



Hanoi, 11 May 2021

(Draft)

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

Pursuant to:

- *The Law on Enterprises 2020 and its guiding documents;*
- *The Law on Securities 2019 and its guiding documents;*
- *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 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 (hereinafter collectively referred to as the “**Participants**”) and relevant parties involved in the organization of the Meeting, and on conditions and procedures of the Meeting.
- 1.3 Participants attending the Meeting and relevant parties shall be responsible to follow these Regulations and relevant provisions of laws.

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

**Article 2: Rights and obligations of Participants**

- 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 Participants attending the Meeting have the rights under provisions of the Law on Enterprises and the Company's Charter.
- 2.3 Participants attending the Meeting have the obligations as follows:

- a) Participants must bring their valid ID 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 and 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 Participants’ eligibility: Request Participants participating in the Meeting as well as invited guests to present their ID cards or passports, invitation letters, and valid power of attorney (in case of proxy);
- b) Handing out ballots and GMS documents to Participants;
- 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 Participants 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 Participants.

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 to conduct the vote counting at the Meeting.

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 Chairperson of the BOD is the Chairperson of the GMS or authorize a member of BOD to chair the GMS convened by the BOD.

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 under the majority rule. If the BOD fails to elect a Chairperson, The Head of Supervisory Board shall preside the GMS to elect the chairperson of the Meeting and the person with the highest number of votes will chair the Meeting.

- 5.2 Except for the cases specified in Section 5.1 above, the person signed the decision to convene the GMS shall preside the GMS to elect the chairperson of the Meeting and the person with the highest number of votes will chair the Meeting.
- 5.3 The GMS Chairperson shall designate one or several Secretaries of the Meeting.
- 5.4 The GMS Chairperson's decisions with regards to order, procedures, as well as matters arising beyond the approved agenda shall be final.
- 5.5 The GMS Chairperson shall conduct the Meeting in an appropriate and orderly manner, adhere to the approved agenda and to reflect the wishes of the majority of Participants.
- 5.6 At the Chairperson's discretion, the Meeting may be postponed or held in another location (in compliance with the Law on Enterprises 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;
  - b) Communication devices at the current meeting location are not adequate for all Participant to discuss and vote; or
  - c) The behaviors of some Participants or other person participating in the Meeting cause disorder and disruptions that hinder the Meeting from proceeding in a fair and lawful manner.
- 5.7 The Chairperson has the right to not respond or just note down comments and suggestions from Participants if the content of such comments and suggestions are beyond the scope of the approved agenda.
- 5.8 The Chairperson has the right to request all Participants to facilitate inspection and other lawful and reasonable security measures and 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, hampering the Meeting progress or disobeying security requirements.
- 5.9 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.
- 5.10 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 Participants represent more than 50% of the total voting shares (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 Law on Enterprises.

#### **Article 7: Conduct 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 Participants representing more than 50% of the total voting shares attending the Meeting.
- 8.2 The following matters shall be considered approved if passed by Participants representing at least 65% of the total voting shares attending the Meeting:
  - Types of shares and quantity of each type;
  - Change of the Company’s business lines;
  - Change of the Company’s organizational structure;
  - Investment or sale of assets that are worth at least 50% of the total assets written in the latest financial statement, unless another ratio or value is specified in the Company's Charter;
  - Reorganization or dissolution of the Company;
  - Other issues specified in the Company's Charter.

#### **Article 9: Ballots**

- 9.1 Ballots are provided for all Participants 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 owned/represented by each Participant attending 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 resolutions 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 Participants by choosing “agree”, “disagree” or “abstain” for each matter.
- b) Participants shall cast their votes according to the following rules:
  - + The casting of votes will begin as signaled by the Chairperson of the Meeting or the Head of the Vote Counting Committee and end when the final Participant 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 without the signature of the Participants;
  - + 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 Participant 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.

Participants attending the Meeting shall vote directly on matters by raising their ballots or other methods as approved by the Chairperson or the Presiding Committee. 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 Head of Vote Counting Committee.

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 Participants with voting rights attending the Meeting;
  - + The total number of Participants 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 signatures of all the Vote Counting Committee members.

**Article 12: Expressing opinions at the Meeting**

Participants 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 Participants to express their opinions, the priority of which shall be given to Participants who register and opinions that are related to the agenda. Comments should be brief and relevant to the topic under discussion. Participants should not repeat what has already been expressed by other Participants.

**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 or other person who signs the minutes 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, on behalf of the GMS, the Chairperson shall issue resolutions on matters adopted at the GMS.
- 14.2. Shareholders or group of shareholders as specified in the Clause 2 Article 115 of the Law on Enterprises 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 151 of the Law on Enterprises.

**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 until it is amended according to Article 15.2 below.

- 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.*