



No.: 08/2018/TTr-HĐQT-VCR

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Hanoi, 20 May 2018

PROPOSAL OF THE BOARD OF DIRECTORS**Re.: Amendments and supplementations to a number of Articles in the Charter of the Company****Respectfully submitted to: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises 2014 and relevant guiding documents;
- Pursuant to Decree No. 71/2017/ND-CP dated 06 June 2017 of the Government providing guidance on corporate governance applicable to public companies (hereinafter referred to as “Decree 71”);
- Pursuant to Circular No. 95/2017/TT-BTC dated 22 September 2017 of the Ministry of Finance guiding a number of articles of Decree No. 71 (hereinafter referred to as “Circular 95”);
- Pursuant to the Charter of Vincom Retail Joint Stock Company (hereinafter referred to as the “Company”);
- With a view to strengthening corporate governance, the delegation of responsibility and authority to legally represent the Company on its business activities;

The Board of Directors (the “**BoD**”) has reviewed and proposed certain amendments and supplements to a number of Articles of the Company’s Charter (the “**Charter**”), the summary of which is as follows:

1. Adding a provision allowing the Company to have more than 01 (one) legal representative. In cases where there is more than 01 (one) legal representatives, the BoD is authorized to appoint other legal representatives of the Company, other than the Chairperson and the General Director, both of whom are, by default, the legal representatives of the Company. The BoD is authorized to determine the number of such additional legal representative(s), their titles, rights and responsibilities at an appropriate time. The BoD shall simultaneously seek to file for changes in the business registration in relations to supplementing the legal representative(s) of the Company with the competent authorities. In cases where there is only 01 (one) legal representative, the General Director shall be the legal representative of the Company.
2. Supplementing and updating the business lines of the Company according to the proposal of the BoD at the Annual General Meeting of Shareholders (the “**AGM**”).
3. Supplementing a number of definitions, amending certain wordings, terms, abbreviations and references in the Charter to ensure consistency of format and content of the Charter in accordance with Decree 71 and Circular 95 (but shall not affect the meaning of articles and clauses of the Charter). The General Director, the legal representative of the Company, is authorized to conduct the review, amendments and supplements to the Charter.

The BoD would like to submit to the Shareholders for consideration and approval of the revised Charter incorporating the amendments and supplements. The revised Charter shall take effect from the date of signing and shall replace the Charter of 15 September 2017 and its amendments and supplements.

The General Director, the legal representative of the Company, is authorized to complete, sign and issue the revised Charter. The revised Charter will be posted on the website of the Company at the link: <http://ir.vincom.com.vn>.

Thank you.

**ON BEHALF OF
THE BOARD OF DIRECTORS**

To:

- As stated above;
- Company archives.

**MAI THU THUY
CHAIRPERSON**

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

ANNEX
AMENDMENTS, SUPPLEMENTATIONS TO THE CHARTER

No.	Relevant Article	Current content	New content	Reason for the amendment/ supplementation
1.	Article 3.4	The General Director shall be the legal representative of the Company.	<p>The legal representative of the Company:</p> <ul style="list-style-type: none"> a) Considering actual situation of the Company from time to time, the Company may decide that the Company shall have more than one (01) legal representative, including: the Chairperson of the BoD, the General Director and other legal representative(s) as appointed by the BoD from time to time. In cases where there is only 01 (one) legal representative, the General Director shall be the legal representative of the Company. b) The BoD is authorized to appoint, decide on the number, title, rights, obligations and responsibilities of the legal representative(s). c) The legal representative of the Company is an individual who represents the Company to exercise the rights and perform the obligations arising from transactions of the Company, represents the Company in the capacity as plaintiff, respondent or person with related interests and obligations before the arbitration or court, and other rights and obligations as stipulated in this Charter, internal code of management of the Company and as prescribed by laws. <p>The Company shall always ensure that at least one legal representative is a resident in Vietnam and the legal representative shall be personally liable for all damages the Company has to suffer due to the breach of his/her obligations stipulated in clause (c) of this Article.</p>	In order to strengthen the management work, delegation responsibility and authority to represent Company on its business activities

2.	Article 4	Business Lines Including 21 business lines.	To update this Article in accordance with the amendments to the business lines as and when filing for changes in business registration.	
3.	Article 23.3	The notice of a GMS meeting must be given to the Shareholders, posted on the Company's website (if any) at least ten (10) Business 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 ten (10) Business Days is less than fifteen (15) days) prior to the date of the GMS meeting. The agenda of the GMS meeting and documents concerning the issues to be voted at the meeting, the proposed resolution and the voting card for each of the issues in the agenda shall be sent to the Shareholders and/or posted on the Company's website (if any).	The GMS meeting invitation must contain name, head-office address and enterprise registration number, name and permanent address of the Shareholder, time and venue the GMS and other requirements for participants. Notice may be sent to Shareholders via registered mail to the Shareholder's address registered in the list of legitimate shareholders and posted on the Company's website at least ten (10) working days prior to the date of the GMS. Information on the GMS shall be disclosed in accordance with the regulation of laws on securities and securities market.	To comply with the regulations of the Law on Enterprises 2014 and the sample Charter attached to Circular 95
4.	Article 25.3	Send the ballot together with other related documents to all Shareholders who have the right to vote. Ballot forms attached to the draft of the resolution and explanation documents must be sent by registered mail to the registered addresses of Shareholders or by email to the registered email address of the Shareholders;	Send the ballot to Shareholders by registered mail to the Shareholder's registered address in the list of legitimate shareholders and post on the Company's website at least ten (10) working days prior to the deadline to send back the ballot. The meeting materials enclosed with ballot to be posted on the Company's website include (i) the draft resolutions of the GMS; (ii) materials explaining contents of the draft resolution of the GMS. The ballot to be sent to Shareholders as stipulated in this Clause must specify the address and instruction on downloading the meeting materials. The Company will send materials together with ballot form at the request of Shareholders	To comply with the regulations of the Law on Enterprises 2014 and the sample Charter attached to Circular 95