No 3

VINGROUP JOINT STOCK COMPANY	THE SOCIALIST REPUBLIC OF VIETNAM
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Hanoi, 5 April, 2016

REGULATIONS ON ELECTION OF THE BOARD OF DIRECTORS MEMBERS OF VINGROUP JOINT STOCK COMPANY AT THE 2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *The Enterprise Law No. 68/2014/QH13 dated 26 November 2014 and related guidance;*
- *The Law on Securities No. 70/2006/QH11 adopted by the National Assembly of the Socialist Republic of Vietnam in Legislature 11 dated 29 June 2006;*
- *Circular No. 121/2012/TT-BTC dated 26 July 2012 regarding corporate management applied on public companies;*
- *The Charter of Vingroup Joint Stock Company.*

The General Meeting of Shareholders of Vingroup Joint Stock Company ("Vingroup") shall proceed with electing members of the Board of Directors (the "BoD") for the 2016-2021 term in accordance with the following provisions:

Article 1: Principles of election and eligibility to vote:

1.1. **Principles of election**:

a. Elections are in compliance with relevant laws, the Charter and in line with these Regulations in order to ensure democratic and legal entitlements of all shareholders.

b. Public elections via secret ballots.

1.2. **Eligibility to vote:** Shareholders with voting shares (*according to the list of shareholders issued by the Vietnam Securities Depository Center on 24 March 2016)* or proxies attending the General Meeting of Shareholders.

Article 2: Number and eligibilities of members of the Board of Directors being elected for the new term:

2.1 The number of members of the Board of Directors to be elected: **09 members**.

2.2 Criteria and requirements to be a member of the BoD for the new term:

Candidates are required to satisfy all requirements set forth in Article 151 of the Enterprise Law as follows:

- Are legally competent and not specifically prohibited from managing an Enterprise pursuant to Article 18.
- Possess professional expertise and experience in general business management or specifically in Vingroup's core business segments.
- No requirement of share ownership or Vietnamese residency or citizenship

Article 3: Nomination/self-nomination of member of the BoD:

3.1. Before and during the General Meeting of Shareholders, shareholders are entitled to form a group to nominate candidates.

3.2. The number of candidates: a minimum of 09 candidates

3.3. The nomination shall be conducted in accordance with the followings:

Shareholder or a group of shareholders holding 10% or more of total voting shares in a period of at least 06 (six) consecutive months shall have right to nominate candidate.

3.4 In such cases where the number of nominated/self-nominated candidates does not meet the minimum number, the incumbent Board of Directors may nominate additional candidates up to the minimum number required. The nomination mechanism or the process that the incumbent Board of Directors nominates candidate must be clearly articulated and ratified by the General Meeting of Shareholders before proceeding with the nomination.

Article 4: Dossier for nomination/self-nomination of candidate

4.1 Dossier for nomination/self nomination of candidate shall consist of:

- Nomination/self-nomination application form (in required form);
- Resumé filled out by the candidate(s);
- Copies of Identity Card/Passport and Diplomas and/or certificates of educational qualifications of the candidate.
- Valid power of attorney (if the shareholder has a proxy);
- The share certificate owned by the shareholder (if self-nominated) or group of shareholders (in case of nomination) proving share ownership in the last six consecutive months or equivalent thereof issued by Vietnam Securities Depository or the securities company where such shareholders have account (as of 23 March 2016 – Record date of the List of shareholders for the 2016 Annual General Meeting of Shareholders);

4.2 The dossier for the nomination must be delivered to the Organizing Committee before 17:00 of 15 April 2016 at the following address:

The Organizing Committee of the 2016 Annual General Meeting of Shareholders of Vingroup JSC

Address: No. 7, Bang Lang 1 Road, Vincom Village Ecology Urban Zone, Viet Hung Ward, Long Bien District, Hanoi

For cases of nomination/self-nomination at the AGM, shareholder/group of shareholders are requested to provide the required documents to the Chairman of the Presiding Committee as soon as possible.

4.3 Only candidates and nomination/self-nomination that meet with requirements set forth shall be included in the list of candidates announced at the AGM.

Please find attached Annex 1 which includes:

Form 1: Form for shareholders to self-nominate to the BOD

Form 2: Form for shareholders or group of shareholders to nominate candidates to the BOD

Article 5: Election Procedure:

5.1. The vote-casting to elect members of the BOD shall be conducted by way of cumulative voting, whereby each shareholder or the proxy attending the Meeting shall have the total number of votes equals to the total number of shares owned/authorized multiplied by the number of members to be elected.

5.2. A shareholder or the proxy attending the AGM may cast all of his or her votes for 01 candidate or divide the votes among nominated candidates. Nevertheless, a shareholder or the proxy is allowed to vote for no more than 9 candidates out of the total number of candidates.

For example:

a. A shareholder owns 100 VIC ordinary shares and the General Meeting of Shareholders will vote to elect 9 members of the BoD;

b. The shareholder will have: 100 (shares) * 9 (members of the BoD to be elected) = 900 votes (on the ballot given to each shareholder, Vingroup has provided readily the personalized total number of votes);

c. The shareholder can use all 900 votes for 01 candidate or divide the votes among the candidates (provided that voted candidates are no more than 9) as long as the total votes casted are equal to or smaller than 900.

Article 6: Election methodology:

6.1. *Ballot*

Each shareholder or the proxy attending the Meeting shall be given a ballot on which the code and name of the shareholder, the total number of votes (equals to the number of shares multiplied by the number of the BOD members to be elected) and the list of candidates being nominated to the BOD are printed.

a. The ballot bears Vingroup's official stamp.

b. The ballot may use digital code or a bar code to help the votes counting committee to proceed with the checking of votes in a timely and accurate manner.

6.2. Regulations on filling out ballot and the validity of the vote:

a. *Valid ballot is:*

- Released by the Organizing Committee with official stamp of Vingroup
- Signed by the shareholder or the proxy;
- Not torn, erased or scratched.

b. ***Invalid ballot is:***

- Issued by anyone other than the Organizing Committee;
- Without Vingroup's official stamp;
- Torn, erased or scratched and/or containing names of candidates who are not on the list of candidates approved by the General Meeting of Shareholders prior to the vote-casting;
- Without signature of the shareholder or the proxy;
- Containing unauthorized additional information and symbols;
- Having the total number of votes casted for candidates in excess of the total votes entitled;
- Voting for a number of candidates exceeding the number of BOD members to be elected;
- Submitted to the votes counting committee after the vote-casting has finished and the voting box has been sealed off.

The invalid ballots are dismissed from the election results.

c. **Filling a ballot:**

- The shareholder shall write the number of votes he/she wants to cast for a candidate on the column "number of votes" and the row corresponding to that candidate's name.
- If the shareholder does not elect a particular candidate, he/she shall put the number "0" or leave blank on the column "number of votes" and the row corresponding to that candidate.
- Each shareholder/proxy can use the total given votes for one or multiple or none of the candidates.
- Should the shareholder make mistakes while filling out the ballot, provided that it has not been put into the voting box, he/she may contact the Head of the

votes counting committee directly to exchange the ballot in order to uphold the shareholder's right

6.3. *General principles of vote-casting for the BOD members:*

a. Before the vote-casting, the votes counting committee shall conduct the inspection of the voting box status as witnessed by the shareholders.

b. The vote-casting is commenced upon the order of the Head of the votes counting committee and finished when the final shareholder puts his or her ballot into the voting box or after 30 minutes from the commencement, whichever comes first. Any shareholder or proxy who participates in the General Meeting of Shareholders shall cast his/her votes into the voting box to elect members of the Board of Directors. After the vote-casting is completed, the voting box shall be sealed off by the votes counting committee.

c. The vote counting process shall be conducted immediately after the vote-casting is completed and the voting box is sealed.

6.4. *Regulations on vote counting process*:

a. <u>The Votes counting committee:</u>

- Shall conduct the work in a separate room.
- May use electronic devices and technical experts to support the vote counting process.
- Shall check the validity of the ballots.
- Shall check each ballot in turn and record in writing vote counting results.
- Shall seal off all ballots, and hand over to the Chairman.

b. <u>Establishing and disclosing minutes of vote counting:</u>

- Upon vote counting, the votes counting committee shall establish the minutes of vote counting results
- Contents of the minutes must include:
  + Time and location of the vote counting;
  + Members of the Votes counting committee;
  + Total shareholders attending the General Meeting of Shareholders;
  + Total shareholders casting votes;
  + Number and proportion of valid and invalid ballots;
  + Number and proportion of votes for each respective candidate;
  + The vote counting minutes must include signatures of all members of the Votes counting committee.

<u>Article 7</u>. Selection criteria

7.1. The candidate must have the number of valid votes equal to or greater than 65% of total voting shares, using the following calculations:

The proportion of votes = (total number of votes for a candidate / total of voting shares present at the AGM) x 100%, the result of which must be ≥ 65%.

7.2. The candidates to win the election as member of the Board of Directors are the ones that have the highest votes from top down, starting with the candidate with the highest votes, until the required number of members of the BOD is satisfied.

7.3. In the case where there are two or more candidates with the same amount of votes for the remaining position in the Board of Directors, preferential treatment shall be given to the one who owns higher number of shares in Vingroup. In the case where the candidates do not own shares or possess the same amount, the General Meeting of Shareholders shall re-elect among candidates with equal number of votes. The successful candidate shall be the one with a higher number of votes.

7.4 Should the number of elected BOD members not meet with the minimum number set forth due to a lack of votes (<=65%), the AGM shall continue to vote until the number of BOD members meet the target.

Article 8. Complaints over vote-casting and vote counting

8.1. After the election results have been released, if there are complaints lodged by shareholders or it is required that a verification of election results be needed, the Supervisory Board shall conduct the verification and, should any intentional error or fraud be found with regards to the vote counting, the Votes counting committee shall be responsible for reimbursing all related costs due to the re-organization of the election.

8.2. The complaints over vote-casting and vote counting shall be addressed by the Chairman of the General Meeting of Shareholders and recorded in the minutes of the General Meeting of Shareholders.

Article 9. Effect of the Regulations

These regulations shall come into effect immediately upon approval by Vingroupss General Meeting of Shareholders.

On behalf of
The Annual General Meeting of Shareholders

Pham Nhat Vuong
Chairman of the Presiding Committee

Note: This document can be modified and revised as necessary to submit to the AGM for approval