



VINCOM RETAIL JOINT STOCK
COMPANY

THE SOCIALIST REPUBLIC OF VIET NAM

Independence - Freedom - Happiness

01/2018/TTr-HDQT-VCR

Hanoi, day 22 month 01 year 2018

STATEMENT OF THE BOARD OF DIRECTORS

Re: To elect additional members of the Board of Directors for the term 2013 – 2018

To: GENERAL MEETING OF SHAREHOLDERS

Based on the actual situation, the need to expand the business of the Company, the selection and election of qualified individuals with experience in accordance with the field of operation of the Company to keep the position of The Board of Directors is required to ensure that the management of the Company's business activities is carried out more closely and effectively. At the same time, the structure of the Board of Directors should also ensure the balance between the executive members and the independent members in accordance with the law. The company has received two nominees for the position of member of the Board of Directors; the candidates are qualified, experienced and professional in business management.

The Board of Directors proposes to the General Meeting of Shareholders to consider and approve additional members of the Board of with the following main contents:

1. **Number of additional Board of Director members:** 02 members, including 01 independent member.
2. **Requirements on criteria and conditions for additional members of the Board of Directors:**
 - 2.1. Candidates must meet the criteria and conditions to become a member of the Board of Directors in accordance with Clause 1, Article 151 of the Law on Enterprises and the Regulation of the Company, specifically:
 - a) Having full civil act capacity and not being person who is not managed by enterprises according to the provisions of the Enterprise Law;
 - b) Having professional qualifications and experience in business management of the Company;
 - c) Not necessarily a shareholder of the Company.
 - 2.2. Candidates for the position of independent directors in addition to the criteria mentioned in Item 2.1 must satisfy the conditions stipulated in Paragraph 2, Article 151 of the Law on Enterprises, specifically:
 - a) Not being a person working for the company or subsidiary of the Company;
 - b) Not being a person who has worked for the Company or its subsidiary for at least 3 consecutive years;
 - c) Not being a person who is receiving salary or remuneration from the Company, except for the allowances which the Board members receive according to regulations;
 - d) Not being spouse, fathers, adoptive father, natural mother, foster mother, biological children, foster children, younger brother or sister, siblings being big shareholders of the Company; is the manager of the Company or a subsidiary of the Company
 - e) Not being a direct or indirect person holding at least 1% of the total voting shares of the Company;

- f) Not being a member of the Board of Directors or Supervisory Board of the Company for at least 5 consecutive years.
3. Term of additional members of the Board of Directors is the remaining term of the current term of Board of Directors (2013 - 2018).
4. Information relating to the candidates for the Board of Directors, the Regulations on election, ballot shall be attached to this Statement and posted on the website of the Company.

Submit to the General Meeting of Shareholders to consider and carry out the election of additional members of the Board of Directors in accordance with regulations.

Thank you very much./.

Received:

- *As above;*

- *Company office.*

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRWOMAN OF BOARD OF
DIRECTORS**

(signed)

DUONG THI MAI HOA