



Hanoi, 20 May 2018

**REGULATIONS ON THE ORGANIZATION AND OPERATION OF
THE ANNUAL AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS
OF VINCOM RETAIL JOINT STOCK COMPANY**

Pursuant to:

- *The Enterprise Law No. 68/2014/QH13 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2014;*
- *The Securities Law No. 70/2006/QH11 adopted by the National Assembly of the Socialist Republic of Vietnam on 29 June 2006;*
- *The Law amending and supplementing articles of the Securities Law No. 62/2010/QH12 adopted by the National Assembly of the Socialist Republic of Vietnam on 24 November 2010;*
- *The Charter of Vincom Retail Joint Stock Company.*

**CHAPTER I
GENERAL PROVISIONS**

Article 1: Scope and applicability

- 1.1 These Regulations shall apply to the organization of annual and extraordinary general meetings of shareholders (hereinafter referred to as the “**Meeting**” or “**GMS**”) of Vincom Retail Joint Stock Company (hereinafter referred to as the “**Company**”);
- 1.2 These Regulations set forth provisions on the rights and obligations of shareholders, proxies and relevant parties participating in the Meeting, and on conditions and procedures of the Meeting.
- 1.3 Shareholders or proxies attending the Meeting and relevant parties shall be responsible for implementation in line with the provisions of these Regulations.

**CHAPTER II
RIGHTS AND OBLIGATIONS OF GMS PARTICIPANTS**

Article 2: Rights and obligations of shareholders or their proxies

- 2.1 Eligibility:
Participants must be shareholders or their proxies as confirmed in writing by one or more shareholders named in the Company's Shareholder Register on the record date for the Meeting.
- 2.2 Shareholder rights with regards to the GMS:

- a. Shareholders have the right to participate in the Meeting or authorize in writing for another person to represent them as a proxy at the Meeting;
- b. Shareholders and proxies may discuss and vote on all matters within their rights in accordance with the Enterprise Law, other legislative documents and the Company Charter;
- c. The Organizing Committee shall provide Shareholders and proxies with a Meeting agenda and related materials;
- d. Each shareholder or proxy will be provided with a ballot after registration with the Shareholder Eligibility Verification Committee;
- e. Any shareholder or proxy arriving late at the Meeting is entitled to register and vote on the matters yet to be presented or voted. The Chairperson is not obligated to pause the Meeting and the previously voted matters shall not be affected.

2.3 Shareholder obligations with regards to the GMS:

- a. Shareholders and proxies must bring their identity card or passport, invitation letter, and power of attorney (in the case of authorisation or proxies) to the Meeting and register with the Shareholder Eligibility Verification Committee;
- b. All participants must maintain security and order, and must not cause disruption to or disturbance during the GMS;
- c. All voice recordings or images taken during the Meeting must be publicly disclosed and are subject to the approval of the Meeting Chairperson;
- d. All opinions expressed and votes cast shall be made in accordance with the Organizing Committee's guidance. The Chairperson's instructions at the Meeting shall be respected;
- e. All participants must strictly adhere to these regulations and respect the results of the Meeting;
- f. All shareholders shall provide information on related persons or persons with interests related to shareholders as requested by the Company.

Article 3: Rights and obligations of the Shareholder Eligibility Verification Committee

3.1 The Shareholder Eligibility Verification Committee shall consist of one Head and committee members chosen by the Chairperson of the Board of Directors (the “**BoD**”) and will be responsible for the following tasks:

- a. Verifying shareholder and proxy eligibility: Request shareholders or proxies participating in the Meeting as well as invited guests to present their ID cards or passports, invitation letters, and power of attorney (in case of proxy);
- b. Handing out ballots and GMS documents to shareholders and proxies;
- c. Reporting shareholder attendance results to the GMS:
 - + Before the Meeting begins;
 - + Prior to each voting session at the Meeting if there is any change in the number of shareholders participating in the Meeting (e.g. latecomers and late registrations);
- d. Identifying interested shareholders who must abstain from voting based on the information obtained by the Shareholder Eligibility Verification Committee or as provided by shareholders.

3.2 The Shareholder Eligibility Verification Committee may form an administrative team to assist in performing its tasks.

Article 4: Rights and obligations of the Vote Counting Committee

4.1 The Vote Counting Committee shall consist of one Head and committee members, nominated by the GMS Chairperson and approved by the GMS.

4.2 The Vote Counting Committee is responsible for providing guidance on the use of ballots, voting and

vote counting procedures, as well as determining and excluding interested shareholders (if any) from voting on each matter. In the case the Vote Counting Committee fails to identify the exact number of the interested shareholders who must abstain from voting (due to insufficient information or unclear statutory regulations), the votes of such shareholders shall still be counted provided that the Vote Counting Committee record this issue in the vote counting minutes. That the shareholder(s), after voting, are considered as interested shareholders who must abstain from voting does not affect the effectiveness of the resolution for which the shareholders participated in voting, provided that there are still enough essential number of votes for that resolution after the number of votes of the related shareholders are excluded.

- 4.3 The Head of the Vote Counting Committee shall report the vote counting results to the Meeting.
- 4.4 The Vote Counting Committee may form an administrative team to assist in performing its tasks.
- 4.5 The Vote Counting Committee shall be ultimately responsible for the accuracy and integrity of the released results.

Article 5: Rights and obligations of the GMS Chairperson, the Presiding Committee and Secretary

- 5.1 The GMS shall be chaired by the Chairperson of the BoD. The GMS Chairperson shall appoint one or several Secretaries to record minutes of the Meeting;

If the Chairperson of the BoD is absent or unable to conduct the Meeting, the BoD shall elect one of its other members to chair the Meeting. If the BoD fails to elect a Chairperson, the BoD member with the highest standing shall hold a vote among BoD members and shareholders at the Meeting to select a Chairperson. The name of and number of votes for each candidate must be disclosed at the Meeting;

- 5.2 The GMS Chairperson's decisions with regards to order, procedures, as well as matters arising beyond the approved agenda shall be final;
- 5.3 The GMS Chairperson shall conduct the Meeting in an appropriate and orderly manner and allow the Meeting to reflect the wishes of the majority of participating shareholders;
- 5.4 At the Chairperson's discretion, the Meeting may be postponed or held in another location (in compliance with the Enterprise Law and Company Charter) if he or she deems that:
 - a. The venue of the Meeting is not large enough to provide seats for all participants or
 - b. The behaviors of some participants cause disorder and disruptions that hinder the Meeting from proceeding in a fair and lawful manner;
- 5.5 The Chairperson has the right to not respond or just note down comments and suggestions from shareholders if the content of such comments and suggestions are beyond the scope of the approved agenda.
- 5.6 The Chairperson has the right to ask a competent authority to maintain order at the Meeting. He or she may also expel anyone from the Meeting who shows signs of causing disorder, disobeying the Chairperson and the Presiding Committee, or hampering the Meeting progress.
- 5.7 The Presiding Committee consists of several BoD members and managing executives of the Company as appointed by the Chairperson. The Presiding Committee shall perform necessary tasks to assist the Chairperson in conducting the GMS.
- 5.8 The Secretary will record the minutes of the Meeting and perform other tasks as assigned by the Chairperson and the Presiding Committee. The Secretary may have one or several assistants.

**CHAPTER III
MEETING PROCEDURE**

Article 6: Meeting Quorum

- 6.1 The Meeting shall proceed when shareholders and proxies present represent at least 51% of the total

- voting shares according to the Shareholder Register produced on the date of record for the Meeting (the “**Quorum**”). If a Quorum is not established within 60 minutes after the appointed start of the Meeting per the agenda circulated to shareholders, the Meeting will be deemed ineligible to proceed;
- 6.2 If the Meeting is deemed ineligible to proceed according to the above provisions, a second Meeting shall be convened and conducted in accordance with the Company’s Charter and the Enterprise Law.

Article 7: Conducting of the Meeting

- 7.1 The Meeting shall be conducted per the agenda approved by the Meeting;
- 7.2 The Meeting shall discuss and approve in turn matters on the agenda as regulated in Article 10 of these Regulations;
- 7.3 The Meeting shall be deemed closed after the Meeting Minutes have been approved.

Article 8: Approval of resolutions at the Meeting

- 8.1 Matters presented at the Meeting shall be considered approved if passed by shareholders or their proxies representing at least 51% of the total voting shares attending the Meeting;
- 8.2 The following matters shall be considered approved if passed by shareholders or their proxies representing at least 65% of the total voting shares attending the Meeting:
- Types and amounts of shares offered for transfer or new issuance;
 - Additions or changes of business lines;
 - Organizational and management restructure of the Company;
 - Amendments to the Company’s Charter;
 - Project investments, spinoffs or other contracts worth 35% or more of total assets recorded in the latest audited financial statements of the Company;
 - Reorganization or dissolution of the Company.

Article 9: Ballots

- 9.1 Ballots are provided for all shareholders and proxies attending the Meeting and shall contain the shareholder’s code, number of voting shares and the matters that require voting at the Meeting. Ballots must include the Company’s stamp in order to be considered valid;
- 9.2 The voting power of each ballot corresponds to the number of voting shares held by the shareholder or proxy attending the Meeting over the total number of voting shares represented by shareholders and proxies at the Meeting;
- 9.3 The information specified in Article 9.1 can be encoded on the ballot for the purpose of vote counting via computer software.

Article 10: Voting procedures for adopting decisions at the Meeting

Voting on matters at the Meeting, depending on specific cases, shall be conducted in the following manner:

- 10.1 Casting ballots:
- a. Matters on the ballots shall be voted by shareholders and proxies by choosing 'agree', 'disagree' or 'abstain' for each matter.
 - b. Shareholders shall cast their votes according to the following rules:
 - + The casting of votes will begin as signalled by the Chairperson of the Meeting or the Head of the Vote Counting Committee and end when the final shareholder casts his or her vote in the voting box or 30 minutes after the start of the vote casting, whichever comes first. After the voting is completed, the voting box will be sealed.

- + Votes shall be counted immediately after the voting box is sealed.
- c. The following ballots will be considered invalid and will not be counted:
 - + Ballots that do not bear the Company's stamp and do not comply with the form issued by the Organizing Committee.
 - + Ballots that are torn, erased, scratched or revised.
 - + Ballots containing additional information and symbols which lead to the inability to determine the shareholder's choice.
 - + Ballots with two or more votes on the same matter.

Voting for each matter on the ballot is independent from one another and the validity of one vote shall not affect another.

- d. Should a shareholder make a mistake on the ballot, provided that the ballot has not yet been put into the voting box and before the voting deadline, the shareholder may contact the Head of the Vote Counting Committee directly and have the ballot replaced to ensure the shareholder's entitlements.

10.2 Voting for members of the BoD and the Supervisory Board will be conducted in accordance with the relevant regulations adopted in the Meeting.

10.3 Direct voting

Direct voting will apply to cases that do not require voting methods stipulated in Articles 10.1 and 10.2.

Shareholders and proxies attending the Meeting shall vote directly on matters by raising their ballots or other methods as approved by the Chairperson. The Vote Counting Committee will record the approvals, non-approvals, and abstention and announce the results to the Meeting.

Article 11: Regulations on vote counting

11.1 The Vote Counting Committee shall count the ballots cast as follows:

- a. The Committee shall work in a room or an area separate from the Meeting.
- b. The Committee may use electronic equipment to assist the vote counting process.
- c. The Committee must check the validity of the ballots.
- d. The Committee must check each ballot and record the vote counting results.
- e. The Committee must count and exclude the shares that are not eligible for voting (if any, for each matter put up for vote).
- f. The Committee will seal all voting cards and hand them over to the Chairperson.

11.2 Establishing and disclosing the minutes of the vote counting:

- a. Upon vote counting, the vote counting committee shall establish the minutes of the vote counting results.
- b. Content of the minutes must include:
 - + The time and location of the vote counting.
 - + The names of the Vote Counting Committee members.
 - + The total number of shareholders with voting rights attending the Meeting.
 - + The total number of shareholders with voting rights that cast votes.
 - + The number and proportion of valid and invalid ballots.
 - + The number and proportion of votes for each matter.

- + The final results of the vote count and the signatures of all the Vote Counting Committee members.

Article 12: Expressing opinions at the Meeting

Shareholders or proxies attending the Meeting may offer their opinions by raising their ballots or obtaining permission from the Chairperson. Based on the agenda, the Chairperson shall allot and arrange time for shareholders to express their opinions, the priority of which shall be given to shareholders who register and opinions that are related to the agenda. Comments should be brief and relevant to the topic under discussion. Shareholders should not repeat what has already been expressed by other shareholders and only comments applicable to the agenda will be recorded in the minutes of the Meeting.

Article 13: Minutes of the Meeting

- 13.1 The contents of the Meeting shall be documented in the minutes. The Meeting's Chairperson and Secretary are jointly liable for the truth, accuracy and content of the minutes;
- 13.2 The minutes of the Meeting shall be disclosed and adopted by the Meeting before it closes;
- 13.3 The minutes of the Meeting, shareholders attendance report, vote counting minutes, and other materials recording the progress and results of the Meeting must be archived at the Company's headquarter;
- 13.4 The minutes of the GMS will be published on the Company's website within 24 hours of the GMS;
- 13.5 The minutes of the Meeting will form the basis of the Meeting's resolutions.

Article 14: General Meeting of Shareholders' Resolutions

- 14.1. Based on the results of the Meeting, the Chairperson shall issue resolutions on matters adopted at the GMS.
- 14.2. Shareholders or group of shareholders have the right to request the Court or Arbitrator to review and/or cancel the GMS' resolutions, or a part thereof, in accordance with provisions in Article 147 of the Enterprise Law.

Article 15: Effectiveness of these Regulations

- 15.1 These regulations, consisting of three Chapters and fifteen Articles, shall take effect immediately upon being approved by the GMS.
- 15.2 Any amendments or supplements to these regulations must be proposed by the Company's BoD and subsequently voted on and approved by the GMS.

**ON BEHALF OF
THE GENERAL MEETING OF
SHAREHOLDERS**

CHAIRPERSON

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