

VINFAST AUTO LTD.

AUDIT COMMITTEE CHARTER

(As of August 14th, 2023)

The board of directors (the “**Board**”) of VinFast Auto Ltd. (together with its subsidiaries, the “**Company**”) has constituted and established an audit committee (the “**Committee**”) with the authority, responsibility and duties as described in this Audit Committee Charter (this “**Charter**”).

I. Purpose

The purpose of the Committee is to assist the Board in its oversight of: (i) the integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements; (iii) the independent auditor’s qualifications and independence; (iv) the design and implementation of the Company’s internal audit function, and the performance of the Company’s internal audit function (including the independent auditor) after it has been established; and (v) the Company’s policies, programs and strategies related to environmental, social and governance (“**ESG**”) matters.

The Committee’s responsibilities are limited to oversight. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s independent auditors are responsible for auditing and reviewing those financial statements.

II. Composition

The Committee shall consist of at least three directors, each of whom must satisfy the independence requirements of NASDAQ and the independence rules for members of the Audit Committee issued by the U.S. Securities and Exchange Commission (the “**SEC**”), subject to any available exception and meet all other eligibility requirements of applicable laws, including the Companies Act 1967 (the “**Singapore Companies Act**”) (where applicable). Each Committee member shall be financially literate as determined by the Board in its business judgment. In addition, at least one member of the Committee shall be an “audit committee financial expert” as defined under SEC rules.

Committee members shall be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership and meet all other eligibility requirements of applicable laws, including the Singapore Companies Act (where applicable).

III. Meetings, Procedures and Authority

The Committee shall meet at least once during each fiscal quarter. The Committee shall meet separately, periodically, with management, with the internal auditor and with the independent auditor.

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Singapore Companies Act and the Company’s Constitution (as may be amended, restated or supplemented from time to time, the “**Constitution**”). Unless otherwise restricted by any relevant provisions of the Singapore Companies Act (where applicable) or the Constitution, all meetings of the Committee may be held by means of telephone or video conference or other methods of simultaneous communication by electronic, audio, audio-visual or other similar means or other technology by which all Directors participating in the meeting are able to hear

and be heard by or to communicate with all the other participating Directors. In addition, unless otherwise restricted by any relevant provisions of the Constitution, a resolution in writing of the Committee shall only be effective as a resolution duly passed at a meeting of the Committee duly convened and held if such resolution in writing is signed or approved by a simple majority of the Directors or their alternates for the time being (who are not prohibited by law or the provisions of this charter from voting on such resolutions) comprising the Committee.

The Committee may retain any independent counsel, experts or advisers that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisers employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall provide an annual budget estimate to the Board for review.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Constitution and applicable NASDAQ rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its duties and responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

Interaction with the Independent Auditor

1. *Appointment and Oversight.* Subject to approval of the Board and, in the case of retention, the shareholders as well, the Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm shall report directly to the Committee. The Committee, or the Chair of the Committee, shall pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules.

2. *Annual Report on Independence and Quality Control.* The Committee shall, at least annually, obtain and review a report from the independent auditor describing (i) the auditing firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review or peer review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to any independent audit conducted by the auditing firm, and any steps taken to deal with any such issues; and (iii) all relationships and services between the independent auditor and the Company in order to assess the independent auditors' independence.

Annual Financial Statements and Annual Audit

3. *Audit Problems.* The Committee shall discuss with the independent auditor any audit problems or difficulties and management's response.

4. *Form 20-F Review.* The Committee shall review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Operating and Financial Review and Prospects" in its Annual Report on Form 20-F.

Other Duties and Responsibilities

5. *Related Party Transactions.* The Committee shall review on an ongoing basis all related person transactions reportable by the Company under Part I, Item 7.B of Form 20-F and all transactions that require the Committee's approval under the Singapore Companies Act (where applicable) and the rules of NASDAQ, and all such transactions shall be approved or ratified by the Committee. The Committee shall discuss with the independent auditor any matters that the independent auditor is required to discuss with the Committee under applicable auditing standards (including with respect to related party transactions) and any auditing related person transactions brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.

6. *Internal Auditor.*

(a) The Committee shall oversee the Company's internal audit function (which will report functionally to the Committee and administratively to the Company's Chief Executive Officer), which may be outsourced to a third-party service provider.

(b) The Committee shall review any significant reports to management prepared by the internal auditors (or other personnel or service providers responsible for the internal audit function) and management's responses.

(c) The Committee shall review and discuss the responsibilities, budget and staffing of the Company's internal audit function with management and, if appropriate, with the registered public accounting firm and/or any third party service provider providing internal audit services to the Company or, to the extent that the Company does not yet have an internal audit function, management's plans with respect to the responsibilities, budget and staffing of the internal audit function and its plans for the implementation of the internal audit function.

(d) The Committee shall also approve the yearly or periodic work plan proposed by the internal auditors (or other personnel or service providers responsible for the internal audit function) and review the scope and performance of the department's internal audit plan, including the results of any internal audits, any reports to management and management's response to those reports.

7. *Quarterly Financial Statements.* The Committee shall review and discuss the Company's quarterly financial statements with management and the independent auditor.

8. *Review of Earnings Releases.* The Committee shall discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

9. *Hiring of Independent Auditor Employees.* The Committee shall set clear hiring policies for employees or former employees of the Company's independent auditor.

10. *Complaint Procedures.* The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

11. *Code of Ethics and Conduct.* The Committee shall, at least annually, consider and discuss with management and the independent auditors the Company's Code of Ethics and Conduct and the procedures in place to enforce the Code of Ethics and Conduct. The Committee shall also consider and discuss, and, as appropriate, grant requested waivers from the Code of Ethics and Conduct brought to the attention of the Committee, though the Committee may defer the decision with respect to any waiver to the full Board.

12. *Reports to the Board of Directors.* The Committee shall report regularly to the Board regarding the activities of the Committee.

13. *Committee Self-Evaluation.* The Committee shall annually perform an evaluation of the performance of the Committee.

14. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

15. *Budget Estimate.* The Committee shall provide an annual budget estimate to the Board for review.

16. *ESG Matters.* The Committee shall oversee the Company's efforts with regard to ESG matters.

17. *Risk assessment and risk management.* The Committee shall discuss policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which our exposure to such risks is handled, and overseeing management of enterprise risk, including financial and cybersecurity risks and risks related to supply chain, suppliers and service providers.

18. *Other Duties and Responsibilities.* The Committee shall perform such other activities and functions as are required by applicable law, including the Singapore Companies Act, NASDAQ rules or provisions in the Constitution, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties.