

APPENDIX 9

(Attached to the Minutes of 2015 Annual General Meeting of Shareholders)

PROPOSAL FROM THE BOARD OF MANAGEMENT

Re: Amendments and supplements 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. **Amending Article 22.4:** in accordance with the Article 22.3 of the Charter
19. **Adding content to Article 22.3** to comply with provisions of the Enterprise Law 68 on enclosed materials of the AGM
20. **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
21. **Adding content to Article 23.2** to comply with provisions of the Enterprise Law 68 on the conditions for conducting the AGM
22. **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
23. **Amending Article 24.1** to comply with provisions of the Enterprise Law 68 on the conditions for approving the charter of the Company
24. **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
25. **Amending Article 25.1** to comply with provisions of the Enterprise Law 68 on the Meeting Minutes of the AGM
26. **Amending Article 25.2** in accordance with the Enterprise Law 68
27. **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
28. **Amending Article 27.1** in accordance with the Enterprise Law 68
29. **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
30. **Remove Article 27.4** to comply with the method of universal suffrage
31. **Amending Article 31.4** in accordance with the Enterprise Law 68
32. **Amending Article 31.8** in accordance with the Enterprise Law 68
33. **Amending Article 31.11** in accordance with the terms defined in the Enterprise Law 68
34. **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
35. **Amending Article 31.14** to clarify the provision on collecting written ballots of the BOM
36. **Amending Article 31.15** to comply with provisions of the Enterprise Law 68 on the Meeting Minutes of the BOM Meeting
37. **Amending Article 33.2** in accordance with the terms defined in the Enterprise Law 68
38. **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
39. **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
40. *Amending Article 35.5* in accordance with the terms defined in the Enterprise Law 68
 41. *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
 42. *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
 43. *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
 44. *Amending Article 38.8* in accordance with the Enterprise Law 68
 45. *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
 46. *Amending Article 50.2* in accordance with the Enterprise Law 68
 47. *Amending Article 51.2* in accordance with the Enterprise Law 68
 48. *Amending Article 56.1* to comply with provisions of the Enterprise Law 68 on the conditions for approving the Resolution of AGM
 49. *Amending Article 57.1* in accordance with the Enterprise Law 68
 50. 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 and supplements 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 supplements. 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

ANNEX

AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

No.	Relevant Article	Current content	New content	Reason for the amendment/ supplement
1.	Article 1	“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.	“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.	in accordance with the Enterprise Law 68
		“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.	“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	in accordance with the Enterprise Law 68
		No definition of “Supervisor”	To add the definition of "Supervisor" meaning the Supervisor of Vingroup	in accordance with the terms defined in the Enterprise Law 68
2.	Article 3.1	Abbreviated company name: VINGROUP JSC	Abbreviated company name: VINGROUP	in accordance with the current operation of Vingroup

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 agriculture with high quality 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 raising capital from time to time and as recorded in relevant resolutions of the AGM. The BOM shall decide the timing, method and 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;	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>(ii) Where the Shares are offered to the 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</p>	<p>Unless otherwise decided by the AGM, any new ordinary shares proposed to be issued shall first be offered to 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 Shareholders (not being less than twenty (20) business days) no later than fifteen (15) business days prior the expiry date of the subscription period. 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 other</p>	in accordance with the Enterprise Law 68

		are more favorable to the subscriber than the 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.	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 terms on which they were first offered to 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	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 a Shareholder which is a legal entity or an organization does not specify the number of shares represented by each Authorised Representative(s), the number of shares represented by each Authorised	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>bound by the action or omission of its validly 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 	<p>Representative shall be equal to the others by dividing the total number of shares by number of Authorised Representative(s). Any Authorized Representative of a Shareholder which is a legal entity/organization shall be entitled to give different voting from the other Authorized Representative on the same 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) to perform rights and obligation of the Shareholder set by the Shareholder shall not be applicable to 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, enterprise registration number, permanent address of head office, nationality, number and date of 	
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		<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>	<p>establishment—decision—or—business registration—of the Shareholder;</p> <p>ii. Number of shares, classes of shares and date of registration as a Shareholder with the Group;</p> <p>iii. Full name, permanent address, nationality, number of citizen ID Card, number of Identity Card, passport or other lawful personal identification of the Authorized Representative;</p> <p>iv. Number of shares for which an Authorized Representative has been appointed;</p> <p>v. Term of mandate of the Authorized Representative, which specifying the commencement date of the mandate; 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	Have priority in subscribing new issued offered for sale shares of the Group in proportion with	in accordance with the Enterprise Law 68

		ratio of ownership of shares in the Group;	their respective ratio of ownership of shares in the Group;	
10.	Article 10.3	<p>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 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>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 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</p>	in accordance with the Enterprise Law 68

			Enterprise Law.	
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 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;	Not to withdraw the capital contributed by ordinary shares from the Group in any form, except where shares are redeemed by the Group or other persons. Where a shareholder withdraws a part or all of the share capital contributed not in accordance with this clause, such shareholder and its related persons within the Group BoM members and the legal representative of the Group must be jointly responsible for debts and other property obligations of the company within the value of shares withdrawn and any incurred damages .	in accordance with the Enterprise Law 68
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 any) in the format as prescribed in 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	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	to comply with provisions of Enterprise Law 68 on responsibilities of the shareholder when the stock is lost, destroyed or

		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 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.	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 pursuant to 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. For Shares with a total face value of over VND ten million (VND 10,000,000), the Shareholder must publicly announce that the shares were lost, destroyed or spoiled in other form. After fifteen (15) days from the date of announcement, the Shareholder may request the Group to issue new Share certificate.	damaged in any other form.
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 or 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	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	in accordance with the Enterprise Law 68

		vires. The BoM must convene an extraordinary GSM (EGM) within thirty (30) days from the date of receipt of such request.	ultra vires. The BOM must convene an extraordinary AGM (EGM) within thirty (30) days from the date of receipt of such request.	
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) To prepare a list of Shareholders eligible to participate and vote at the meeting not earlier than 05 (five) 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) To provide information and resolve any questions relating to the list of Shareholders;</p> <p>(iii) To prepare meeting agenda and the contents of the AGM;</p> <p>(iv) To prepare meeting materials;</p> <p>(v) To provide the draft Resolution of the AGM specifying the proposed contents, a list and detailed information of candidates in case of election of members of the BOM, Supervisors;</p> <p>(vi) To confirm the time and place for the meeting; and</p> <p>(vii) To notify and send notices of the meeting invitation to all eligible Shareholders.</p>	to comply with provisions of Enterprise Law 68 on responsibilities of the organizer of the AGM of Vingroup
18.	Article 22.3	The notice of a GSM must contain an agenda and relevant information on the issues to be discussed	The invitation notice of the AGM must contain name, head-office address and enterprise	to comply with provisions of the Enterprise Law 68

	<p>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 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>number; name, permanent address of Shareholder, time, place for convening the AGM and other requirements for participants. Notice may be sent to Shareholders via registered courier to the Shareholder's registered address in the list of legitimate shareholders. The notice of a AGM must be given to the Shareholders, and 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.</p> <p>The meeting materials enclosed with the AGM meeting invitations will also be posted on the Group's website, including: (i) The meeting agenda, the documents used in meetings and the draft resolutions for every issue specified in the meeting agenda; (ii) the voting form; and (iii) the form designated as authorized representatives attending the meeting. The AGM meeting invitation sent to Shareholders as stipulated in this Clause shall specify the address and how to download the meeting materials. Vingroup will send meeting materials to Shareholders at the</p>	<p>on enclosed materials of the AGM</p>
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			request of the Shareholders.	
19.	Article 22.4	The Shareholder or a group of Shareholders as specified at Article 10.3 of this Charter has the right to propose matters to be placed on the agenda of the GSM. The proposal must be in writing and must be sent to the Group at least ten (10) days before the date of the GSM. The proposal must include the name of the Shareholder, the number and class of Shares held, and the matters proposed on the agenda	The Shareholder or a group of Shareholders as specified at Article 10.3 of this Charter has the right to propose matters to be placed on the agenda of the GSM. The proposal must be in writing and must be sent to the Group at least ten (10) five (05) days before the date of the GSM. The proposal must include the name of the Shareholder, the number and class of Shares held, and the matters proposed on the agenda	
20.	Article 23.1	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 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.	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 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 no one is elected to be presiding officer of the AGM, the Head of SC will lead the AGM to elect the chairman of the meeting and the person who achieves the highest number of votes shall presiding officer of the meeting. In other cases, the person signing for the convening of the	to comply with provisions of the Enterprise Law 68 on the election of the Chairman of the AGM

			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.	
21.	Article 23.2	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 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.	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 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.	to comply with provisions of the Enterprise Law 68 on the conditions for conducting the AGM
22.	Article 23.6	Not specified	Further to the case as defined above, shareholders voting by electronic forms	to comply with provisions of the Enterprise Law 68

			are deemed to have attended and voted at the AGM in accordance with the provisions of the Enterprise Law and this Charter.	on the cases considering shareholders' attendance and voting right at the AGM
23.	Article 24.1	<p>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.</p> <p>(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)</p> <p>(ii) Decisions of the GSM relating to the 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> <p>(A) Class and number of Shares to be offered or transferred of each class;</p> <p>(B) Amendments of and additions to the Group's Charter;</p> <p>(C) Decisions on investment or sale of assets</p>	<p>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.</p> <p>(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)</p> <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 51% 75% of the total votes of Shareholders being entitled to vote (in the case of collecting written ballots):</p> <p>(A) Class and number of Shares to be offered or transferred of each class;</p> <p>(B) Change of registered business sectors and business lines;</p>	to comply with provisions of the Enterprise Law 68 on the conditions for approving the company's charter

		<p>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</p> <p>(D) Reorganization, dissolution of the Group.</p> <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> <p>(A) The Group to convene a GSM 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 delist of Shares.</p>	<p>(C) Change of the management structure of the Group;</p> <p>(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</p> <p>(D) Amendments of and additions to the Charter of the Group;</p> <p>(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 latest financial statements of the Group;</p> <p>(F) Reorganization, dissolution of the Group.</p> <p>(iii) Resolutions of the AGM 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> <p>(D) 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>(E) 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>(F) The Management Personnel and Major Shareholders of the Group do not provide</p>	
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			abstain opinion to the delist of Shares; and (G) 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.	
24.	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; 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>Notwithstanding the Article 145 of the Enterprise Law, 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 citizen ID, Identity Card, Passport number or other individual identity certificate 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 	to prescribe the method to send shareholders’ answer to Vingroup in accordance with the provisions of the Enterprise Law 68

		<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 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; ▪ The minutes of vote counting must be 	<p>signature of the Chairman of the BOM and the legal representative of the Group;</p> <ul style="list-style-type: none"> ▪ Voting form together with materials will 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, as well as 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 expiry date for returning voting form) (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 expiry date for returning voting form. The meeting materials enclosed with voting form must be posted on the Group's website, including (i) the draft resolutions of the AGM; (ii) materials explaining contents of the draft resolution of the AGM. The voting form sending to Shareholders as stipulated in this Clause must specify the address and how to download the meeting materials. The Group will provide Shareholders with materials together with voting form at the request of Shareholders; ▪ The opinion form must have the signature of the Shareholder being individual, signature of the authorized representative or legal representative and stamp of the 	
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		<p>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;</p> <ul style="list-style-type: none"> ▪ 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>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: ▪ Posting: voting form returned to the Group must be signed by the Shareholder in case of Shareholder being individual or by Authorized Representative(s) or Legal Representative(s) in case of Shareholder being legal entity or organization. The voting 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; ▪ Sending via the registered fax number or official electronic mail address. The voting form returned to the Group must be kept private and confidential until scheduled time for counting votes. ▪ 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 witness supervision of the representative of the SC or the Shareholder not holding any management position of the Group; Member of 	
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			<p>the BOM Vote counters and supervisors of vote 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 the AGM. 	
25.	Article 25.1	<p>The minutes of the GSM shall be included in the minute book of the Group which must contain the following principal information:</p> <ul style="list-style-type: none"> (i) Name, Head Office address, the number and date of issuance of the Enterprise Registration Certificate of the Group. (ii) Time and place of the GSM; (iii) The agenda and contents of the GSM; (iv) The Chairman and secretary; (v) Brief summary of contents and opinions 	<p>The AGM meeting must be recorded in writing and voice record or stored in other electronic forms as decided by the AGM from time to time. 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> <ul style="list-style-type: none"> (i) Name, Head Office address, enterprise number number and date of issuance of the Enterprise Registration Certificate of the Group. 	to comply with provisions of the Enterprise Law 68 on the Meeting Minutes of the AGM

		<p>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>(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 attending the Meeting; appendix of the list of registered Shareholder, the Authorised Representative(s) of Shareholders attending the meeting with the number of shares and number of votes accordingly;</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 number of votes of Shareholders attending the AGM;</p> <p>(ix) Matters approved and the proportion of votes approving of each matter; and</p> <p>(ix) Full name, signature of Chairman and secretary.</p>	
26.	Article 25.2	The GSM Chairman shall be responsible to prepare meeting minutes. The GSM minutes shall	The AGM Chairman shall be responsible to prepare meeting minutes. The AGM minutes	in accordance with the Enterprise Law 68

		<p>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>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>	
27.	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 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>The minutes of the AGM and the minutes of vote counting shall be published on the official website of the Group within ninety (90) days from the issuance. The Shareholders or group of Shareholders as stipulated in the Article 10.3 of this Charter have the right to request the courts or arbitrators to verify and cancel 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>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</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 re-convening the meeting within thirty (30) days subject to the order, procedures required under the Law on Enterprises and this Charter.	
28.	Article 27.1	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.	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 Clause 1 Article 151 110 of the Enterprise Law. There must be at least two BOM Members being resident in Vietnam. 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.	
29.	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	The voting for electing members of the BOM shall be implemented by the method of universal suffrage or accumulative voting in accordance with the decision or election regulations rectified by the GSM from time to	to simplify the procedures for the election of the BOM as the Enterprise Law 68 does not required to elect members of 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.	time, 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.	BOM by the cumulative voting methods as regulated in the Enterprise Law 2005
30.	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
31.	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,	The meeting of the BoM as specified in Clause 31.3 of this Article must take place within fifteen (15) seven (7) days after the meeting is called. If the Chairman fails to honor a request for a	in accordance with the Enterprise Law 68

		persons mentioned in Clause 31.3 of this Article requesting a meeting can call a meeting of the BoM.	meeting, persons mentioned in Clause 31.3 of this Article requesting a meeting can call a meeting of the BoM.	
32.	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 (15) 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
33.	Article 31.11	<p><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.</p>	<p><u>Majority Vote.</u> The BOM shall pass resolve 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.</p>	in accordance with the terms defined in the Enterprise Law 68
34.	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</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

			Group no later than one hour before the time appointed for the meeting.	
35.	Article 31.14	<p><u>Written Resolutions.</u> When necessary, the Chairman of the BoM may decide to collect written opinions of the members of the BoM who are entitled to vote by written resolution according to the following procedures:</p> <p>(i) Sending notice to the members of the BoM for collection of their written opinions together with the documents related to the approval of the resolution;</p> <p>(ii) the members of the BoM vote as requested by the Chairman of the BoM specified in the notice;</p> <p>(iii) Appointing by the Chairman of the BoM a committee for votes counting of which he shall be the president for counting of votes;</p> <p>(iv) Basing on the result of votes counting, the Chairman of the BoM shall sign the resolution and the decision of the BoM on the matters passed by the BoM.</p> <p>This resolution is as valid and effective as a resolution passed by the members of the BoM at a meeting which is properly called</p>	<p><u>Written Resolutions.</u> When necessary, the Chairman of the BoM may decide to collect written opinions of the members of the BoM who are entitled to vote by written resolution according to the following procedures:</p> <p>(i) Sending notice to the members of the BoM for collection of their written opinions together with the documents related to the approval of the resolution;</p> <p>(ii) the members of the BoM vote as requested by the Chairman of the BoM specified in the notice;</p> <p>(iii) Appointing by the Chairman of the BoM a committee for votes counting of which he shall be the president for counting of votes The Chairman or the person authorized by the Chairman of BoM take a votes counting with the support of BoM Secretary and under the supervision of at least one (01) BoM Member;</p> <p>(iv) Basing on the result of votes counting, the Chairman of the BoM shall sign the resolution and the decision of the BoM</p>	

		and held	on the matters passed by the BoM. This resolution is as valid and effective as a resolution passed by the members of the BoM at a meeting which is properly called and held	
36.	Article 31.15	<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).	<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).	to comply with provisions of the Enterprise Law 68 on the Meeting Minutes of the BOM Meeting
37.	Article 33.2	<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	<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	in accordance with the terms defined in the Enterprise Law 68

		in Article 116.2 of the Enterprise Law;	set out in Article 116.2 157 of the Enterprise Law;	
38.	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> <ul 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 the BoM meetings' minutes and other information to the BoM's members and IC. <p>The Group's Secretary shall be responsible for keeping information confidential pursuant to the</p>	<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> <ul 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 of the BOM meetings' minutes and other information to the BOM's members and SC. f. Supporting the BOM in implementing of assigned rights and responsibilities. 	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

		Law and the Charter of the Group.	<p>g. Supporting the BOM in applying and implementing management principles of the Group.</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>	
39.	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 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</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 legal representative of the Group shall send to the BoM, members of the SC about the related parties of such contract or transaction; and list at the head office, branch of the Group the draft contract or notice of the main terms of the transactions.</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>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>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 related parties of such contract or 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>	
40.	Article 35.5	<p>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</p>	<p>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 signing contract on behalf of the Group, and related Shareholder, member of the BoM or the General Director shall be responsible to indemnify the loss incurred and</p>	<p>in accordance with the terms defined in the Enterprise Law 68</p>

		his/her received from that contract or transaction.	reimburse the Group the interest his/her received from that contract or transaction.	
41.	Article 38.2(xvi) and 38.2(xvii)	Not specified	<p>(xvi) review, access and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management and early warnings of the Group;</p> <p>(xvii) have right to attend and participate in discussions at the AGM, the BOM's meetings and other meetings of the Group.</p>	to comply with provisions of the Enterprise Law 68 on right and responsibilities of the Supervisory Committee
42.	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 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	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 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	to simplify the procedure of supervisor election which is not required by the cumulative voting methods as regulated in the Enterprise Law 2005

		mechanism for the IC to nominate candidates for the IC must be clearly disclosed and provided by the GSM before the nomination.	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 election regulations rectified by the GSM from time to time.	
43.	Article 38.5	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 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	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 requirements comprising of: (i) have sufficient civil legal of individuals and not being banned from establishing and management a business pursuant to 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 holding position of Managers; not required being a 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	to comply with provisions of the Enterprise Law 68 on the criterion and condition of a Supervisor and a Head of Supervisory Committee

		<p>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> <p>(i) Convene the meetings of the IC and act as Head of the IC;</p> <p>(ii) Request from the Group the relevant information to be submitted to all members of the IC;</p> <p>(iii) Prepare and sign the IC's reports upon having consulted with the BoM for submission to the GSM.</p>	<p>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 accountant or registered auditor and work full-time at the Group. The head of the SC shall have the following rights and obligations:</p> <p>(i) Convene the meetings of the SC and act as Head of the SC;</p> <p>(ii) Request from the Group the relevant 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>	
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44.	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
45.	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 provisions of the Law.</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

46.	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
47.	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
48.	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
49.	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 23 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