

*Hanoi, 11 May 2021***PROPOSAL OF THE BOARD OF DIRECTORS****(Re: Amendment of the Charter and promulgation of regulations of the Company)****Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS**

From 01 January 2021, a number of important legal documents related to the operation of Vincom Retail Joint Stock Company (the “**Company**”) have come into effect, including: (i) Law on Securities No. 54/2019/QH14 dated 26 November 2019; (ii) Law on Enterprises No. 29/2020/QH14 dated 17 June 2020; (iii) Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities (“**Decree 155**”) and (iv) Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree 155.

On the basis of the above legal changes, the Company needs to promptly update, amend and supplement the contents of the current Charter and promulgate the Regulations accordingly to ensure the Company’s organization and operation comply with the applicable laws.

The Board of Directors submit to the General Meeting of Shareholders (the “**GMS**”) for consideration and approval the following documents:

1. Charter of the Company as drafted in Appendix 01 attached to this Proposal.
2. Internal Regulations on Corporate Governance as drafted in Appendix 02 attached to this Proposal.
3. Regulations on operation of the Board of Directors as drafted in Appendix 03 attached to this Proposal.
4. Regulations on operation of the Supervisory Board as drafted in Appendix 04 attached to this Proposal.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Thank you.

ON BEHALF OF THE BOARD OF DIRECTORS**CHAIRPERSON****(signed)****THAI THI THANH HAI****Note:**

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