



PROPOSAL OF THE BOARD OF DIRECTORS
(Re: The amendments and modification of the Charter)

Respectfully submitted to: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to the Enterprise Law 2014 and based on the operation of Vingroup Joint Stock Company (“**Vingroup**”), the Board of Directors (the “**Board**”) have reviewed and proposed to make certain amendments to the Charter of Vingroup.

We would like to propose the below amendments and supplements to the current Charter for the AGM’s consideration and approval:

Current content in the Charter ¹	Proposed amendments to Article 38
<p>Article 38. Appointment of the Supervisory Committee</p> <p>38.5 The Supervisory Committee (SC) shall have from three (03) to five (05) members, of which independent members shall comprise more than 50%. A member of the SC must meet all requirements comprising of: (i) having sufficient civil and legal capacities as an individual and not being prohibited from establishing and managing 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</p>	<p>Article 38. Appointment Election of the Supervisory Committee</p> <p>38.5 The Supervisory Committee (SC) shall have from three (03) to five (05) members, of which independent members shall comprise more than 50%. A member of the SC must meet all requirements comprising of: (i) having sufficient civil and legal capacities as an individual and not being prohibited from establishing and managing 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 Board, the CEO and the Managers; (iii)</p>

¹ For clarification purpose, the translation of the affected sections in Article 38 (below) has been changed from the tentative translation available on Vingroup website as at the date of this proposal. Save for the specific amendments being proposed, the contents of the Charter (in Vietnamese) remain the same.

the Board, the CEO and the Managers; (iii) not holding the position of a Manager; and not required to be a Shareholder or an employee of the Group; and (iv) being an auditor or accountant as prescribed by the Laws. SC members may not be (i) an employee of the Group's finance or accounting departments, or (ii) a partner or employee of an independent auditing firm which is conducting the audit of the financial statements of the Group. An SC member is not required to be a Vietnamese citizen or resident; however, in any case, at least one member must be a Singaporean resident, and at least half of the SC must be residents in Vietnam. An SC member may not be a related party of any Board member, the CEO or any Manager. Candidates elected to the Supervisory Committee must meet requirements on eligibility and follow the selection procedure specified in the Regulations on electing SC members approved by the GSM. The SC shall appoint one of its members who is a shareholder of the Group to be the Head of the SC. The Head of the SC must be an accountant or registered auditor and a full-time employee at the Group. The Head of the SC shall have the following rights and responsibilities:

- (i) Convene the meetings of the SC and act as Head of the SC;
- (ii) Request from the Group the relevant information to be submitted to all SC members;
- (iii) Prepare and sign the SC's reports after consulting the Board for submission to the GSM.

not holding the position of a Manager; and not required to be a Shareholder or an employee of the Group; and (iv) being an auditor or accountant as prescribed by the Laws. SC members may not be (i) an employee of the Group's finance or accounting departments, or (ii) a partner or employee of an independent auditing firm which is conducting the audit of the financial statements of the Group. An SC member is not required to be a Vietnamese citizen or resident; however, ~~in any case, at least one member must be a Singapore resident, and~~ at least **more than** half of the SC must be ~~resident~~ **permanent** residents in Vietnam. An SC member may not be a related party of any Board member, the CEO or any Manager. Candidates elected to the Supervisory Committee must meet requirements on eligibility and follow the selection procedure specified in the Regulations on electing SC members approved by the GSM. The SC shall appoint one of its members who is a shareholder of the Group to be the Head of the SC. The Head of the SC must be an accountant or registered auditor and a full-time employee at the Group. The Head of the SC shall have the following rights and responsibilities:

- (i) Convene the meetings of the SC and act as Head of the SC;
- (ii) Request from the Group the relevant information to be submitted to all SC members;
- (iii) Prepare and sign the SC's reports after consulting the Board for submission to the GSM.

38.6 The SC may, after consultation with the Board, adopt regulations governing their

<p>38.6. The SC may, after consultation with the Board, adopt regulations governing their meetings and methods of operation but must not hold less than four meetings each year and the quorum at each meeting shall be at least two thirds of the total number of members, with at least two attending members being independent. Each member of the SC will have one vote on any issue presented to the SC for decision unless such member has an interest in the relevant issue which conflicts or may conflict with the interests of the Group. The IC shall pass resolutions and make decisions by a simple majority (equal to or more than 50%) of the IC members present (either directly, via conference call or other communication manners) who are entitled to vote on the concerned issue. In case of a tie vote, the independent member who is a resident in Singapore will have the casting vote.</p>	<p>meetings and methods of operation but must not hold less than four meetings each year and the quorum at each meeting shall be at least two thirds of the total number of members of the SC, with at least two attending members being independent. Each member of the SC will have one vote on any issue presented to the SC for decision unless such member has an interest in the relevant issue which conflicts or may conflict with the interests of the Group. The SC shall pass resolutions and make decisions by a simple majority (equal to or more than 50%) of the SC members present (either directly, via conference call or other communication manners) who are entitled to vote on the concerned issue. In case of a tie vote, the independent member who is resident in Singapore the Head of the SC will have the casting vote.</p>
<p>38.7 SC members shall be appointed by the GSM and serve for a term of five (05) years. Reappointment of SC members must be approved by the GSM.</p>	<p>38.7 SC members shall be appointed elected by the GSM and serve for a term of five (05) years. Reappointment Re-election of SC members must be approved by the GSM.</p>
<p>38.8 A member shall cease to be a member of the SC:</p> <ul style="list-style-type: none"> (i) If he is prohibited by Law from acting as an SC member; (ii) If he resigns from his position by a written notice to the Group delivered to the Head Office; (iii) If he is suffering from mental disorder and the other SC members consider him incapable of acting; (iv) If he shall for six consecutive 	<p>38.8 A member shall cease to be a member of the SC:</p> <ul style="list-style-type: none"> (i) If he is prohibited by Law from acting as an SC member; If he no longer complies with the standards and criteria to be an SC member as set out in the Enterprise Law; (ii) If he resigns his office by a written notice to the Group delivered to the Head Office and such notice is accepted; (iii) If he is suffering from mental disorder and the other SC members

<p>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 GSM of the Group.</p>	<p>consider him incapable of acting;</p> <p>(iv) If he shall for six consecutive months have not performed his rights and obligations, except for events of force majeurebeen 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 under the following circumstances: from his office by the decision of the GSM of the Group. (i) Pursuant to the GSM decision; (ii) If he does not fulfill his tasks and assignments; or (iii) If he is in breach of or in violation of his obligations as an SC member as prescribed under the Enterprise Law and the Charter of Vingroup, provided that such breach or violation is either of material nature or has been committed repeatedly.</p>
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The Board respectfully submits to the AGM for consideration and approval the amendments and supplements proposed above. The amended Charter shall take effect from the date of AGM's approval and replace the current Charter dated 28 February 2017.

The legal representative of the Group will be delegated to complete and sign the amended Charter.

We would like to propose the above issues for the AGM's consideration and approval.

To:

- As stated above;
- Vingroup archives.

**ON BEHALF OF
THE BOARD OF DIRECTORS**

(signed)

**PHAM NHAT VUONG
CHAIRMAN**

