

BB-ĐHĐCĐ-VINCOM RETAIL JSC

**MINUTES OF COUNTING VOTES OF SHAREHOLDERS TO ELECT ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS AND APPROVE SOME MATTERS WITHIN THE COMPETENCE OF THE GENERAL MEETING OF SHAREHOLDERS**

**VINCOM RETAIL JOINT STOCK COMPANY**

**Head office:** No. 7, Bang Lang 1 Street, Vinhomes Riverside Ecological Urban Area, Viet Hung Ward, Long Bien District, Hanoi, Vietnam.

**Business Registration Certificate No.** 0105850244 issued the first time on 11/4/2012 by Business Registration Section No. 1 – Hanoi Department of Planning and Investment.

Today, this 09/02/2018, at the office of Vincom Retail Joint Stock Company (“the Company”), No. 7, Bang Lang 1 Street, Vinhomes Riverside Ecological Urban Area, Viet Hung Ward, Long Bien District, Hanoi, the Company’s Vote Counting Committee consists of members as follow:

1. Ms. Duong Thi Mai Hoa – Chairwoman of the Board of Directors (the “BOD”)
2. Ms. Tran Mai Hoa – General Director cum member of the BOD
3. Ms. Tran Hoai An - Representative of supervising shareholders
4. Ms. Nguyen Bao Hanh – Vote Counting Secretary

The Vote Counting Committee together counted the votes of shareholders to elect additional members of the BOD and approve some matters within the competence of the General Meeting of Shareholders. The election ballots and the written ballots were sent to shareholders of the Company on 22/01/2018.

**I. The matters to be approved:**

General Meeting of Shareholders obtain shareholders’ votes and opinions in writing in order to approve the following matters:

1. To elect additional members of the BOD
2. To approve the expected remuneration for members of the BOD in 2018

**General information:**

Total shares of the company: 1.901.078.733 shares, in which:

- Number of ordinary shares: 1.901.078.733 shares
- Number of preference shares: 0 share

Total number of shareholders: 6.265 shareholders, according to list of company’s shareholders made by Vietnam Securities Depository on 04/01/2018.

**II. The result of counting votes of shareholders to elect additional members of the BOD**

Shareholders use election ballots to elect additional members of the BOD in accordance with the Election Regulation of Additional Membership of the BOD.

**1. Statistics of election ballots numbers:**

- Number of election ballots sent to shareholders: 6.265 ballots
- Number of election ballots submitted by shareholders: 145 ballots, in which:
  - + Number of valid election ballots: 145 ballots
  - + Number of invalid election ballots: 0 ballot
- Number of election ballots not submitted by shareholders: 6.120 ballots.

**2. Result:**

No.	Full name of candidate	Number of votes	Rate of votes / Total number of voting shares (%)
1	Mr. Jeffrey David Perlman	1.492.549.160	78,51 %
2	Mr. Phan Thanh Son	1.492.531.920	78,51 %

**III. The result of counting votes of shareholders to approve the expected remuneration for members of the BOD in 2018:**

**1. Statistics of written ballots numbers:**

- Number of written ballots sent to shareholders: 6.265, which is equivalent to 1.901.078.733 shares accounting for 100% of total votes.
- Number of written ballots submitted by shareholders: 145, which is equivalent to 1.492.820.540 shares accounting for 78,52% of total votes. In which:
  - + Number of valid written ballots: 145, which is equivalent to 1.492.820.540 shares accounting for 78,52% of total votes;
  - + Number of invalid written ballots: 0, which is equivalent to 0 share accounting for 0% of total votes.
- Number of written ballots not submitted by shareholders: 6.120, which is equivalent to 408.258.193 shares accounting for 21,48% of total votes.

**2. Result:**

No.	Types of opinion	Number of written ballots	Number of represented shares	Rate of shares / Total number of voting shares (%)
1	Approve	142	1.492.529.430	78,51
2	Disapprove	0	0	0
3	No opinion	3	291.110	0,02


The Minutes is completed at the same date. The content of this Minute has been passed by all members of Vote Counting Committee and all members together signed as below.

**Signature of Vote Counting Committee:**

**Chairwoman of the BOD**

  
  
**Duong Thi Mai Hoa**

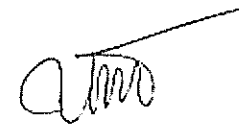
**General Director – Member of the BOD**

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**Tran Mai Hoa**

**Secretary**

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**Nguyen Bao Hanh**

**Representative of supervising shareholders**

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**Tran Hoai An**