requests that a meeting be held if the SC has reason to believe that the members of the BOM are in serious breach of their obligations under Article 108 149 of the Enterprise Law or the BOM has acted ultra vires or intends to act ultra vires. The BOM must convene an extraordinary AGM (EGM) within thirty (30) days from the date of receipt of such request.	in accordance with the Enterprise Law 68

17.	Article 22.2	<p>The person convening the GSM must carry out the following duties:</p> <p>(i) Prepare a list of Shareholders eligible to participate and vote at the meeting within forty – five (45) days before the date of the meeting, an agenda of the meeting, and documents in accordance with the Law and the Charter;</p> <p>(ii) Confirm the time and place for the meeting; and</p> <p>(iii) Notify and send notices of the meeting to all eligible Shareholders.</p>	<p>The person convening the AGM must carry out the following duties:</p> <p>(i) Prepare a list of Shareholders eligible to participate and vote at the meeting not earlier than fifteen (15) days before the date of sending the AGM invitation within forty – five (45) days before the date of the meeting, an agenda of the meeting, and documents in accordance with the Law and the Charter;</p> <p>(ii) Provide information and resolve complaints related to the list of shareholders;</p> <p>(iii) Preparing meeting agenda and the contents of the AGM;</p> <p>(iv) Preparing meeting materials;</p> <p>(v) Drafting the Resolution of the AGM under the proposed contents, a list and resume of the proposed candidates in case of election of members of the Executive Committee, Supervisors;</p> <p>(vi) Confirm the time and place for the meeting; and</p> <p>(vii) Notify and send notices of the meeting to all eligible Shareholders.</p>	<p>to comply with provisions of Enterprise Law 68 on responsibilities of the organizer of the AGM of Vingroup</p>
18.	Article 22.3	<p>The notice of a GSM must contain an agenda and relevant information on the issues to be discussed and voted at the Meeting. Notice of a GSM may be given to a Shareholder either personally or by sending insured mail by post to the Shareholder’s registered address, or to the address provided by</p>	<p>The notice of the AGM must contain name, head-office address and enterprise number; name, permanent address of Shareholder, time, place of the AGM and other requirements for participants. Notice of the AGM may be given to Shareholders either personally or by sending</p>	<p>to comply with provisions of the Enterprise Law 68 on enclosed materials of the AGM</p>

		<p>the Shareholder for the giving of notices. If a Shareholder has notified the Group in writing of a fax number or an electronic mail address, notice shall be given to that fax number or electronic mail address. In the case of persons employed by the Group, notice may be given to them individually in a sealed envelope at their place of work. The notice of a GSM must be given to the Shareholders, posted on the Group’s website and released on the websites of the Stock Exchanges at least ten (10) working days (excluding the date of the notice and the date of the meeting) (or at least fifteen (15) days in case where the aforesaid period of 10 (ten) working days is less than fifteen (15) days) prior to the date of the GSM. The notice also shall be announced in a central newspaper or in a central or local newspaper where the Group’s Head Office is located.</p>	<p>insured mail by post to the Shareholder’s registered address in the list of legitimate shareholders. The notice of a AGM must be given to the Shareholders, posted on the Group’s website and released on the websites of the Stock Exchanges at least ten (10) working days (excluding the date of the notice and the date of the meeting) (or at least fifteen (15) days in case where the aforesaid period of 10 (ten) working days is less than fifteen (15) days) prior to the date of the AGM. The notice also shall be announced in a central newspaper or in a central or local newspaper where the Group’s Head Office is located. The meeting materials posted on the Vingroup’s website enclosed with the invitations include: (i) The agenda, the documents used in meetings and the draft resolutions for each issue stated in the agenda; (ii) the voting form; and (iii) the form designated as authorized representatives attending the meeting will be published on the official website of the Group. The invitation sent to Shareholders as regulated in the Article 22.3 above shall specify the way to download the meeting materials. If Shareholders have any demand on the materials, Vingroup shall provide them.</p>	
19.	Article 23.1	<p>The GSM is chaired by the Chairman of the BoM. In his absence, the Vice Chairman of the BoM or the person elected by the GSM shall preside over the GSM. In cases where none of such persons</p>	<p>The AGM is chaired by the Chairman of the BOM. In his absence, the Vice Chairman of the BOM or the person elected by the AGM shall preside over the AGM. In cases where none of</p>	<p>to comply with provisions of the Enterprise Law 68 on the election of the Chairman of the AGM</p>

		<p>can preside over the GSM, a member of the BoM holding highest position present at the GSM shall hold a meeting to elect the chairperson of the GSM, who need not necessarily be a member of the BoM. The BoM's Chairman, BoM's Vice Chairman or the chairperson elected by the GSM shall appoint a secretary or a group of secretaries to take the minutes of the GSM. In other cases, the person signing for the convening of a GSM shall lead the meeting to elect the Chairman and the person receiving highest number of votes will be the chairperson of the Meeting. In case the chair person is elected, the name and the votes for him must be announced.</p>	<p>such persons can preside over the AGM, a member of the BOM holding highest position present at the AGM shall hold a meeting to elect the chairperson of the AGM, who need not necessarily be a member of the BOM. The BOM's Chairman, BOM's Vice Chairman or the chairperson elected by the AGM shall appoint a secretary or a group of secretaries to take the minutes of the AGM. In the case where none is elected to be chairman of the AGM, the Head of SC will conduct to elect the chairman of the meeting and who achieves the highest number of votes shall chair the meeting. In other cases, the person signing for the convening of the AGM shall lead the meeting to elect the Chairman and the person receiving highest number of votes will be the chairperson of the Meeting. In case the chair person is elected, the name and the votes for him must be announced.</p>	
20.	Article 23.2	<p>The GSM shall be deemed as duly conducted only when a quorum representing at least 65% of the voting Shares are present. In case there is not sufficient number of required attendees, the GSM must be reconvened within thirty (30) days from the proposed date of the first convention of the GSM. The reconvened GSM shall be conducted only when a quorum of attendees being Shareholders or their proxies representing at least 51% of the voting Shares are present. In case the second convention of the GSM cannot be conducted due to insufficiency of number of</p>	<p>The AGM shall be deemed as duly conducted only when a quorum representing at least 65 51% of the voting Shares are present. In case there is not sufficient number of required attendees, the AGM must be reconvened within thirty (30) days from the proposed date of the first convention of the AGM. The reconvened AGM shall be conducted only when a quorum of attendees being Shareholders or their proxies representing at least 51 33% of the total voting Shares are present. In case the second convention of the AGM cannot be conducted</p>	<p>to comply with provisions of the Enterprise Law 68 on the conditions for conducting the AGM</p>

		required attendees, within sixty (60) minutes from the proposed opening of the GSM, the third convention of the GSM may be reconvened within twenty (20) days from the proposed date of the second convention of the GSM and in this case the GSM shall be conducted regardless the number of the Shareholders or their proxies are present and shall be deemed valid and have the power to decide all matters which the GSM first convened may approve.	due to insufficiency of number of required attendees, within sixty (60) minutes from the proposed opening of the AGM, the third convention of the AGM may be reconvened within twenty (20) days from the proposed date of the second convention of the AGM and in this case the AGM shall be conducted regardless the number of the Shareholders or their proxies are present and shall be deemed valid and have the power to decide all matters which the AGM first convened may approve.	
21.	Article 23.6	Not specified	Further to the case as defined above, Shareholders are considered to attend and vote at the AGM in accordance with the provisions of the Enterprise Law and this Charter in the case of Shareholders exercise their vote by the way of electronic vote.	to comply with provisions of the Enterprise Law 68 on the cases considering shareholders' attendance and voting right at the AGM
22.	Article 24.1	The GSM pass any decision within their authority by way of a vote at a meeting of the GSM or by collecting written opinions from the shareholders. (i) Save for the cases provided in paragraph (ii) below, GSM's decisions shall be adopted if they are voted for by at least 65% of the total votes of the Shareholders being entitled to vote and directly attending, or having their proxies attending, the meeting (in the case of voting at the meeting) or by at least 75% of the total votes of Shareholders being entitled to vote (in the case of collecting written ballots) (ii) Decisions of the GSM relating to the	The AGM pass any Resolution within their authority by way of a vote at a meeting of the AGM or by collecting written opinions from the shareholders. (i) Save for the cases provided in paragraph (ii) below, AGM's decisions shall be adopted if they are voted for by at least 65 51% of the total votes of the Shareholders being entitled to vote and directly attending, or having their proxies attending, the meeting (in the case of voting at the meeting) or by at least 51% of the total votes at of Shareholders being entitled to vote (in the case of collecting written ballots)	to comply with provisions of the Enterprise Law 68 on the conditions for approving the company's charter

	<p>following matters shall only be adopted if they are voted for by at least 75% of the total votes of the Shareholders being entitled to vote and directly attending, or having their proxies attending, the meeting (in the case of voting at the meeting) or by at least 75% of the total votes of Shareholders being entitled to vote (in the case of collecting written ballots):</p> <ul style="list-style-type: none"> (A) Class and number of Shares to be offered or transferred of each class; (B) Amendments of and additions to the Group's Charter; (C) Decisions on investment or sale of assets equal to or more than fifty percent (50%) of the value of the total assets of the Group as recorded in the latest financial statements; and (D) Reorganization, dissolution of the Group. <p>(iii) Decisions of the GSM relating to the delisting of the Group's Shares on Offshore Securities Exchange (including the SGX-ST) shall only be adopted upon the satisfaction of the following conditions:</p> <ul style="list-style-type: none"> (A) The Group to convene a GSM to approve the delist of the Group's Shares on Offshore Securities Exchange (including the SGX-ST); (B) At least 75% of the total votes of Shareholders having voting right and 	<p>(ii) Decisions of the AGM relating to the following matters shall only be adopted if they are voted for by at least 75% 65% of the total votes of the Shareholders being entitled to vote and directly attending, or having their proxies attending, the meeting (in the case of voting at the meeting) or by at least 75% of the total votes of Shareholders being entitled to vote (in the case of collecting written ballots):</p> <ul style="list-style-type: none"> (A) Class and number of Shares to be offered or transferred of each class; (B) Amendments of registered business sectors; (C) Amendments of the management structure of the Group; (C) Decisions on investment or sale of assets equal to or more than fifty percent (50%) of the value of the total assets of the Group as recorded in the latest financial statements; and (D) Amendments of and additions to the Charter of the Group; (E) Investments in projects or sale of assets with the value equivalent to or above 35% of the total value of assets recorded in the recent financial statements of the Group; (F) Reorganization, dissolution of the Group. <p>(iii) Resolutions of the AGM relating to the delisting of the Group's Shares on Offshore Securities Exchange (including the SGX-ST)</p>	
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		<p>attending the meeting (whether directly or through proxy) agree to the delist of Shares;</p> <p>(C) The Management Personnel and Major Shareholders of the Group do not provide abstain opinion to the delist of Shares; and</p> <p>(D) Less than 10% of the total votes of Shareholders having voting right and attending the meeting (whether directly or through proxy) oppose the delist of Shares.</p>	<p>shall only be adopted upon the satisfaction of the following conditions:</p> <p>(A) The Group to convene a AGM to approve the delist of the Group's Shares on Offshore Securities Exchange (including the SGX-ST);</p> <p>(B) At least 75% of the total votes of Shareholders having voting right and attending the meeting (whether directly or through proxy) agree to the delist of Shares;</p> <p>(C) The Management Personnel and Major Shareholders of the Group do not provide abstain opinion to the delist of Shares; and</p> <p>(D) Less than 10% of the total votes of Shareholders having voting right and attending the meeting (whether directly or through proxy) oppose the list of Shares.</p>	
23.	Article 24.3(ii)	<p>In the case of approval of decisions by way of written opinions, the BoM shall do the following tasks:</p> <ul style="list-style-type: none"> ▪ Decide the matters requiring opinions, and the form and content of opinion collection forms (the opinion collection form must contain the following information: (i) name, address of head-office, number and date of issue of the enterprise registration certificate of the Group; (ii) purpose of opinion collection; (iii) name, permanent address, nationality, number of ID/Passport or other individual identity certificate of Shareholder being individual; 	<p>Notwithstanding the Article 145 of the Enterprise Law 68, in the case of approval of decisions by way of written opinions, the BoM shall do the following tasks:</p> <ul style="list-style-type: none"> ▪ Decide the matters requiring opinions, and the form and content of opinion collection forms (the opinion collection form must contain the following information: (i) name, address of head-office, number and date of issue of the enterprise registration certificate of the Group; (ii) purpose of opinion collection; (iii) name, permanent address, nationality, ID/Passport number or other individual identity certificate 	<p>to prescribe the method to send shareholders' answer to Vingroup in accordance with the provisions of the Enterprise Law 68</p>

	<p>name, permanent address, nationality, number of the establishment decision or the enterprise registration certificate of Shareholder being a legal entity or an organization or its proxy; number of shares of each type and number of votes of the Shareholder; (iv) matter to be opined and respective attached documents; (v) latest time or dead line to send the opinion collection form to the Group; (vi) vote “agreed”, “disagreed”, “no opinion”; and (vii) name and signature of the Chairman of the BoM and the legal representative of the Group;</p> <ul style="list-style-type: none"> ▪ Send the form together with other related documents to all Shareholders who have the right to vote; ▪ The opinion form must have the signature of the Shareholder being individual, signature of the authorized representative or legal representative and stamp of the Shareholder being a legal entity or an organization; ▪ The form returned to the Group must be given in a sealed envelope and nobody is allowed to open before the counting of votes. All forms returned to the Group after the deadline as specified in the form, being amended, erased, marked or inserted additional symbol or have been opened shall be deemed invalid; ▪ The Chairman of the BOM, the legal representative of the Group, or one or a number of the BOM member that authorized by the 	<p>of Shareholder being individual; name, permanent address, nationality, number of the establishment decision or the enterprise registration certificate of Shareholder being a legal entity or an organization or its proxy; number of shares of each type and number of votes of the Shareholder; (iv) matter to be opined and respective attached documents; (v) latest time or dead line to send the opinion collection form to the Group; (vi) vote “agreed”, “disagreed”, “no opinion”; and (vii) name and signature of the Chairman of the BOM and the legal representative of the Group;</p> <ul style="list-style-type: none"> ▪ Notice of the AGM may be given to Shareholders either personally or by sending insured mail by post to the Shareholder’s registered address in the list of legitimate shareholders. The notice of a AGM must be given to the Shareholders, posted on the Group’s website and released on the websites of the Stock Exchanges at least ten (10) working days (excluding the date of the notice and the date of the meeting) (or at least fifteen (15) days in case where the aforesaid period of 10 (ten) working days is less than fifteen (15) days) prior to the date of the AGM. The meeting materials posted on the Vingroup’s website enclosed with the invitations include: (i) The agenda, the documents used in meetings and the draft resolutions for each issue stated in the agenda; (ii) the voting form; and (iii) the form 	
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	<p>Chairman of the BOM shall count the votes and prepare the minutes of votes counting under the supervision of the representative of the IC or the shareholder not holding any management position of the Group; The members of the BOM and persons who supervised the votes counting shall be jointly responsible for the honesty and accuracy of the minutes of votes counting; jointly responsible for any damages resulting from the decision passed due to dishonest and inaccurate counting of votes;</p> <ul style="list-style-type: none"> ▪ The minutes of vote counting must be disclosed on the website of the Group within twenty (24) hours and sent to the shareholders within fifteen (15) days, from the date of finishing the votes counting; ▪ The opinion forms, the minutes of vote counting, the full resolution which has been passed and other related documents attached to the forms must be kept in the head office of the Group; ▪ Decisions by way of written resolutions shall have the same validity as those passed by way of vote at a GSM. 	<p>designated as authorized representatives attending the meeting will be published on the official website of the Group. The invitation sent to Shareholders as regulated in this regards shall specify the way to download the meeting materials. If Shareholders have any demand on the materials, Vingroup shall provide them.;</p> <p>▪ The opinion form must have the signature of the Shareholder being individual, signature of the authorized representative or legal representative and stamp of the Shareholder being a legal entity or an organization;</p> <ul style="list-style-type: none"> ▪ Shareholders could return the voting form to the Group in bellows methods: <ul style="list-style-type: none"> ▪ Posting: the returned form must be signed by the Shareholder himself as for individuals or Authorized Representative(s) or Legal Authorized Representative(s) as for Group of Shareholders. The voted form must be given in a sealed envelope and nobody is allowed to open before the counting of votes. All forms returned to the Group after the deadline as specified in the form, being amended, erased, marked or inserted additional symbol or have been opened shall be deemed invalid; ▪ Sending via the registered fax number or official electronic mail address: the returned form must be kept private and 	
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			<p>confidential for the counting and votes time.</p> <ul style="list-style-type: none"> ▪ The Chairman of the BOM, the legal representative of the Group, or one or a number of the BOM member that authorized by the Chairman of the BOM shall count the votes and prepare the minutes of votes counting under the supervision of the representative of the SC or the shareholder not holding any management position of the Group; The vote counters and supervisors of vote counters shall be jointly responsible for the honesty and accuracy of the minutes of votes counting; jointly responsible for any damages resulting from the decision passed due to dishonest and inaccurate counting of votes; ▪ The minutes of vote counting must be disclosed on the website of the Group within twenty (24) hours and sent to the shareholders within fifteen (15) days, from the date of finishing the votes counting; ▪ The opinion forms, the minutes of vote counting, the full resolution which has been passed and other related documents attached to the forms must be kept in the head office of the Group; ▪ Decisions by way of written resolutions shall have the same validity as those passed by way of vote at the AGM. 	
24.	Article 25.1	The minutes of the GSM shall be included in the minute book of the Group which must contain the	The AGM must be recorded in the Meeting Minutes and recordable or stored in other	to comply with provisions of the Enterprise Law 68

		<p>following principal information:</p> <p>(i) Name, Head Office address, the number and date of issuance of the Enterprise Registration Certificate of the Group.</p> <p>(ii) Time and place of the GSM;</p> <p>(iii) The agenda and contents of the GSM;</p> <p>(iv) The Chairman and secretary;</p> <p>(v) Brief summary of contents and opinions presented at the GSM;</p> <p>(vi) Matters discussed and voted at the GSM; number of agreed votes, disagreed votes; and blank vote; matters passed;</p> <p>(vii) Total number of votes of Shareholders present at the Meeting;</p> <p>(viii) Total number of votes for each matter; and</p> <p>(ix) Full name, signature of Chairman and secretary.</p>	<p>electronic forms from time to time as agreed in relevant resolutions of the AGM. The minutes of the AGM shall be included in the minute book of the Group which The minutes of the AGM must contain the following principal information:</p> <p>(i) Name, Head Office address, enterprise number number and date of issuance of the Enterprise Registration Certificate of the Group.</p> <p>(ii) Time and place of the AGM;</p> <p>(iii) The agenda and contents of the AGM;</p> <p>(iv) The Chairman and secretary;</p> <p>(v) Brief summary of contents and opinions presented at the AGM;</p> <p>(vi) Matters discussed and voted at the GSM; number of agreed votes, disagreed votes; and blank vote; matters passed;</p> <p>(vii) Total number of Shareholders and total number of votes of Shareholders present at the Meeting; appendix of the list of Shareholder Register , the Authorised Representative(s) with the number of shares equivalent to the number of votes;</p> <p>(viii) Total number of votes for each proposals in which clearly stated the method, the total number of valid and invalid votes, the total number of “agreed”, “disagreed”, “no opinion” votes, the proportion over the total Shareholders attending the AGM;</p>	<p>on the Meeting Minutes of the AGM</p>
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			<p>(ix) Approved proposals and the proportion of approved votes; and</p> <p>(ix) Full name, signature of Chairman and secretary.</p>	
25.	Article 25.2	<p>The GSM Chairman shall be responsible to prepare meeting minutes. The GSM minutes shall be disclosed on the website of the Group within twenty (24) hours and circulated to all Shareholders within 15 days from the closing of the GSM, and such minutes shall be deemed conclusive evidence of the business conducted at such Meeting unless objections are duly raised against the contents of such minutes within ten (10) days from their dispatch. The minutes shall be in Vietnamese (or if necessary, made in/translated into a foreign language), signed by the Chairman of the Meeting and the secretary, and prepared in accordance with the Enterprise Law and this Charter. The records, minutes, signature books of the attending Shareholders and appointments of proxies shall be kept together at the Group's Head Office.</p>	<p>The AGM Chairman shall be responsible to prepare meeting minutes. The AGM minutes shall be disclosed on the website of the Group within twenty (24) hours from the closing date of the AGM and circulated to all Shareholders within 15 days from the closing of the AGM, . Such minutes shall be deemed conclusive evidence of the business conducted at such Meeting unless objections are duly raised against the contents of such minutes within ten (10) days from their dispatch. The minutes shall be in Vietnamese (or if necessary, made in/translated into a foreign language), signed by the Chairman of the Meeting and the secretary, and prepared in accordance with the Enterprise Law and this Charter. The records, minutes, signature books of the attending Shareholders and appointments of proxies shall be kept together at the Group's Head Office.</p>	<p>in accordance with the Enterprise Law 68</p>
26.	Article 26	<p>The Shareholders, the members of the BoM, the General Director, the IC have the right to request the courts or arbitrators to verify and cancel the decisions of the GSM in compliance with Article 107 of the Enterprise Law.</p> <p>In case the decision of the GSM is cancelled in</p>	<p>Within ninety (90) days since the minutes of the AGM and the minutes of vote counting shall be published on the official website of the Company. The Shareholders or Groups of Shareholders regulated in the Article 0.3 of this Charter have the right to request the courts</p>	<p>to comply with provisions of the Enterprise Law 68 on the case and the deadline for individual shareholders or group of shareholders to require to</p>

		<p>accordance to a sentence of the Court or Arbitration, the person convening the GSM that issued the cancelled decision may consider to reconvene the meeting within thirty (30) days subject to the order, procedures required under the Law on Enterprises and this Charter.</p>	<p>or arbitrators to verify and cancel the resolution of the AGM in compliance with Article 107 147 of the Enterprise Law. In this case, the resolution of the AGM is still in full effect until the courts or arbitrators have different conclusions, except for authorities decide to apply temporary urgent methods.</p> <p>In case the resolution of the GSM is cancelled in accordance to a sentence of the Court or Arbitration, the person convening the GSM that issued the cancelled decision may consider reconvening the meeting within thirty (30) days subject to the order, procedures required under the Law on Enterprises and this Charter.</p>	<p>cancel the resolutions of the AGM</p>
27.	Article 27.1	<p>The BoM shall consist of no less than 5 members and a maximum of 11 members (or a different number in adherence to the Law from time to time). It is not required that members of the BoM be Shareholders of the Group or hold Vietnamese nationality or be resident in Viet Nam. The members of the BoM must comply with the standards and conditions set out in Article 110 of the Enterprise Law. The term of the BoM shall be five (5) years. The total number of independent non-executive members of the BoM must constitute at least one-third (1/3) of the total number of the BoM members. The minimum number of the independent non-executive BOM member is determined by way of rounding down.</p>	<p>The BoM shall consist of no less than five (5) three (3) members and a maximum of 11 members (or a different number in adherence to the Law from time to time). It is not required that members of the BoM be Shareholders of the Group or hold Vietnamese nationality or be resident in Viet Nam. The members of the BoM must comply with the standards and conditions set out in Article 110 of the Enterprise Law. The term of the BoM shall be five (5) years. The total number of independent non-executive members of the BoM must constitute at least one-third (1/3) of the total number of the BoM members. The minimum number of the independent non-executive BOM member is determined by way of rounding down.</p>	

28.	Article 27.2	The voting for electing members of the BoM shall be implemented by the method of accumulatively calculating the votes, by which each Shareholder shall have total votes equal to the Shares held by him multiplying with the number of members of the BoM to be elected and that Shareholder may decide to use all of his votes for one or several nominees.	The voting for electing members of the BOM shall be implemented by the method of universal suffrage in accordance with the resolution or Rules for voting rectified by the GSM the method of accumulatively calculating the votes , by which each Shareholder shall have total votes equal to the Shares holding him multiplying with the number of members of the BOM to be elected and that Shareholder may decide to use all of his votes for one or several nominees.	to simplify the procedures for the election of the BOM as the Enterprise Law 68 does not required to elect members of the BOM by the cumulative voting methods as regulated in the Enterprise Law 2005
29.	Article 27.4	The Shareholders shall have the right to add up their rights of each shareholder for nomination of the members of the BoM. A Shareholder or a group of Shareholders holding from 10% to less than 30% shall be entitled to nominate two (02) members; from 30% to less than 50% shall be entitled to nominate 3 members; from 50% to less than 65% shall be entitled to nominate 4 members and more than 65% shall be entitled to nominate full members. In the event that there is not sufficient number of the nominees for the members of the BoM, the current BoM may nominate further nominees or organize the nomination under the mechanism specified by the Group. The mechanism for nomination or the methods for the current BoM to nominate must be clearly announced and must be approved by the GSM prior to the commencement of the nomination.	Removing this Article	to comply with the method of universal suffrage

30.	Article 31.4	The meeting of the BoM as specified in Clause 31.3 of this Article must take place within fifteen (15) days after the meeting is called. If the Chairman fails to honor a request for a meeting, persons mentioned in Clause 31.3 of this Article requesting a meeting can call a meeting of the BoM.	The meeting of the BoM as specified in Clause 31.3 of this Article must take place within fifteen seven (7) days after the meeting is called. If the Chairman fails to honor a request for a meeting, persons mentioned in Clause 31.3 of this Article requesting a meeting can call a meeting of the BoM.	in accordance with the Enterprise Law 68
31.	Article 31.8	<p><u>Quorum.</u> A quorum of at least three forth (3/4) of the members of the BoM present in person or by alternate is mandatory for the BoM to conduct a meeting and pass resolutions.</p> <p><u>In case the quorum as required above is not met, the meeting shall be re-convened within fifteen (15) days from the tentative date of the first meeting. The re-convened meeting shall be conducted if more than a half of the BoM member attends the meeting.</u></p>	<p><u>Quorum.</u> A quorum at least from three forth (3/4) of the total members of the BOM present in person or by alternate is mandatory for the BOM to conduct a meeting and pass resolutions.</p> <p><u>In case the quorum as required above is not met, the meeting shall be re-convened within fifteen seven (7) days from the tentative date of the first meeting. The re-convened meeting shall be conducted if more than a half of the BOM member attends the meeting.</u></p>	in accordance with the Enterprise Law 68
32.	Article 31.11	<u>Majority Vote.</u> The BoM shall pass resolutions and make decisions by a simple majority (more than 50%) of the BoM members present. If there is a tie, the Chairman of the BoM shall have a casting vote.	<u>Majority Vote.</u> The BOM shall pass agree and issue resolutions and make decisions by a simple majority (more than 50%) of the BoM members present except the dismissal of GD as provided in the Article 33.5 of this Charter. If there is a tie, the Chairman of the BoM shall have a casting vote the final decision will be on the Chairman's vote.	in accordance with the terms defined in the Enterprise Law 68

33.	Article 31.12	<p><u>Absentee Ballots.</u> Absent members of the BoM can vote on resolutions of the BoM by written ballots. These written ballots must be delivered to the Chairman or failing him the secretary to the Chairman no later than one hour before the time appointed for the meeting.</p>	<p><u>Absentee Ballots.</u> Absent members of the BoM can vote on resolutions of the BoM by written ballots via post, fax and electronic email. These written ballots must be delivered to the Chairman or failing him the secretary to the Chairman, the voting form via fax, email must be sent to the official mail or fax number of the Group no later than one hour before the time appointed for the meeting.</p>	<p>to comply with provisions of the Enterprise Law 68 on the cases considering members of BOM's attendance and voting right at the AGM</p>
34.	Article 31.15	<p><u>Minutes.</u> The Chairman of the BoM shall be responsible for having minutes of the meetings of the BoM prepared for circulation to BoM members. Such minutes shall be deemed conclusive evidence of the business conducted at such meetings unless objections are raised to the contents of such minutes within ten (10) days of their dispatch. Minutes shall be prepared in Vietnamese, and must be signed by all members of the BoM attending the meeting, except for the case the resolution is approved via collecting written opinions. When necessary, the Minutes of the BoM's Meeting shall be prepared or/and translated into foreign language(s).</p>	<p><u>Minutes.</u> Meetings of BoM must be recorded in written minutes and recordable or stored in other electronic forms The Chairman of the BoM shall be responsible for having minutes of the meetings of the BoM prepared for circulation to BoM members. Such minutes shall be deemed conclusive evidence of the business conducted at such meetings unless objections are raised to the contents of such minutes within ten (10) days of their dispatch. Minutes shall be prepared in Vietnamese, and must be signed by all members of the BoM attending the meeting, except for the case the resolution is approved via collecting written opinions. When necessary, the Minutes of the BoM's Meeting shall be prepared or/and translated into foreign language(s).</p>	<p>to comply with provisions of the Enterprise Law 68 on the Meeting Minutes of the BOM Meeting</p>

35.	Article 33.2	<p><u>Term.</u> The General Director may not necessarily be the Chairman of the BoM. The term of the General Director is three (3) years, unless otherwise determined by the BoM. Reappointment is permitted. The appointment can be terminated on the grounds set forth in the employment contract. The General Director must comply with the standards and conditions set out in Article 116.2 of the Enterprise Law;</p>	<p><u>Term.</u> The General Director may not necessarily be the Chairman of the BoM. The term of the General Director is three (3) years, unless otherwise determined by the BoM. Reappointment is permitted. The appointment can be terminated on the grounds set forth in the employment contract. The General Director must comply with the standards and conditions set out in Article 116.2 157 of the Enterprise Law;</p>	<p>in accordance with the terms defined in the Enterprise Law 68</p>
36.	Article 33.7	<p>The BoM shall appoint at least one person to be the Group's Secretary with such term and conditions as determined by the BoM. The BoM may dismiss the Group's Secretary if necessary but shall not be contradictory to the applicable laws and regulations on labor. The BoM may also appoint one or more assistants for the Group's Secretary from time to time. The functions and responsibilities of the Group's Secretary shall include:</p> <ol style="list-style-type: none"> a. Preparation for the meetings of the BoM, the IC and the GSM by order of the BoM's Chairman or Head of the IC; b. Attending and preparing the meetings' minutes; c. Consulting on the procedures of the meetings; d. Ensuring that the decisions of the GSM and the BOM are in compliance with laws; e. Providing financial information, copies of 	<p>The BoM shall appoint at least one person to be the Group's Secretary with such term and conditions as determined by the BOM. The BOM may dismiss the Group's Secretary if necessary but shall not be contradictory to the applicable laws and regulations on labor. The BOM may also appoint one or more assistants for the Group's Secretary from time to time. The functions and responsibilities of the Group's Secretary shall include:</p> <ol style="list-style-type: none"> a. Preparation for the meetings of the BOM, the SC and the GSM by order of the BOM's Chairman or Head of the SC; b. Attending and preparing the meetings' minutes; c. Consulting on the procedures of the meetings; d. Ensuring that the decisions of the GSM and the BOM are in compliance with laws; e. Providing financial information, copies 	<p>to supplement and classify the role of the Secretary of Vingroup in accordance with provisions of the Enterprise Law 68 and the real operation of Vingroup</p>

		<p>the BoM meetings' minutes and other information to the BoM's members and IC.</p> <p>The Group's Secretary shall be responsible for keeping information confidential pursuant to the Law and the Charter of the Group.</p>	<p>of the BOM meetings' minutes and other information to the BOM's members and SC.</p> <p>f. Supporting the BOM in implementing of assigned authorities and responsibilities.</p> <p>g. Supporting the BOM in applying and implementing management principals of the Company.</p> <p>h. Supporting the Group in building Investor Relations and protecting rights and legitimate interests of Shareholders</p> <p>i. Supporting the Group for compliance with the obligation in information disclosure, publicity of information and administrative procedures;</p> <p>j. Other authorities and responsibilities depending on decisions of the Chairman of BOM from time to time.</p> <p>The Group's Secretary shall be responsible for keeping information confidential pursuant to the Law and the Charter of the Group.</p>	
37.	Article 35.4	<p>The contracts or transactions between the Group with the parties listed in Article 120.1 of the Law on Enterprises shall not be deemed invalid if:</p> <p>a. Being approved by the BoM, in respect of the contract or transaction having the value below 20% total assets value as recorded under the latest audited financial statement of the Group. In such case, the legal representative shall have to send to the BoM and list at the head</p>	<p>The contracts or transactions between the Group with the parties listed in Article 162.1 of the Law on Enterprises shall not be deemed invalid if:</p> <p>a. Being approved by the BOM, in respect of the contract or transaction having the value below 20% total assets value as recorded under the latest audited financial statement of the Group. In such case, the Representative of</p>	<p>to comply with provisions of the Enterprise Law 68 on issues relating to Contracts, Transactions that require pre-approval of the General Shareholders or the BOM</p>

	<p>office, branch of the Group the draft contract or notice of the main terms of the transactions. The BoM shall decide to approve the contract or the transaction within fifteen days from the listing date, the member having related interest shall not be entitled to vote.</p> <p>b. Being approved by the GSM, in respect of the contract or transaction having the value from 20% total assets value as recorded under the latest audited financial statement of the Group. In such case, the BoM shall submit the draft contract or explanation of the main terms of the transactions at the GSM or by obtaining Shareholders' opinion in writing. The Shareholders having related interest shall not be entitled to vote. The contract or transaction shall be passed if approved by the Shareholders holding from 65% of the rest voting shares.</p>	<p>Vingroup shall send to the BoM, members of the SC about the associated partners of the Contract or the Transaction; and list at the head office, branch of the Group the draft contract or notice of the main terms of the transactions. The BOM shall decide to approve the contract or the transaction within fifteen days from the listing date, the member having related interest shall not be entitled to vote.</p> <p>b. Being approved by the AGM, in respect of the contract or transaction having the value from 20% total assets value as recorded under the latest audited financial statement of the Group. In such case, the Representative of the Group shall inform the BOM and members of the SC associated partners of the Contract or the Transaction; enclose the draft contract or explanation of the main terms of the transactions. The BOM shall propose the draft of the contract or transaction or explain main terms of the transactions at the AGM or by obtaining Shareholders' opinion in writing. The Shareholders having related interest shall not be entitled to vote. The contract or transaction shall be passed if approved by the Shareholders holding from 65% of the rest voting shares.</p>	
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38.	Article 35.5	The contract shall be deemed invalid or resolved in accordance with laws in case it was executed or performed without approval of the competent body as required under paragraph a and b of this Article 35.4 of this Charter. The legal representative of the Group, and related Shareholder, member of the BoM or the General Director shall be responsible to indemnify the loss incurred and reimburse the Group the interest his/her received from that contract or transaction.	The contract shall be deemed invalid or resolved in accordance with laws in case it was executed or performed without approval of the competent body as required under paragraph a and b of this Article 35.4 of this Charter. The legal Representative of the Group signing the contract , and related Shareholder, member of the BoM or the General Director shall be responsible to indemnify the loss incurred and reimburse the Group the interest his/her received from that contract or transaction.	in accordance with the terms defined in the Enterprise Law 68
39.	Article 38.2(xvi) and 38.2(xvii)	Not specified	(xvi) to review, access and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management and early warnings of the Group; (xvii) to be entitled to attend and participate in discussions at the AGM, the BOM's meetings and other meetings of the Group.	to comply with provisions of the Enterprise Law 68 on right and responsibilities of the Supervisory Committee
40.	Article 38.3	Shareholders who hold at least 10% of the voting Shares for at least six (6) consecutive months or more may gather their votes to nominate the candidates to the IC. Any Shareholder or group of Shareholders who holds from 10% to less than 30% shall have the right to nominate two (02) candidates; from 30% to less than 50% shall have the right to nominate three (03) candidates; from 50% to less than 65% shall have the right to nominate four (04) candidates and from 65% or	Shareholders who hold at least 10% of the voting Shares for at least six (6) consecutive months or more may gather their votes to nominate the candidates to the IC. Any Shareholder or group of Shareholders who holds from 10% to less than 30% shall have the right to nominate two (02) candidates; from 30% to less than 50% shall have the right to nominate three (03) candidates; from 50% to less than 65% shall have the right to nominate four (04)	to simplify the procedure of supervisor election which is not required by the cumulative voting methods as regulated in the Enterprise Law 2005

		<p>more shall have the right to nominate all candidates. In case the number of candidates as nominated or self nominated are not met the required number, the IC shall be entitled to nominate candidates or organize the nomination in accordance with the mechanism provided under the regulation of the Group. The mechanism for the IC to nominate candidates for the IC must be clearly disclosed and provided by the GSM before the nomination.</p>	<p>candidates and from 65% or more shall have the right to nominate all candidates. In case the number of candidates as nominated or self nominated are not met the required number, the IC shall be entitled to nominate candidates or organize the nomination in accordance with the mechanism provided under the regulation of the Group. The mechanism for the IC to nominate candidates for the IC must be clearly disclosed and provided by the GSM before the nomination. The election of the members of the Supervisory Committee shall be implemented by the method of universal suffrage or cumulative voting methods in accordance with the resolution or rules for voting rectified by the GSM from time to time.</p>	
41.	Article 38.5	<p>The IC shall have from three (03) to five (05) members, of which the independent members shall comprise more than 50% of the total member of the IC. At least one member of the IC must be specialized in accounting and not be (i) an employee of the Group's financial or accounting departments or (ii) a member or employee of the Group's independent auditing firm who is conducting the audit of the financial statements of the Group. IC members shall not be required to hold Vietnamese nationality and/or to be a resident in Vietnam, however, in any case at least one independent member of the IC shall be a person who is resident in Singapore, also at least</p>	<p>The SC shall have from three (03) to five (05) members, of which the independent members shall comprise more than 50% of the total member of the SC. The member of the SC must meet all of hereby requirements: (i) have sufficient civil legal of individuals and not being banned subject from establishing and management a business under the provisions of the Enterprise Law; (ii) not being a spouse, biological father, adoptive father, biological mother, adoptive mother, adopted children, siblings of a member of the BOM, CEO and Managers; (iii) not appointed as Managers; unnecessarily to be</p>	<p>to comply with provisions of the Enterprise Law 68 on the criterion and condition of a Supervisor and a Head of Supervisory Committee</p>

		<p>a half of the IC must be resident in Viet Nam. Member of the IC may not be the related party of the BOM member, the General Director and other Management Personnel of the Group. Candidates elected to the IC must meet requirements on eligibilities and mechanism for selection of IC members as specified in the Regulations on electing IC members approved by the GSM. The IC shall appoint one of its members who is a shareholder of the Group as the head of the IC. The head of the IC must have accounting qualification. The head of the IC shall have the following rights and obligations:</p> <ul style="list-style-type: none"> (i) Convene the meetings of the IC and act as Head of the IC; (ii) Request from the Group the relevant information to be submitted to all members of the IC; (iii) Prepare and sign the IC's reports upon having consulted with the BoM for submission to the GSM. 	<p>the Shareholder or the employee of the Group; and (iv) not being auditors or accountants as prescribed by Laws. At least one member of the SC must be specialized in accounting and not be (i) an employee of the Group's financial or accounting departments or (ii) a member or employee of the Group's independent auditing firm who is conducting the audit of the financial statements of the Group. Supervisor shall not be required to hold Vietnamese nationality and/or to be a resident in Vietnam, however, in any case at least one Supervisor shall be a person who is resident in Singapore, also at least a half of the SC must be resident in Viet Nam. Supervisor may not be the related party of the BOM member, the General Director and other Management Personnel of the Group. Candidates elected to the Supervisor must meet requirements on eligibilities and mechanism for selection of Supervisor as specified in the Regulations on electing SC members approved by the AGM. The SC shall appoint one of its members who is a shareholder of the Group as the head of the SC. The head of the SC must have accounting qualification must be an auditor or accountant and employed by Vingroup. The head of the SC shall have the following rights and obligations:</p> <ul style="list-style-type: none"> (i) Convene the meetings of the SC and act as Head of the SC; (ii) Request from the Group the relevant 	
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			<p>information to be submitted to all members of the IC;</p> <p>(iii) Prepare and sign the SC's reports upon having consulted with the BOM for submission to the AGM.</p>	
42.	Article 38.8	<p>A member of the IC shall cease to be a member of the IC:</p> <p>(i) If he becomes prohibited by Law from acting as a member of the IC;</p> <p>(ii) If he resigns his office by a written notice to the Group delivered to the Head Office;</p> <p>(iii) If he is suffering from mental disorder and the other members of the IC consider him incapable of acting;</p> <p>(iv) If he shall for twelve consecutive months have been absent without permission of the IC from meetings of the IC held during that period and the IC resolves that his office be vacated;</p> <p>(v) If he is dismissed from his office by the decision of the GSM of the Group.</p>	<p>A Supervisor shall cease to be a member of the SC:</p> <p>(i) If he becomes prohibited by Law from acting as a Supervisor;</p> <p>(ii) If he resigns his office by a written notice to the Group delivered to the Head Office;</p> <p>(iii) If he is suffering from mental disorder and the other members of the SC consider him incapable of acting;</p> <p>(iv) If he shall for twelve consecutive months have been absent without permission of the SC from meetings of the SC held during that period and the SC resolves that his office be vacated;</p> <p>(v) If he is dismissed from his office by the decision of the AGM of the Group.</p>	in accordance with the Enterprise Law 68
43.	Article 48	<p>48.1 The BoM shall adopt an official seal of the Group and the BoM may determine, in accordance with the Law, the content of the Seal.</p> <p>48.2 The General Director of the Group shall be responsible for the safe custody and the use of the Seal in accordance with current provisions of the Law.</p>	<p>48.1 The BoM shall adopt use an official seal of the Group at a point in time and the BoM may determine, in accordance with the Law, the content of the Seal.</p> <p>48.2 The General Director of the Group shall be responsible for the safe custody and the use of the Seal in accordance with current</p>	the company is allowed to decide on the form, the quantity and the design of the corporate seal as stated in the Enterprise Law 68

			provisions of the Law.	
44.	Article 50.2	Any decision to dissolve the Group prior to the expiration of its Term (or any extension thereof) shall be passed by the GSM and adopted by the BoM and shall be notified to the appropriate authority for approval if required. This notification must be given in compliance to the stipulations of Article 158 of the Enterprise Law.	Any decision resolution to dissolve the Group prior to the expiration of its Term (or any extension thereof) shall be passed by the GSM and adopted by the BoM and shall be notified to the appropriate authority for approval if required. This notification must be given in compliance to the stipulations of Article 158 202 of the Enterprise Law.	in accordance with the Enterprise Law 68
45.	Article 51.2	The Term shall be extended if a resolution to this effect is passed by Shareholders representing at least 65% of the Ordinary Shares with voting rights present at the GSM.	The Term shall be extended if a resolution to this effect is passed by Shareholders representing at least 65 51% of the Ordinary Shares with voting rights present at the GSM.	in accordance with the Enterprise Law 68
46.	Article 56.1	The amendments of and additions to this Charter shall be considered and decided by the Shareholders representing at least 75% of the total Shares with voting right present in person or by proxy at the GSM or shall be adopted under the form of collecting written opinions in accordance with this Charter.	The amendments of and additions to this Charter shall be considered and decided by the Shareholders representing at least 75 65% of the total Shares with voting right present in person or by proxy at the GSM or shall be adopted under the form of collecting written opinions in accordance with this Charter.	to comply with provisions of the Enterprise Law 68 on the conditions for approving the Resolution of AGM
47.	Article 57.1	This Charter comprising of 18 Chapters divided into 57 Articles, is the lawful and official Charter of the Group and replaces any previous versions. This Charter has been approved by the GSM of the Group on 08 June 2013 in Hanoi and so accepted the effectiveness of this Charter as a whole. This Charter shall be effective from the date so approved by the GSM.	This Charter comprising of 18 Chapters divided into 57 Articles is the lawful and official Charter of the Group and replaces any previous versions. This Charter has been approved by the AGM of the Group on April 2015 in Hanoi and so accepted the effectiveness of this Charter as a whole. This Charter shall be effective from the date so approved by the AGM 1st July 2015.	in accordance with the Enterprise Law 68