



VINCOM RETAIL JOINT STOCK
COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

Số 10/2018/TTr-HĐQT- VCR

Hanoi, 30 July 2018

PROPOSAL OF THE BOARD OF DIRECTORS

Re: Approving the Share Issuance Plan to increase charter capital from owners' equity

Respectfully submitted to: GENERAL MEETING OF SHAREHOLDERS

A. Plan for issuing new shares to existing shareholders in order to increase charter capital from owners' equity:

Based on the separate financial statements audited by Ernst & Young Vietnam Limited, the Share Premium balance as at 31 December 2017 of Vincom Retail Joint Stock Company ("Vincom Retail") is VND4,324,379,868,907.

The Board of Directors (the "BOD") would like to submit to the General Meeting of Shareholders (the "GMS") of Vincom Retail the plan for issuing new shares to existing shareholders from owners' equity as follows:

1. **Method:** Issuing new shares to existing shareholders from owners' equity.
2. **Eligibility:** Existing shareholders in the Shareholder register on the record date as provided by Vietnam Securities Depository (VSD).
3. **Form of distribution:** The new shares shall be distributed by means of exercising shareholders' right.
4. **Distribution ratio:** Eligible shareholders shall be distributed new shares at the ratio of 1000:225, meaning for every 1,000 shares owned, shareholders shall be entitled to receive 225 new shares.
5. **The total number of new shares to be issued:** Approximately 427,742,714 shares, equivalent to VND4,277,427,140,000 (*In words: Four trillion, two hundred seventy-seven billion, four hundred twenty-seven million, one hundred and forty thousand Viet Nam Dong*) in par value.
6. **Share characteristics:** Fully paid-up ordinary shares with par value of VND10,000/share.
7. **Treatment of fractional shares:** The number of shares distributed to each shareholder shall be rounded down to the nearest integer number; fractional shares (if any) shall be cancelled.

For example: Nguyen Van A, who owns 789 VRE shares, is eligible to receive $789 \times 225 / 1,000 = 177.525$, which would be rounded down to 177 VRE shares, the fractional shares shall be cancelled.

The positive difference in value between Vincom Retail's intended and actual Share Premium appropriation shall remain in owners' equity of Vincom Retail.

8. **Capital source:** Share Premium as at 31 December 2017.
According to the separate financial statements audited by Ernst & Young Viet Nam Limited, the Share Premium balance of Vincom Retail as at 31 December 2017 is VND4,324,379,868,907.
9. **Tentative schedule for execution:** Quarter III, IV of 2018
10. **Structure of the charter capital after share issuance:**
- Type of share: Ordinary share
 - Par value: VND10,000/share
 - Total number of current outstanding shares: 1,901,078,733 shares
 - Total number of shares to be issued: 427,742,714 shares
 - Charter capital is expected to increase by VND4,277,427,140,000 (*in words: Four trillion, two hundred seventy-seven billion, four hundred twenty-seven million, one hundred and forty thousand Viet Nam Dong*) in par value.
 - Expected total number of shares post-issuance: 2,328,821,447 shares
 - Expected charter capital post-issuance: VND23,288,214,470,000 (*In words: Twenty-three trillion, two hundred eighty-eight billion, two hundred fourteen million, four hundred and seventy thousand Viet Nam Dong*).
 - Restrictions of the issuance: The newly issued shares shall not be subject to lockup restrictions.
11. The newly issued shares (based on the actual results of distribution) will be registered with the Vietnam Securities Depository Center (VSD) and listed on the Ho Chi Minh City Stock Exchange (HOSE).
The specific date for additional listing will be decided by the Chairperson of the BOD.

B. Implementation:

To ensure efficient and expeditious execution of the share issuance, the BOD would like to submit for GMS approval to authorize the Chairperson of the BOD to perform the necessary tasks, including but not limited to:

1. Complete all required procedures, consider and decide details of the Share Issuance Plan to existing shareholders in order to increase the Company's charter capital from owners' equity as well as the use of proceeds (if any), in compliance with statutory regulations and Vincom Retail's Charter to protect the interests of shareholders.
2. Decide the share issuance timing.
3. Complete all necessary legal procedures to register the newly increased charter capital with relevant authorities and amend the Charter accordingly.
4. Complete all necessary procedures for depositing and listing of the newly issued shares at VSD and HOSE respectively.
5. Conduct other related work to complete the Share Issuance to existing shareholders in order to increase the Company's charter capital from owners' equity.



Respectfully submitted for GMS consideration and approval.

Thank you.

To:

- *As stated above;*
- *Vincom Retail archives.*

**ON BEHALF OF THE BOD
CHAIRPERSON**

(signed)

THAI THI THANH HAI





Hanoi, 01 August 2018

**WRITTEN BALLOT FORM FOR OBTAINING VOTES OF
SHAREHOLDERS OF VINCOM RETAIL JOINT STOCK COMPANY**

To: Shareholder:
Address:
Share Certificate No.:
Number of Shares owned:
Number of votes:

I. Company Name:

VINCOM RETAIL JOINT STOCK COMPANY

Headquarters: No. 7, Bang Lang 1 Street, Vinhomes Riverside Ecological Area, Viet Hung Ward, Long Bien District, Hanoi.

Business Registration Certificate No.: 0105850244 first issued on 11 April 2012 by the Business Registration Office No. 1 – Hanoi Authority for Planning and Investment.

II. Purpose:

Vincom Retail Joint Stock Company (the “Company”) would like to obtain votes of shareholders in the form of collecting written opinions to approve the Plan for issuing new shares to existing shareholders in order to increase charter capital from owners’ equity.

The Board of Directors would like to send the shareholders the written ballot form to obtain your approval for the following matters.

The documents attached to this written ballot will be posted on the Company's website at: <http://ir.vincom.com.vn> and available for all shareholders to download.

III. The matters to be approved:

- 1. Approving the plan for issuing new shares to existing shareholders in order to increase charter capital from owners’ equity** (details are specified in the enclosed Proposal of the Board of Directors)

Approve

Disapprove

Abstain

- 2. Approving the Implementation**

To authorize the Chairperson of the BOD to perform the necessary tasks, including but not limited to:

1. Complete all required procedures, consider and decide details of the Share Issuance Plan to existing shareholders in order to increase the Company’s charter capital from owners’ equity as well as the use of proceeds (if any), in compliance with statutory regulations and Vincom Retail’s Charter to protect the interests of shareholders.
2. Decide the share issuance timing.

3. Complete all necessary legal procedures to register the newly increased charter capital with relevant authorities and amend the Charter accordingly.
4. Complete all necessary procedures for depositing and listing of the newly issued shares at VSD and HOSE respectively.
5. Conduct other related work to complete the Share Issuance to existing shareholders in order to increase the Company's charter capital from owners' equity.

Approve

Disapprove

Abstain

Please note the following voting method:

- Mark an (x) or (✓) in 01 of the 03 boxes: Approve or Disapprove or Abstain;
- The vote is invalid in the following cases: (i) check 2 or more boxes to vote for one of the above two matters, (ii) there is no signature (if the shareholder is an individual), if this form is not signed by the legal representative and is not stamped (if the shareholder is an institution), (iii) the envelope was opened prior to the vote counting, (iv) this form is sent to the Company after the required deadline, (v) the form is modified, erased, marked;
- When all 3 boxes (Approve or Disapprove or Abstain) are not marked, but the shareholder already signed, stated his/her full name and stamped (if the shareholder is an institution) then that form is considered as no opinion/abstain.

IV. Deadline for sending the written ballot:

The written ballot shall be sent either via email or in a sealed envelope to the following address **no later than August 12, 2018:**

Nguyen Thi Thuy Trang (Ms) – Vincom Retail Joint Stock Company

Address: 4th floor, Block T26 Times City, No. 458 Minh Khai Street, Vinh Tuy Ward, Hai Ba Trung District, Ha Noi City, Vietnam.

Telephone: (+84)24 3975 6699 Email: v.tts-pc@vincom.com.vn

Please submit this written ballot to the Company's Office on or prior to the above deadline. If the shareholder does not submit the written ballot, it shall be deemed that they have lost their voting right for the above matters.

**Legal Representative of the Company
GENERAL DIRECTOR**

**CHAIRPERSON OF
THE BOARD OF DIRECTORS**

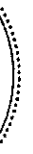


Tran Mai Hoa

Thai Thi Thanh Hai

Shareholder's signature

(Sign and state your full name if you are an individual shareholder;
Signed by the legal representative, state his/her full name and stamp if the shareholder is an
institution)





2018/NQ-DHDCD-VINCOM RETAIL JSC

Hanoi,

2018

(Draft attached to the voting ballot)

**RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS OF
VINCOM RETAIL JOINT STOCK COMPANY**

(By collecting written opinions)

The resolutions of General Meeting of Shareholders of Vincom Retail Joint Stock Company (hereinafter collectively referred to as “**These Resolutions**” and each Resolution is called the “**Resolution**”) is made in the form of collecting written opinions of shareholders in accordance with the provisions of the Enterprise Law and Charter of Vincom Retail Joint Stock Company.

VINCOM RETAIL JOINT STOCK COMPANY (the “Company”)

Headquarters: No. 7, Bang Lang 1 Street, Vinhomes Riverside Ecological Area, Viet Hung Ward, Long Bien District, Hanoi.

Business Registration Certificate No.: 0105850244 first issued on 11 April 2012 by the Business Registration Office No. 1 – Hanoi Authority for Planning and Investment.

Based on the results of counting votes in the Minute of vote counting made by the Board of Directors (the “**BOD**”) of the Company on, the General Meeting of Shareholders of the Company (the “**GMS**”) adopts and issues the following Resolutions:

THE FIRST RESOLUTION

Approve the plan for issuing new shares to existing shareholders in order to increase charter capital from owners’ equity

Approving the Plan for issuing new shares to existing shareholders in order to increase charter capital from owners’ equity as specified in the enclosed Proposal of the BOD.

This resolution is approved by the shareholders owning% of the total voting shares of the Company.

THE SECOND RESOLUTION

Implementation

Approving to authorize the Chairperson of the BOD to perform the necessary tasks, including but not limited to:

1. Complete all required procedures, consider and decide details of the Share Issuance Plan to existing shareholders in order to increase the Company’s charter capital from owners’ equity as well as the use of proceeds (if any), in compliance with statutory regulations and Vincom Retail’s Charter to protect the interests of shareholders.
2. Decide the share issuance timing.



3. Complete all necessary legal procedures to register the newly increased charter capital with relevant authorities and amend the Charter accordingly.
4. Complete all necessary procedures for depositing and listing of the newly issued shares at VSD and HOSE respectively.
5. Conduct other related work to complete the Share Issuance to existing shareholders in order to increase the Company's charter capital from owners' equity.

This resolution is approved by the shareholders owning% of the total voting shares of the Company.

IMPLEMENTATION

1. These Resolutions take effect from the date of signing.
2. The BOD, the Management and related departments of the Company is responsible for implementation of these Resolutions;

To:

- *Shareholders;*
- *Members of the BOD;*
- *Supervisory Board;*
- *Company archives.*

**ON BEHALF OF THE GMS
CHAIRPERSON OF THE BOD**

THAI THI THANH HAI

