VINGROUP JOINT STOCK COMPANY

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Hanoi, 15 May 2018

PROPOSAL OF THE BOARD OF DIRECTORS

(Re: Issuance of Internal Regulations on Corporate Governance, delegation and authorization to the Board of Directors)

Respectfully submitted to: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Government has issued Decree No 71/2017/ND-CP dated 06 June 2017 providing the guidance on corporate governance applicable to public companies ("**Decree 71**"). Decree 71 took effect on 01 August 2017 and replaced the Circular 121/2012/TT-BTC dated 26 July 2012 issued by Ministry of Finance providing regulations on corporate governance applicable to public companies ("**Circular 121**").

Regulations on corporate governance of Vingroup Joint Stock Company (the "**Group**") is currently in compliance with Circular 121, thus some contents are no longer in accordance with current regulations. Pursuant to Article 7, Decree 71, the internal regulations on corporate governance prepared by the Board of Directors ("**BoD**") and submitted to the General Meeting of Shareholders ("**GMS**") for approval, the BoD respectfully submits to the GMS for consideration and approval of the following:

1. Approve the Internal Regulations on Corporate Governance of the Group ("**Regulations on Corporate Governance**") attached to this Proposal.

   The Chairman of the BoD is responsible for the review, amendment, supplement and finalization of the Regulations on Corporate Governance as required by the competent authorities (if any) and / or when there are changes in relevant law and sign to issue the Regulations on Corporate Governance of the Group for implementation.

   The Regulations on Corporate Governance shall take effect from the signing date and shall replace the Regulations on Corporate Governance attached to the Decision 76/2013/QD-HDQT-VINGROUP dated 16 August 2013 issued by the BoD. The Regulations on Corporate Governance after issuance will be posted on the website of Vingroup at the link: *http://www.vingroup.net*, under the Shareholder Relations Section.
2. Approve the delegation and authorization to the BoD for consideration and making decision on providing financial support including providing financing and corporate guarantee by the Group to its subsidiaries to allow for flexible and proactive management, planning and implementation of long term development strategy for the Group

Thank you.

ON BEHALF OF
THE BOARD OF DIRECTORS

To:
- *As stated above;*
- *Vingroup archives.*

PHAM NHAT VUONG
CHAIRMAN

Note: Further amendments and supplements to this document may be proposed for approval at the GMS.