



No.: 68/2021/CV-TGD-VCR JSC



Hanoi, 24 June 2021

**DISCLOSURE OF INFORMATION ON THE ELECTRONIC INFORMATION
PORTAL OF THE STATE SECURITIES COMMISSION AND
HO CHI MINH CITY STOCK EXCHANGE**

**To: - The State Securities Commission
- Ho Chi Minh City Stock Exchange**

Company's name: **VINCOM RETAIL JOINT STOCK COMPANY (the "Company")**

Ticker symbol: VRE

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

Tel: (84 24) 3974 9999

Fax: (84 24) 3974 8888

The person making the disclosure of information: Ms. Tran Mai Hoa – Chief Executive Officer

Type of disclosure: 24-hour 72-hour extraordinary as requested periodic

The content of information disclosure:

On 23 June 2021, the Chairperson of the General Meeting on behalf of the General Meeting of Shareholders of the Company issued the Minutes and Resolution of the Company's 2021 Annual General Meeting of Shareholders.

This information is disclosed on the Company's website at the link: <http://ir.vincom.com.vn>, under Information Disclosure/General Meeting of Shareholders Section.

We hereby certify that the above information is true and we are fully responsible before the laws with regards to the information disclosed.

Attachments:

*Meeting Minutes and Resolution of
the Company's 2021 Annual
General Meeting of Shareholders.*

**THE LEGAL REPRESENTATIVE OF
THE COMPANY
CHIEF EXECUTIVE OFFICER**

(signed)

TRAN MAI HOA



Hanoi, 23 June 2021

**RESOLUTION
OF THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF VINCOM RETAIL JOINT STOCK COMPANY**

Pursuant to:

- *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 (the “Company”);*
- *The Meeting Minutes of the 2021 Annual General Meeting of Shareholders (the “AGM”) dated 23 June 2021;*
- *The vote counting minutes of the 2021 AGM dated 23 June 2021*

RESOLVES:

- 1. Approve the Report of the Board of Directors (the “BOD”).**
- 2. Approve the Proposal of the BOD on 2020 business performance and 2021 business plan.**
- 3. Approve the Proposal of the BOD on 2020 financial performance.**
- 4. Approve the Report of the Supervisory Board on the business performance of the Company and activities of the BOD and Management in 2020.**
- 5. Approve the Appropriation plan for 2020 cumulative undistributed earnings according to the Proposal of the BOD.**
- 6. Approve the Remuneration for the members of BOD and the Supervisory Board in 2021 according to the Proposal of the BOD.**
- 7. Approve the List of independent audit companies according to the Proposal of the BOD.**
- 8. Approve the Company’s Charter according to the Proposal of the BOD.**
- 9. Approve the Regulations on Corporate Governance according to the Proposal of the BOD.**
- 10. Approve the Regulations on operation of the BOD according to the Proposal of the BOD.**
- 11. Approve the Regulations on operation of the Supervisory Board according to the Proposal of the BOD.**
- 12. Approve the step down of Ms. Nguyen Thi Diu from the position of member of the BOD.**

13. Approve the election of additional member of the BOD.

Voting result:

No.	Full name of the candidate	Number of votes	Ratio/ Total number of shares with voting rights at the AGM
1	Mr. Nguyen The Anh	1,697,358,343	89.19%

The additional BOD member elected shall serve the remaining term of the BOD (2018 – 2023).

After the election of the additional member, the BOD for the term of 2018 – 2023 includes:

1. Ms. Thai Thi Thanh Hai – Chairperson of the BOD
2. Ms. Tran Mai Hoa – Member of the BOD
3. Ms. Le Mai Lan – Member of the BOD
4. Mr. Nguyen The Anh – Member of the BOD
5. Mr. Fong, Ming Huang Ernest – Independent Member of the BOD
6. Mr. Sanjay Vinayak – Independent Member of the BOD

14. Implementation of the Resolution

This Resolution takes effect from the date of signing.

The members of the BOD, Management and the Supervisory Board are responsible for organizing and implementing all contents of this Resolution.

To:

- *SSC, HOSE, VSD;*
- *Shareholders;*
- *The Company's Archives.*

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

(signed)

TRAN MAI HOA

Hanoi, 23 June 2021

**MEETING MINUTES OF
2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

VINCOM RETAIL JOINT STOCK COMPANY (the “Company”)

- Head office: No. 7, Bang Lang 1 Street, Vinhomes Riverside Eco-Logical Urban Area, Viet Hung Ward, Long Bien District, Hanoi.
- Enterprise Registration Certificate No. 0105850244 first issued on 11 April 2012 by the Business Registration Office – Department of Planning and Investment of Hanoi.

Time and venue of the Meeting:

- Time: 09:00AM Wednesday, 23 June 2021.
- Venue: The meeting is held in the form of a multi-location video conference at the following venues:
 - (i) Company’s Head Office, No. 7 Bang Lang 1 Street, Vinhomes Riverside Ecological Urban Area, Viet Hung Ward, Long Bien District, Hanoi, Vietnam.
 - (ii) Almaz Convention Center, Hoa Lan Street, Vinhomes Riverside Ecological Urban Area, Phuc Loi Ward, Long Bien District, Hanoi, Vietnam.

A. PRE-MEETING FORMALITIES

1. Announcement of the Meeting’s purpose

The MC announced the purpose of the Meeting: The 2021 Annual General Meeting of Shareholders (the “**Meeting**” or the “**AGM**”) was convened by the Board of Directors (the “**BOD**”) in compliance with the applicable laws and the Charter of the Company to seek shareholders’ approval on a number of issues within the competence of the AGM.

2. Shareholder Attendance Report

Ms. Vu Thu Trang – Head of the Eligibility Verification Committee gave the shareholder attendance report at 9:00AM:

- Total number of shareholders attending either directly or by proxy was **119** people, representing **1,872,316,474** shares, equivalent to **82.40%** of voting rights (based on the Shareholder Register as of 04 May 2021 provided by the Vietnam Securities Depository).
- Pursuant to the Company’s Charter, a Meeting is validly convened when there is a quorum of at least 51% voting rights represented by shareholders attending either directly or by proxy.

Thus, the Meeting satisfied the provisions and can proceed.

3. Introduction of the Presiding Committee and the Chairperson of the Meeting:

- Ms. Tran Mai Hoa – Member of the BOD cum Chief Executive Officer (“**CEO**”) – Chairperson of the Meeting

- Ms. Pham Thi Thu Hien – Deputy CEO
 - Ms. Do Thi Quynh Trang – Head of the Supervisory Board
 - Mr. Nguyen Anh Dung – Deputy CEO
 - Ms. Pham Thi Ngoc Ha – Chief Accountant
4. **The Chairperson called for approval of the Regulations on organization and operation of the AGM (*attached hereto as Annex 1*). The Regulations was passed by 100% of the shareholders attending the Meeting.**
 5. **Nomination of Meeting Secretaries by the Chairperson: approved by 100% of the shareholders attending the Meeting, as follows:**
 - Ms. Vu Nguyen Hai Duong
 - Ms. Nguyen Bao Hanh
 6. **Nomination of the Vote Counting Committee by the Chairperson: approved by 100% of the shareholders attending the Meeting, as follows:**
 - Ms. Pham Thi Hien – Head of the Vote Counting Committee
 - Ms. Ngo Thi Nguyet – Member of the Vote Counting Committee
 - Ms. Pham Thi Hong Mo - Member of the Vote Counting Committee
 - Supervising shareholder: Ms. Tran Thi Thu Hoai – Member of the Vote Counting Committee
 - Supervising shareholder: Ms. Pham Thi Thanh – Member of the Vote Counting Committee

B. CONTENT OF THE MEETING

I. Approval of the Meeting Agenda

The Chairperson announced the Meeting Agenda (*attached hereto as Annex 2*), which was passed by 100% of the shareholders attending the Meeting.

II. Approval of the Proposal of the BOD on the step down of member of the BOD and the election of a new member of the BOD for the term 2018 – 2023 and the Election Regulations.

1. The Chairperson announced (i) the Proposal of the BOD on the step down of member of the BOD and the election of a new member of the BOD for the term 2018 – 2023 (*attached hereto as Annex 3*) and (ii) the Election regulations of the additional member of the BOD (*attached hereto as Annex 4*), which were passed by 100% of the shareholders attending the Meeting.
2. Name of the candidate: **Mr. Nguyen The Anh.**
3. The Head of the Vote Counting Committee provided guidance on the voting procedure and the AGM voted for additional member of the BOD for the term 2018 – 2023.
4. The Vote Counting Committee conducted vote counting.

III. Presentation of reports and proposals to be discussed and approved by the AGM

1. Ms. Tran Mai Hoa – Member of the BOD cum CEO, presented the summary Report of the BOD.
2. Ms. Tran Mai Hoa – Member of the BOD cum CEO, presented the summary Proposal of the BOD on 2020 business performance and 2021 business plan.

3. Ms. Pham Thi Ngoc Ha – Chief Accountant, presented the summary Proposal of the BOD on 2020 financial performance.
4. Ms. Do Thi Quynh Trang – Head of the Supervisory Board, presented the summary Report of the Supervisory Board on business performance of the Company, and activities of the BOD and Management in 2020.
5. Ms. Pham Thi Ngoc Ha – Chief Accountant, presented the summary Proposal on (i) the Appropriation plan for 2020 cumulative undistributed earnings, (ii) Remuneration for members of the Board of Directors and the Supervisory Board in 2021 and (iii) List of independent audit companies for the fiscal year 2021.
6. Ms. Tran Mai Hoa – Member of the BOD cum CEO, presented the summary Proposal on the amendment of the Charter and promulgation of Regulations of the Company.

IV. DISCUSSION SESSION

The Presiding Committee and the AGM listened to the opinions of the shareholders and discussed the content of the reports and proposals presented at the AGM.

The AGM agreed on the content of the discussion and had no further comments.

V. VOTING AND ANNOUNCEMENT OF VOTING RESULTS

1. The Head of the Vote Counting Committee updated the results of the Shareholder Attendance Report and gave voting instructions:
 - Updates on the number of shareholders before the AGM proceeds to voting as of 10:00AM: Total number of shareholders attending in person and by proxy is **137** people, representing **1,903,141,931** shares, accounting for **83.75%** of voting rights.
 - Voting instructions were given.
2. Voting session.
3. Vote counting and announcement of voting results:
 - 3.1. Results of counting votes for the additional BOD member:
 - Total number of voting ballots distributed to shareholders: **137** ballots, representing **1,903,141,931** shares, accounting for **100%** voting rights at the AGM.
 - Total number of voting ballots collected: **130** ballots, representing **1,898,571,304** shares, accounting for **99.76%** of voting rights at the AGM, in which:
 - Number of valid voting ballots: **129** ballots, representing **1,897,553,104** shares, accounting for **99.71%** of voting rights at the AGM
 - Number of invalid voting ballots: **1** ballots, representing: **1,018,200** shares, accounting for **0.05%** of voting rights at the AGM.
 - 3.2. Results of counting votes for other matters in the Meeting Agenda:
 - Total number of voting ballots distributed to shareholders: **137** ballots, representing **1,903,141,931** shares, accounting for **100%** voting rights at the Meeting.
 - Total number of voting ballots collected: **135** ballots, representing **1,903,141,521** shares, accounting for **100%** of voting rights at the Meeting, in which:
 - Number of valid voting ballots: **134** ballots, representing **1,902,123,321** shares, accounting for **99.95%** of voting rights at the AGM
 - Number of invalid voting ballots: **1** ballots, representing **1,018,200** shares, accounting for **0.05%** of voting rights at the AGM.

(Detailed results are shown in the 2021 AGM Vote Counting Minutes).

VI. APPROVALS

- 1. Approved: Report of the BOD** (*attached hereto as Annex 5*).
This Report was adopted by 1,902,123,321 shares, equivalent to 99.95% of the total votes.
- 2. Approved: Proposal of the BOD on the 2020 business performance and 2021 business plan** (*attached hereto as Annex 6*).
This Report was adopted by 1,902,123,321 shares, equivalent to 99.95% of the total votes.
- 3. Approved: Proposal of the BOD on the 2020 financial performance** (*attached hereto as Annex 7*).
This Report was adopted by 1,902,123,321 shares, equivalent to 99.95% of the total votes.
- 4. Approved: Report of the Supervisory Board** (*attached hereto as Annex 8*).
This Report was adopted by 1,902,123,321 shares, equivalent to 99.95% of the total votes.
- 5. Approved: Appropriation plan for the 2020 cumulative undistributed earnings according to the Proposal of the BOD** (*attached hereto as Annex 9*).
This Report was adopted by 1,902,123,321 shares, equivalent to 99.95% of the total votes.
- 6. Approved: Remuneration for the members of BOD and the Supervisory Board according to the Proposal of the BOD** (*attached hereto as Annex 9*).
This Plan was approved by 1,899,768,876 shares, equivalent to 99.82% of the total votes.
- 7. Approved: The list of independent audit companies according to the Proposal of the BOD** (*attached hereto as Annex 9*).
This Plan was approved by 1,840,580,659 shares, equivalent to 96.71% of the total votes.
- 8. Approved: The Charter of the Company according to the Proposal of the BOD** (*attached hereto as Annex 10*).
This Plan was approved by 1,902,118,321 shares, equivalent to 99.95% of the total votes.
- 9. Approved: The Internal Regulations on Corporate Governance of the Company according to the Proposal of the BOD** (*attached hereto as Annex 10*).
This Plan was approved by 1,901,356,628 shares, equivalent to 99.91% of the total votes.
- 10. Approved: The Regulations on operation of the BOD according to the Proposal of the BOD** (*attached hereto as Annex 10*).
This Plan was approved by 1,902,123,321 shares, equivalent to 99.95% of the total votes.
- 11. Approved: The Regulations on operation of the Supervisory Board according to the Proposal of the BOD** (*attached hereto as Annex 10*).

This Plan was approved by 1,902,123,321 shares, equivalent to 99.95% of the total votes.

12. Approved: The step down of Ms. Nguyen Thi Diu from the position of member of the BOD.

This Plan was approved by 1,707,540,208 shares, equivalent to 89.72% of the total votes.

13. Approved: Election of an additional member of the BOD for Mr. NGUYEN THE ANH

Voting result:

No.	Full name of the additionally elected BOD member	Number of votes	Ratio/ Total number of shares with voting rights at the AGM
1	Mr. Nguyen The Anh	1,697,358,343	89.19%

The additionally elected BOD member shall serve the remaining term of the BOD (2018 - 2023).

After the election of the additional BOD member, the BOD for the term of 2018 - 2023 includes:

1. Ms. Thai Thi Thanh Hai – Chairperson of the BOD
2. Ms. Tran Mai Hoa – Member of the BOD
3. Ms. Le Mai Lan – Member of the BOD
4. Mr. Nguyen The Anh – Member of the BOD
5. Mr. Fong, Ming Huang Ernest – Independent Member of the BOD
6. Mr. Sanjay Vinayak – Independent Member of the BOD

C. APPROVAL OF MINUTES AND MEETING ADJOURNMENT

The Meeting Minutes and enclosed Annexes were adopted and approved by 100% of total votes.

The Chairperson of the Meeting adjourned the Meeting at 11:00AM on the same day.

Meeting Secretaries

Chairperson of the Meeting

(signed)

(signed)

Vu Nguyen Hai Duong

Tran Mai Hoa
BOD member cum CEO

(signed)

Nguyen Bao Hanh

ANNEX 1

(Attached to the Meeting Minutes of the 2021 AGM)

VINCOM RETAIL JOINT STOCK COMPANY THE SOCIALIST REPUBLIC OF VIET NAM



Independence – Freedom – Happiness



Hanoi, 23 June 2021

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**

(signed)

TRAN MAI HOA

ANNEX 2

(Attached to the Meeting Minutes of the 2021 AGM)

AGENDA

**2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS
VINCOM RETAIL JOINT STOCK COMPANY**

Time	Content	Chaired by
08:30 – 09:00	Shareholder registration & distribution of meeting materials	Organizing Committee
09:00 – 09:05	Shareholder Attendance Report	Head of Shareholder Eligibility Verification Committee
09:05 – 09:10	Introduction of the Annual General Meeting of Shareholders (“AGM”) Chairperson and Presiding Committee	MC
09:10 – 09:15	Opening ceremony, nomination of AGM Secretaries and Election of Vote Counting Committee	Presiding Committee
09:15 – 09:20	Approval of regulations on the organization and operation of annual and extraordinary General Meetings of Shareholders	Presiding Committee
09:20 – 09:40	1. Approval of the meeting agenda	Presiding Committee
	2. Approval of the Proposal of the Board of Directors (the “BOD”) on the step down of member and election of a new BOD’s member for the term 2018 – 2023 and the Election regulations	Presiding Committee
	3. Guidelines on BOD election and execution	Presiding Committee
09:40 – 10:30	Presentation of reports and proposals:	
	1. Report of the BOD.	Presiding Committee
	2. Proposal of the BOD on 2020 business performance and 2021 business plan.	Presiding Committee
	3. Proposal of the BOD on 2020 financial performance	Presiding Committee
	4. Report of the Supervisory Board	Head of the Supervisory Board
	5. Proposals regarding: <ul style="list-style-type: none"> - Appropriation plan for the 2020 cumulative undistributed earnings; - Remuneration for members of the BOD and the Supervisory Board; - List of independent audit companies; - Amendment and supplement of the Company’s Charter; - Regulations on Corporate governance of the Company; 	Presiding Committee

	<ul style="list-style-type: none"> - Regulations on operation of the BOD; - Regulations on operation of the Supervisory Board. 	
10:30 – 10:50	Discussion	Presiding Committee
10:50 – 11:20	Voting execution	Vote Counting Committee
	Vote counting	Vote Counting Committee
	Break	Presiding Committee
11:20 – 11:30	Announcement of voting results and election results for additional members of the BOD	Vote Counting Committee
11:30 – 11:35	Approval of the AGM's Meeting Minutes and Closing Ceremony	Presiding Committee

ANNEX 3

(Attached to the Meeting Minutes of the 2021 AGM)

**VINCOM RETAIL JOINT STOCK
COMPANY**



No.: 01/2021/TTr-HĐQT-VCR

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness



Hanoi, 11 May 2021

PROPOSAL OF THE BOARD OF DIRECTORS

***Re: On the step down of member and election of a new member of the Board of Directors
for the term 2018 – 2023***

**Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS OF
VINCOM RETAIL JOINT STOCK COMPANY**

The Board of Directors (the “**BOD**”) of Vincom Retail Joint Stock Company (the “**Company**”) is hereby submitting to the General Meeting of Shareholders (the “**GMS**”) to approve the step down of a member of the BOD and election of a new member of the BOD of the Company with the following information:

1. To approve the step down of Ms. Nguyen Thi Diu from the position of member of the BOD according to her resignation letter sent to the Company.
2. To elect Mr. Nguyen The Anh to be a member of the BOD.

The BOD respectfully submit to the GMS for consideration and election of additional BOD member of the Company:

- (i) Number of member of the BOD to be elected: 01 member.
- (ii) Requirements on criteria and conditions for member of the BOD to be elected: Candidates for member of the BOD to be elected must satisfy the standards and requirements set forth in Article 155 of the Law on Enterprises and the Charter of the Company.
- (iii) The term of the additional elected member of the BOD is the remaining term of the BOD (2018 – 2023).

Information about the candidate for the position of member of the BOD to be elected, the Draft of the Election Regulations are attached to this Proposal and posted on the Company's website at the link: <http://ir.vincom.com.vn>, under Information Disclosure/General Meeting of Shareholders section.

Respectfully submit to the GMS for consideration and approval on the step down of the BOD member and the election of new member of the BOD for the 2018 – 2023 term in accordance with the Company’s regulations.

Thank you./.

Recipients:

- As above;
- The Company’s archives

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON**

(signed)

THAI THI THANH HAI

ANNEX 4

(Attached to the Meeting Minutes of the 2021 AGM)

VINCOM RETAIL JOINT STOCK COMPANY THE SOCIALIST REPUBLIC OF VIET NAM



Independence - Freedom - Happiness



Hanoi, 23 June 2021

ELECTION REGULATION OF THE ADDITIONAL MEMBER OF THE BOARD OF DIRECTORS

Pursuant to:

- *The Law on Enterprises 2020 and its guiding documents;*
- *The Law on Securities 2019 and its guiding documents;*
- *Decree No. 155/2020/ND – CP dated 31 December 2020 by the Government detailing the implementation of a number of articles in the Law on Securities;*
- *Charter of Vincom Retail Joint Stock Company (the “Company”).*

The Annual General Meeting of Shareholders (the “AGM”) of the Company shall elect an additional member of the Board of Directors (“BOD”) in accordance with the following regulations:

Article 1: Principles of election and eligibility to vote

1.1. Principles of election:

- a) Voting in compliance with the Laws, the Company’s Charter, and in accordance with this Regulation to ensure the democracy and the legitimate interests of all shareholders;
- b) Voting by accumulating votes.

1.2. Eligibility to vote: Shareholders with voting rights as listed on the Shareholder Register as of 04 May 2021 provided by Vietnam Securities Depository (VSD) or proxies attending the General Meeting of Shareholders.

Article 2: Quantity, criteria and requisites of additional member of the BOD to be elected

1. Number of additional member of the BOD to be elected: 01 member.

2. Criteria and requirements for additional member of the BOD

Candidates must meet the criteria and requirements of the BOD member in accordance with Clause 1, Article 155 of the Law on Enterprises and the Charter of the Company, specifically:

- a) Not being persons specified in Clause 2 Article 17 of the Law on Enterprises;
- b) Possessing professional expertise and experience in business management or in the Company’s business lines;
- c) Not necessarily being a shareholder of the Company;
- d) May hold the position of member of the BOD of other company.

Article 3: Election procedures:

1. The election of members of the BOD shall be conducted by the cumulative voting method whereby each shareholder has the total number of votes equivalent to the total number of shares owned/represented.
2. Shareholders may cumulate wholly or partly their votes to the candidate provided that their votes do not exceed the total number of votes cast.

For examples:

A shareholder owns 100 ordinary shares, which are equivalent to 100 votes;

This shareholder may cumulate 100 votes or a number of votes but not exceeding 100 shares for the candidate.

Article 4: Election methodology

1. Voting ballot:

Each shareholder or the proxy attending the Meeting shall be given a voting ballot (“**Voting Ballot**”). Each Voting ballot states the full name of the shareholder, address, contact number (if any), shareholder code of the shareholder, number of votes equivalent to number of shares owned, and the name of nominated candidate.

2. Regulations on filling out ballot and the validity of the vote:

a) A Valid Voting Ballot:

- (i) Issued by the Company;
- (ii) With the Company's round seal;
- (iii) With the signature of the shareholder or the proxy;
- (iv) Not torn, erased, corrected.

b) An Invalid Voting Ballot:

- (i) Not issued by the Company;
- (ii) Without the Company's round seal;
- (iii) Torn, struck through, erased, corrected or with the names of candidates who are not on the list of nominee inserted;
- (iv) Without signature of the shareholder or the proxy;
- (v) With unauthorized additional information and symbols;
- (vi) Having the total number of votes casted exceeding the total number of votes entitled;
- (vii) Submitted to the Vote Counting Committee after the vote casting is completed and the ballot box is sealed.

Invalid Voting Ballots are not included in the voting results.

c) Filling the Voting Ballot:

Each Voting Ballot is designed with two options for shareholder/proxy to vote for the member of the Board of Directors:

- Option 1: The shareholder/proxy may cumulate the votes for the candidate by marking (x) or (v) in the box that shows the name of the candidate.
- Option 2: The shareholder/proxy may write the specific number of votes for the candidate provided that the number of votes casted for the candidate shall not exceed the total number of votes entitled.

Should the shareholder/proxy make mistakes while filling out the Voting Ballot, provided that it has not been casted into the voting box, he/she may contact the

Head of the Vote Counting Committee directly to replace the erroneous voting ballot uphold the shareholder's right.

3. General principles of vote casting for the BOD members:

- a) Before the vote casting, the Vote Counting Committee shall inspect the voting box as witnessed by the shareholders/proxies.
- b) The vote casting is commenced upon the order of the Head of the Vote Counting Committee and completed when the last shareholder puts his/her voting card into the ballot box or 15 minutes after vote casting commences, whichever comes first. Shareholders/ proxies attending the AGM are requested to cast their voting ballot into the ballot box. After the vote casting is completed, the ballot box shall be sealed by the Vote Counting Committee.
- c) The vote counting shall be conducted immediately after the vote casting is completed and the voting box is sealed.

4. Regulations on vote counting:

- a) The Vote Counting Committee:
 - Shall conduct the vote counting in a separate room;
 - May use electronic devices and technical experts to assist with the vote counting process;
 - Shall check the validity of Voting Ballots;
 - Shall check each Voting Ballot and record the voting result;
 - Shall seal all Voting Ballots, and hand them over to the Head of Vote Counting Committee.
- b) Preparing and disclosing the Vote Counting minutes:
 - Once vote counting has been completed, the Vote Counting Committee shall prepare the results and the Vote Counting minutes;
 - Contents of the Minutes must include:
 - Time and location of the vote counting;
 - Members of the Vote Counting Committee;
 - Total number of shareholders attending the AGM;
 - Total number of shareholders casting votes;
 - Number and ratio of valid and invalid voting ballots;
 - Number and ratio of votes for each candidate;
 - The Vote Counting Minutes must include signatures of all members of the Vote Counting Committee.

Article 5. Selection criteria

Successful candidates shall be selected are the ones that have the highest votes from top down, starting with the candidate with the highest votes, until the required number of members of the BOD is satisfied. In case 02 or more candidates receive the same number of votes for the last position in the BOD, these candidates will undergo an additional election or be selected in accordance with the criteria specified in the Company's Charter and/or regulations of laws.

Article 6. Announcement of the election result of additional BOD's members

Result of the election of additional BOD members shall be stipulated in the Resolution of the AGM and disclosed in accordance with the regulations.

Article 7. Effectiveness

This Regulation consists of 7 (seven) articles and will take effect after being approved by the AGM.

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

(signed)

TRAN MAI HOA

ANNEX 5

(Attached to the Meeting Minutes of the 2021 AGM)

VINCOM RETAIL JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM



Independence – Freedom – Happiness

No.: 02/2021/BC-HDQT-VCR



Hanoi, 11 May 2021

REPORT OF THE BOARD OF DIRECTORS AT THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

1. Business performance of Vincom Retail Joint Stock Company (the “Company” or “Vincom Retail”)

In 2020, Vincom Retail continued to solidify its position as the leading retail property developer in Vietnam. The Company managed and operated 80 retail malls in 43 provinces and cities nationwide. Gross retail floor area at the end of 2020 reached nearly 1.7 million m².

Despite the challenges of the pandemic, Vincom Retail affirmed its position as a pioneer. The Company recorded net revenue of VND 8.329 trillion and profit after tax of VND 2.382 trillion in 2020.

2. Activities of the Board of Directors (the “BOD”)

2.1 General activities:

The BOD of the Company consists of 06 members, including 02 independent members.

In 2020, the BOD has done a good job in decentralizing and assigning tasks to the Chairperson of the BOD and the Legal representative to reduce the workload of the BOD for a number of administrative and incidental cases, which takes place regularly and stably.

In the epidemic situation, the BOD flexibly held meetings in the form of online conferences or solicitation of written opinions of members of the BOD to promptly approve many important policies for the operation and development orientation of the Company. In 2020, the BOD conducted 04 regular meetings with the attendance rate of 100% and issued 08 resolutions approving a number of key issues as follows:

- Approve issues related to the organization of the 2020 Annual General Meeting of Shareholders (“GMS”);
- Approving issues related to the offering/issuance of the Company's bonds;
- Approving contracts/transactions between the Company and related persons in 2020;
- Approving some other important matters within the competence of the BOD.

The list of Resolutions/Decisions of the BOD issued in 2020 has been announced in the Company's 2020 Corporate Governance Report.

2.2 The BOD’s supervisory activities:

In 2020, the BOD has performed its supervisory function in accordance with the Company's Charter, Regulations on corporate governance, internal management regulations and applicable laws, specifically:

- Supervised the implementation and preparing capital sources for the projects that have been and are being developed by the Company;
- Presided, directed and successfully organized the 2020 Annual GMS on 26 May 2020;
- Organized and directed the implementation of the 2020 financial statements, semi-annual financial statements, quarterly financial statements and annual reports;
- Supervised the implementation of the resolutions issued by the GMS and the BOD, inspected Management's operations in business activities;
- Supervised information disclosure to ensure transparency and timeliness in accordance with regulations;
- Supervised the work of Management to improve business performance and to accomplish planned goals.

2.3 Independent BOD members' activities and assessment to the BOD's activities

a) Activities of the independent members of the BOD

The BOD has two independent members, including Mr. Fong, Ming Huang Ernest and Mr. Sanjay Vinayak, of which Mr. Sanjay Vinayak was elected as an independent member of the BOD of the Company since January 2021. The independent members of the BOD have professional expertise and many years of experience in the core businesses of the Company, thus enable them to contribute significantly to the BOD decisions. The independent BOD members contributed opinions to decisions/issues within the competence of the BOD under their responsibility, especially transactions between the Company and related parties to ensure transparency, control conflicts of interest, protect the interests of the Company and its shareholders.

b) Assessment of the independent members of the BOD on the BOD's activities

The BOD has made flexible decisions to cope with changes in business plans due to the impact of the Covid-19 pandemic. The BOD also has timely directed on the business strategic adjustments facilitating the Company's achievements of goals and business plans approved by the 2020 Annual GMS amidst difficult situation of the whole economy while ensuring the operational safety for customers, employees and the entire system. Additionally, the BOD promptly approved and issued decisions under its authority to regulate on the corporate governance and business activities of the Company. The BOD has also closely supervised and directed Management implementation of business objectives, strategies and plans.

3. Remuneration, operating costs and other benefits of the BOD

The report on remuneration for the BOD in 2020 is presented specifically in the Proposal of the BOD on the remuneration of members of the BOD in 2021.

Members of the BOD are reimbursed for accommodation, travel cost and other reasonable expenses when performing assigned tasks, and enjoy other preferential regimes according to the Company's policy at a particular point of time.

4. Related party transactions

The order and procedures to approve transactions between the Company and related parties are strictly implemented in accordance with the provisions of the Law on Enterprises, the Law on Securities and the Internal regulations on corporate governance of the Company.

Transactions between the Company and related parties are disclosed in the Company's 2020 Corporate Governance Report.

5. Vincom Retail's 2021 business plan:

The commitment to excellence in 2020 will help Vincom Retail prepare for its ambitious business plans in 2021.

Vincom Retail expects to supply to the market nearly 100,000 m² of retail GFA. This means reaching nearly 1.8 million m² across the network, while maintaining its position as Vietnam's largest developer, owner and operator of retail malls.

In addition to leading the market in terms of scale, Vincom Retail aims to pioneer dynamic new business models and diverse experiences to stay ahead of global trends. In 2021, Vincom Retail expects to be the first retail property developer to operate a retail-tainment model with a chain of 24/7 commercial shops in the "Phu Quoc United Center" - the first "sleepless" super complex of Vietnam in the North of the Ngoc Island.

In product offerings, Vincom Retail will focus on developing the large scale Vincom Mega Mall format in Hanoi, Ho Chi Minh City and Tier 1 cities with good economic growth rate, large population and high per capita income, meeting all the needs and trends of shopping and entertainment of indigenous people, as well as providing quality of service and world-class experience. These will be strategic projects, bringing together many large domestic and international brands, and brands which being present in Vietnam for the first time.

Development of strategic partnerships and tenant relationships is central to our business plan for 2021. Vincom Retail will further expand its network of new tenants into three groups: international anchor tenants, brands with the potential to become chain tenants, and Vietnamese tenants.

Besides, with the role of connecting and leading, Vincom Retail will jointly develop with tenants the collaborative policies and business solutions that will drive market recovery in 2021 by offering impactful promotional programs.

Regarding operational management, Vincom Retail focuses on building a smart internal management and operational excellence. Thanks to its solid foundation and digital tools deployed in 2020, the management system will be further streamlined through automation and simplification of work processes. In its on-site operation, Vincom Retail will deliver new energy and technology solutions for operational optimization to meet energy-saving goals.

With its people-focused approach, in 2021, Vincom Retail targets elite talent through extensive training programs for 50 key management positions in the Operations Division.

Respectfully submitted to the GMS for your consideration and approval.

Thank you./.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON**

(signed)

THAI THI THANH HAI

ANNEX 6

(Attached to the Meeting Minutes of the 2021 AGM)

VINCOM RETAIL JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM



Independence – Freedom – Happiness

No.: 03/2021/TTr-HDQT-VINCOM RETAIL



Hanoi, 11 May 2021

PROPOSAL OF THE BOARD OF DIRECTORS

Re: Business performance in 2020 and business plan in 2021 of the Company

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

During 2020, Vietnam's economy continued to achieve positive growth of 2.91% in spite of the challenges posed by the pandemic. The Economist (August 2020) rated Vietnam as one of the 16 most successful emerging economies in the world, providing an optimistic view of its prospects.

The domestic retail market transformed its structure to adapt to the new situation. By the end of 2020, thanks to the country's successful containment of the pandemic, Vietnam's retail market achieved positive growth. Retail sales were estimated at USD 172.8 billion. Market size increased by USD 11 billion, an increase of 5.7% over 2019, the highest growth rate in Southeast Asia.

Total retail sales reached VND 584.7 trillion, according to Savills, equivalent to USD 25.2 billion in 2020, up 2.7% compared to previous year. The year-on-year retail sales growth was 10% to reach VND 383.9 trillion, with the sales in household appliances, tools and equipment to grow by 23.2%, followed by food and garment retail sales, up by 14.4% and 15.1%, respectively.

Vietnam's retail market has the potential to grow rapidly with a compound annual growth rate (CAGR) over 10% and annual household consumption growth of 10.5% per annum. This proves that Vietnam is an attractive destination for investment with political stability and a relatively young population. The competition among domestic and international retailers will be more intense as they strive to expand their presence in Vietnam.

Against this backdrop, Vincom Retail Joint Stock Company (the “**Company**” or “**Vincom Retail**”) has achieved encouraging business results in 2020 as follows:

I. Operational results of Vincom Retail in 2020:

With the addition of Vincom Mega Mall Ocean Park in 2020, Vincom Retail has a total of 80 malls open in 43 cities and provinces. Total retail GFA was nearly 1.7 million square meters at the end of 2020.

The new VMM model emphasizes on modern and elegant architectural mall designs, with simple space planning and properly-arranged facilities to create unique shopping and entertainment experiences for shoppers.

Vincom Retail has successfully used clear development plans and continuous renovations to bring more than 1,000 brands to its malls, including international brands Uniqlo, H&M, Decathlon, Watsons, Matsumoto Kyoshi, Kohman, Haidilao Hot Pot, and Pizza 4Ps, among others.

Modern and well-structured Vincom Shophouses, handed over in Bac Lieu and My Tho have become attractive investment properties and have transformed the appearance of these cities.

II. Business results of Vincom Retail in 2020 (Based on the 2020 Audited Consolidated Financial Statements in accordance with the Vietnamese Accounting Standards)

1. Revenue:

Total Revenue reached VND 8.329 trillion in 2020, of which Revenue from Leasing Activities and Rendering of Related Services was VND 6.008 trillion, Revenue from Sale of Inventory Properties was VND 2.149 trillion and Other Revenue was VND 172 billion. Due to an impact of the epidemic, Revenue from Leasing Activities and Rendering of Related Services decreased by VND 1.009 trillion, equivalent to a 14% compared to 2019. Revenue from Sale of Inventory Properties was mainly from the handover of shophouses projects in My Tho, Bac Lieu, Cam Pha, Soc Trang, Kon Tum.

2. Profit after tax:

Profit After Tax was VND 2.382 trillion.

3. Tax obligations:

During 2020, the Company incurred a total of VND 1.130 trillion of tax payables, and the Company paid a total of VND 1.103 trillion to the State budget.

III. 2021 Business plan

In 2021, Vincom Retail intends to solidify its leading position in the modern retail property market in terms of scale and market share, while delivering excellent service and customer experience of high quality.

Following the successful launch of Vincom Mega Mall Ocean Park, Vincom will focus on developing and expanding the large-scale VMM model in Vinhomes mega mixed-use developments. Vincom Mega Mall Smart City is scheduled to open during 2021.

Vincom Retail plans to launch two new Vincom Plaza at My Tho and Bac Lieu during 2021. These malls are in prime locations with nearby blocks of shophouses. Vincom Plaza (VCP) is an appealing destination in the city center that will drive changes in consumer shopping trends.

Vincom Retail's marketing strategy includes its branding approach for the period from 2021 to 2023. Vincom Retail will solidify its leading position in the retail property market by building effective partnerships, consumer confidence, unique products and customer experience. With its customer-centric practices, the Company will take the lead in delivering best-in-class service culture which inspiring local business communities.

During 2021, all Vincom Retail malls throughout the country will remain safe and exciting destinations for shopping, dining and entertainment. By promoting public health and safety, Vincom Retail is working proactively to prevent the spread of the pandemic and continue shaping a safe shopping habit for customers.

With the objective of strong, stable and sustainable developments, the Board of Directors would like to submit to the General Meeting of Shareholders (the "GMS") for approval of the 2021 business plan in accordance with the Vietnam Accounting Standards as follows:

- Net revenue: approximately 9.000 trillion VND
- Profit after tax: approximately 2.500 trillion VND

Kindly 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

ANNEX 7

(Attached to the Meeting Minutes of the 2021 AGM)

VINCOM RETAIL JOINT STOCK COMPANY THE SOCIALIST REPUBLIC OF VIETNAM



Independence – Freedom – Happiness

No.: 04/2021/TTr-HDQT-VINCOM RETAIL



Hanoi, 11 May 2021

PROPOSAL OF THE BOARD OF DIRECTORS

Re: The financial performance of the Company in 2020

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

The financial results of Vincom Retail Joint Stock Company (the “Company” or “Vincom Retail”) and its subsidiaries are shown in the 2020 audited consolidated financial statements as follows:

1. Assets:

Total assets of Vincom Retail reached VND 39.816 trillion. Items with major changes in 2020 are presented below:

- *Current Assets* increased by VND 1.942 trillion during 2020, from VND 5.070 trillion at the end of 2019 to VND 7.012 trillion at the end of 2020, mainly due to an increase in *Cash and cash equivalents* (increased VND 1.663 trillion) and *Held-to-maturity investments* (increased VND 1.105 trillion) thanks to cash flow from operating activities during the year.
- *Non-Current Assets* rose VND 2.036 trillion from 30.768 trillion in 2019 to VND 32.804 trillion in 2020, mainly from *Other long-term assets* as the Company deposits for future project developments.

2. Borrowings and Owners’ equity:

Owners’ Equity increased VND 2.382 trillion from VND 26.954 trillion in 2019 to VND 29.336 trillion, by recording a *Retained Earnings* of 2.382 trillion VND despite challenges posed by Covid-19 pandemic.

During the fiscal year ending 31 December 2020, *Current ratios* increased from 1.06 to 1.98 times and the *Quick ratio* increased from 0.61 times to 1.81 times.

The ratio of *Total Liabilities to Total Assets* and *Owners’ Equity to Total Assets* remained stable at 26.32% and 73.68%, respectively compared to 2019.

3. Consolidated revenue and profit

Total Revenue reached VND 8.329 trillion in 2020. Profit After Tax was VND 2.382 trillion.

4. Report on use of proceeds from public offering bonds:

On 26 August 2020, the Company completed the public offering of 20,000,000 bonds with par value of VND 100,000/bond. All proceeds from the bond offering have been fully used by the Company in accordance with the plan stated in the Prospectus published on 06 August 2020.

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: *Vincom Retail's 2020 Financial Statements were audited by KPMG Ltd., and are published on the Company's website: <http://ir.vincom.com.vn/en/financial-statements-presentations/>.*

ANNEX 8

(Attached to the Meeting Minutes of the 2021 AGM)

VINCOM RETAIL JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM



Independence – Freedom – Happiness

No.: 05/2021/BC-BKS-VINCOM RETAIL



Hanoi, 11 May 2021

REPORT OF THE SUPERVISORY BOARD AT THE 2021 ANNUAL MEETING OF SHAREHOLDERS

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

In 2020, the Supervisory Board has coordinated closely with the Board of Directors (the “**BOD**”) and Management to supervise issuance and implementation of the Resolutions of the General Meeting of Shareholders (the “**GMS**”) and the BOD, review and coordinate with the internal audit division of Vincom Retail (“**the Company**”) and affiliates to ensure proper compliance with legal provisions and the Internal regulations on corporate governance of the Company.

Within the scope of responsibilities, functions and authority as prescribed under the Charter of the Company and in accordance with the Law on Enterprises and other regulations applicable to listed companies, the Supervisory Board supervised and ensured compliance with the relevant laws and Company’s Charter in relation to financial management and accounting practices, investment and development activities, management and operation of Company’s real estate projects. The Supervisory Board also conducted periodical inspection of the financial statements of the Company and its subsidiaries.

On behalf of the Supervisory Board, I would like to report to the GMS as follows:

1. The Company’s financial performance

The Supervisory Board approves the separate financial statements and consolidated financial statements of 2020 as audited by KPMG Limited. The financial statements give an accurate view of the financial position of the Company as of 31 December 2020 and the results of operations and cash flows for the year 2020 in accordance with the Vietnamese Accounting Standards, Vietnamese Accounting Policy for Enterprises and legal regulations relating to the preparation and presentation of the financial reports of the Company.

Key financial indicators from the Company’s 2020 consolidated financial statements were as follows:

a) Consolidated business performance:

- Net revenue	:	VND 8.329 trillion
- Total profit before tax	:	VND 2.993 trillion
- Net profit after tax	:	VND 2.382 trillion

b) Consolidated assets:

- Current assets	:	VND 7.012 trillion
- Non-current assets	:	VND 32.804 trillion
- Total assets	:	VND 39.816 trillion

c) Owners' equity : VND 29.336 trillion

2. Assessment of the Board of Directors and Chief Executive Officer's actions

In order to keep up with the actual business situation, the Supervisory Board also actively worked and discussed with the BOD, CEO and other managers to promptly understand about the corporate activities, financial management and the implementation of new projects of the Company.

Through the process of checking and reviewing, the Supervisory Board assessed that the BOD, the CEO and managers have acted in accordance with their functions and duties, ensuring that the operating and investment activities of the Company are conducted in a transparent and lawful manner. Within the scope of responsibilities, functions and authorities, the Supervisory Board noted no risks or material violations affecting the operations of the Company.

3. Report on the Supervisory Board and the Supervisors' activities:

3.1 Activities in 2020 and 2021 Action plan of the Supervisory Board

In 2020, the Supervisory Board promoted control and supervisory activities, and collaborated with the BOD and Management to monitor the issuance and implementation and to evaluate the implementation of GMS and BOD resolutions. In performing the functions and duties specified in the Charter and the issued Regulations, the Supervisory Board has also tracked audits, internal control of the Company and its affiliates, ensuring business and operation activities are in compliance with the provisions of the law and the Internal regulations on corporate governance of the Company, especially in the context of epidemics and social distancing.

In 2020, the Supervisory Board carried out these functions during the year:

- Oversaw the implementation of GMS and BOD resolutions in 2020;
- Supervised and evaluated on the implementation of business plans to achieve the revenue and profit of the Company;
- Ensured the truth and fairness of quarterly, semi-annual and annual financial statements in accordance with Vietnam Accounting Standards, and other accounting policies and regulations;
- Ensured the Company complies with the law and regulations on information disclosure; and
- Reviewed and evaluated the Company's key related-party transactions.

In 2021, with the aim of strengthening its role in monitoring and checking compliance and transparency in the Company's operations, the Supervisory Board will continue to carry out its mandated functions and responsibilities, focusing on internal audit, specifically:

- Monitor legal and regulation compliance and the implementation of commitments in the business activities of the Company and its affiliates;
- Review the preparation and reconciliation of quarterly and annual financial statements of the Company and its affiliates on both periodic and ad-hoc basis;
- Actively research and provide strategic consultation to the Board of Directors and Management with measures to improve transparency, as well as monitor and prevent risks in business operations

3.2 Self-assessment of the Supervisory Board members

In 2020, members of the Supervisory Board have fully participated in 02 meetings of the Supervisory Board and some discussions among ourselves. In addition, following the Head of the Supervisory Board's task allocation, each member, with our own professional expertise, has actively supervised and examined activities of the BOD, the CEO, major functional departments

of the Company and its affiliates. Members of the Supervisory Board have assessed that we have fulfilled the duties and responsibilities in compliance with the law and the Company's Charter.

On this occasion, on behalf of the Supervisory Board, I would like to send our best wishes to the Shareholders, the BOD and Management, and wish for another successful Annual General Meeting of Shareholders.

Thank you./.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE SUPERVISORY BOAD**

(signed)

DO THI QUYNH TRANG

ANNEX 9

(Attached to the Meeting Minutes of the 2021 AGM)

VINCOM RETAIL JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM

-----☪ ☪ ☪-----

Independence – Freedom – Happiness

No.: 06/2021/TTr-HDQT-VINCOM RETAIL

-----☪ ☪ ☪-----

Hanoi, 11 May 2021

PROPOSAL OF THE BOARD OF DIRECTORS

Re: Approve the Appropriation plan for 2020 cumulative undistributed earnings, Remuneration for members of the Board of Directors and the Supervisory Board in 2021 and list of independent audit companies for the fiscal year 2021

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

The Board of Directors (the “**BOD**”) of Vincom Retail Joint Stock Company (the “**Company**”) would like to submit to the General Meeting of Shareholders (the “**GMS**”) for approval of the appropriation plan for 2020 cumulative undistributed earnings, remuneration for members of the BOD and the Supervisory Board in 2021 and list of independent audit companies for the fiscal year 2021 as follows:

1. Approve the appropriation plan for 2020 cumulative undistributed earnings

Based on the Company’s consolidated financial statements audited by KPMG Limited, the cumulative undistributed earnings as of 31 December 2020 were **VND 7.974 trillion**.

The BOD submits to the GMS for approval of the appropriation plan for 2020 cumulative undistributed earnings as follows: **The cumulative undistributed earnings will be retained for use of the Company’s business activities.**

2. Approve the remuneration for members of the BOD and the Supervisory Board in 2021

The BOD and the Supervisory Board hereby report to the GMS the actual remuneration for the members of the BOD and the Supervisory Board in 2020 and remuneration plan for 2021 as follows:

(i) Actual remuneration for 2020:

- Remuneration for the BOD was VND 1.4 billion – equivalent to 0.06% of the 2020 profit after tax;
- Remuneration for the Supervisory Board was VND 0.9 billion – equivalent to 0.04% of the 2020 profit after tax.

The total remuneration for the BOD and the Supervisory Board complied with the Resolution of the 2020 Annual GMS.

(ii) Remuneration plan for 2021:

Based on the 2021 business plan, the BOD and the Supervisory Board submit to the GMS to approve the 2021 remuneration plan for the BOD and the Supervisory Board as follows (consistent with the proposed remuneration plan in 2020):

- Remuneration for the BOD is limited to a maximum of 0.3% of 2021 profit after tax;

- Remuneration for the Supervisory Board is limited to a maximum of 0.05% of 2021 profit after tax.

The BOD and the Supervisory Board request the GMS's authorization for the Chairperson of the BOD and the Head of the Supervisory Board to set specific remuneration for the members of the BOD and the Supervisory Board within the limits above.

3. Approve the list of independent audit companies for the fiscal year 2021

Based on the assessment of quality and reputation of the leading audit companies in Vietnam, the BOD submits to the GMS for approval the list of independent audit companies and authorization for the Chief Executive Officer to select one of the following companies as the audit company for the Company's 2021 fiscal year:

- Ernst & Young Vietnam Limited;
- Deloitte Vietnam Limited;
- PwC (Vietnam) Limited;
- KPMG Limited.

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

ANNEX 10

(Attached to the Meeting Minutes of the 2021 AGM)

VINCOM RETAIL JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM



Independence – Freedom – Happiness

No.: 07/2021/TTr-HDQT-VINCOM RETAIL



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

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

CHARTER OF
VINCOM RETAIL JOINT STOCK COMPANY

Hanoi, 23 June 2021

PREAMBLE

The Charter of Vincom Retail Joint Stock Company, (the “**Company**”), a joint stock company established pursuant to the relevant law and all resolutions of the General Meeting of Shareholders and the Board of Directors that are properly adopted, is the binding rules and regulations for the conduct of the business of the Company.

This Charter comprises of 54 Article, included in 19 Chapters, which will regulate the whole activities of the Company (the “**Charter**”).

This Charter is ratified by the General Meeting of Shareholders of the Company on 23 June 2021 and takes effect from the date of signing for promulgation.

CHAPTER I. DEFINITIONS

Article 1. Definitions

1. Unless the terms or context of this Charter otherwise provide, the following terms shall have the meanings as described to them hereunder:
 - 1.1 *Manager* refers to the Chief Executive Office, Deputy Chief Executive Office, the Chief Accountant and other Manager of the Company as approved by the BOD.
 - 1.2 *Executive* refers to the Chairperson or member of the BOD, Chief Executive Office, Deputy Chief Executive Office, and other Executive of the Company as approved by the BOD.
 - 1.3 *Company* means Vincom Retail Joint Stock Company.
 - 1.4 *Subsidiary* means any company in which the Company (i) holds more than 50% of the Charter Capital or total issued ordinary shares, or (ii) has the right to directly or indirectly decide on appointment of a majority or all of members of the BOD or Chief Executive Office, or (iii) has the right to decide the amendment of or addition to the charter of that company.
 - 1.5 *Shareholder* means an individual or organization that owns at least one share of the Company;
 - 1.6 *Major shareholder* means a shareholder defined in Article 4.18 of the Law on Securities.
 - 1.7 *Authorized Representative* means any person who is authorized in writing by a Shareholder being organization to exercise such Shareholder’s rights in accordance with the Law.
 - 1.8 *Related persons* are the organizations and individuals defined in Article 4.46 of the Law on Securities and Article 4.23 of the Law on Enterprises.
 - 1.9 *GMS* means the General Meeting of Shareholders of the Company.
 - 1.10 *BOD* means the Board of Directors of the Company.
 - 1.11 *SVB* means the Supervisory Board of the Company.
 - 1.12 *CEO* means the Chief Executive Office of the Company.
 - 1.13 *Law on Enterprises or the Law on Enterprises 2020* means the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, takes effect from 01 January 2021.
 - 1.14 *Law on Securities* means the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, takes effect from 01 January 2021.

- 1.15 *Establishment Date is 11 April 2012*, the date on which the Company's first Enterprise Registration Certificate is issued;
- 1.16 *Stock Exchanges* means the official stock exchange(s) in respect of shares, bonds and other securities on which the Company's shares are listed.
- 1.17 *Shareholder Register* means the register of Shareholders of the Company, which is established and maintained in accordance with this Charter, Law on Securities and the Law on Enterprises.
- 1.18 *Vietnam* means the Socialist Republic of Viet Nam.
- 1.19 *VND* or Vietnamese Dong means the legal currency of Viet Nam.
- 1.20 *Charter Capital* means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 7 of this Charter.

Article 2. Rules of interpretation

- 2.1 In this Charter, any reference to any article or document shall also include the amendments, additions or replacement of such document.
- 2.2 The headings are inserted for convenience only and do not affect the interpretation and construction of the articles of this Charter.
- 2.3 Any words or expressions defined in the Law on Enterprises shall, (if not inconsistent with the subject or context), bear the same meanings in this Charter.

CHAPTER II

GENERAL PROVISIONS

Article 3. Name, Form, Head Office, Branches, Representative Offices, Legal Representatives, Term, and Seal of the Company

- 3.1 Name of the Company:
 Vietnamese name: **CÔNG TY CỔ PHẦN VINCOM RETAIL**
 Transaction name in English: **VINCOM RETAIL JOINT STOCK COMPANY**
 Abbreviated name: **VINCOM RETAIL JSC**
- 3.2 The Company is a joint stock company with the independent juridical person status in accordance with the Law on Enterprises and applicable laws and regulations. In the course of its operation, the Company shall comply with the Law and the provisions mentioned in this Charter. Shareholders are liable for the debts and other property obligations of the Company to the extent of the amount of capital contributed to the Company. The Company being a separate legal entity shall not be liable for the debts or any other liabilities of the Shareholders, unless otherwise expressly agreed. The Company shall operate on the principle of independent economic management in conformity with the present Charter, the Law and the Enterprise Registration Certificate.
- 3.3 The Company's registered head office: **7 Bang Lang 1 Road, Vinhomes Riverside Ecological Urban Area, Viet Hung Ward, Long Bien District, Hanoi, Vietnam.**
 Tel: (+84) 24 3974 9999
- 3.4 The Company may establish subsidiaries, branches, representative offices, and business locations in accordance with the laws and the Company's business activities, to pursue goals and objectives of the Company.
- 3.5 The Company has three (03) legal representatives, consisting of the Chairperson of the BOD, the CEO and the Deputy CEO in charge of security, safety and fire prevention, in which:
- a) The Chairperson of the BOD, without prejudice to other rights and obligations under

this Charter, shall have the right to represent the Company in transactions within the jurisdiction of the GMS;

- b) The CEO has the rights and obligations of the legal representative in accordance with this Charter and relevant laws, except for the rights and obligations as legal representatives of the Chairperson of the BOD and the Deputy CEO in charge of security, safety and fire prevention;
- c) The Deputy CEO in charge of security, safety and fire prevention shall have the rights and obligations to represent the Company as follows:
 - Taking legal responsibility in activities and operations of the Company relating to security, safety and fire prevention of the Company and all of its branches and business locations.
 - Representing the Company in the capacity as plaintiff, defendant, and person with related interests and obligations before the arbitration or court relating to security, safety and fire prevention matters.
 - Approving, on behalf of the Company, and representing the Company in transactions related to security, safety and fire prevention whose value falls below 30% of the total assets recorded in the latest audited consolidated financial statement of the Company.

The BOD will assign specific responsibilities for each legal representative in accordance with business requirements.

3.6 The operational term of the Company shall be unlimited. The Company may amend its operational term in accordance with a resolution of the GMS.

3.7 The seal of the Company:

- a) The BOD shall decide the type, quantity, form and content of the seals of the Company, its branches and representative offices from time to time.
- b) The CEO shall be responsible for use and manage the seals in accordance with applicable regulations of law.

Article 4. Objectives of Activities

4.1 The Company’s business lines:

No	Sector	Sector Code (VSIC)
1.	Real estate consultancy and brokerage and auctioning, land use right auctioning Details: Real estate consultancy and brokerage	6820 (Major)
2.	Plumbing, heat and air-conditioning installation	4322
3.	Other specialized construction activities	4390
4.	Retail sale of hardware, paints, glass and other construction installation equipment in specialized stores Details: Excluding goods which are not committed under the WTO Commitments.	4752
5.	Retail sale of carpets, rugs, wall and floor coverings in specialized stores Details: Excluding goods which are not committed under the WTO Commitments.	4753

6.	Retail sale of electrical household appliances, furniture and the like, lighting equipment and other household appliances not classified in specialized stores Details: Excluding goods which are not committed under the WTO Commitments.	4759
7.	Retail sale via mail order houses or via Internet Details: Excluding goods which are not committed under the WTO Commitments.	4791
8.	Other retail forms not classified in any other category Details: Excluding goods which are not committed under the WTO Commitments.	4799
9.	Activities auxiliary to financial service activities not classified in any other category Details: - Investment consulting activities; - Fiduciary and supervisory services on a fee and contract basis.	6619
10.	Electrical installation	4321
11.	Preschool education (for infants from the age of three years to six years) Details: Foreign-invested educational institutions must apply for the license to operate the educational institution in accordance with the Decree No. 73/2012/ND-CP dated 26 September 2012 on the foreign cooperation and investment in education.	8512
12.	Primary education Details: Foreign-invested educational institutions must apply for the license to operate the educational institution in accordance with the Decree No. 73/2012/ND-CP dated 26 September 2012 on the foreign cooperation and investment in education.	8521
13.	Commission agents, brokers and auction agents Details: Commission agent services	4610
14.	Construction of residential buildings Details: Construction of high-rise buildings	4101
15.	Construction of non-residential buildings	4102
16.	Construction of other civil engineering projects Details: Construction of civil engineering projects	4299
17.	Water collection, treatment and supply Details: Production and sale of clean water	3600
18.	Provision of food services based on contractual arrangements with the customer Details: Foods supply services	5621
19.	Architectural and engineering activities and related technical consultancy Details: Architectural services, technical consultancy services, synchronous technical consulting services (excluding services related to topographic survey, engineering geology, hydrogeology, environmental	7110

	survey, technical survey for urban-rural development planning, sector development planning).	
20.	Building completion and finishing	4330
21.	Construction of railways	4211
22.	Construction of roads	4212
23.	Construction of electrical works	4221
24.	Construction of water supply and drainage works	4222
25.	Construction of telecommunications and communication constructions	4223
26.	Construction of other utility projects	4229
27.	Demolition	4311
28.	Site preparation	4312
29.	Preschool education (for infants from the age of three months to three years) Details: Foreign-invested educational institutions must apply for the license to operate the educational institution in accordance with the Decree No. 73/2012/ND-CP dated 26 September 2012 on the foreign cooperation and investment in education.	8511
30.	Intermediate-level training Details: Foreign-invested vocational training institutions must apply for the certificate of vocational education registration in accordance with the Decree No. 48/2015/ND-CP of the Government dated 15 May 2015 on guidelines for Law on vocational education.	8532
31.	College-level training Details: Foreign-invested vocational training institutions must apply for the certificate of vocational education registration in accordance with the Decree No. 48/2015/ND-CP of the Government dated 15 May 2015 on guidelines for Law on vocational education.	8533
32.	Lower secondary education Details: Foreign-invested educational institutions must apply for the license to operate the educational institution in accordance with the Decree No. 73/2012/ND-CP dated 26 September 2012 on the foreign cooperation and investment in education.	8522
33.	Upper secondary education Details: Foreign-invested educational institutions must apply for the license to operate the educational institution in accordance with the Decree No. 73/2012/ND-CP dated 26 September 2012 on the foreign cooperation and investment in education.	8523
34.	Motion picture projection activities Details: Film projection businesses must satisfy the requirements prescribed by the Law on Cinematography	5914
35.	Creative, arts and entertainment activities Details: Entertainment activities (excluding activities prohibited by the State)	9000

36.	Basic-level training Details: Foreign-invested vocational training institutions must apply for the certificate of vocational education registration in accordance with the Decree No. 48/2015/ND-CP of the Government dated 15 May 2015 on guidelines for Law on vocational education.	8531
37.	Management consultancy activities Details: Investment consultancy activities	7020
38.	Trading of own or rented property and land use rights Details: Trading real estate	6810
39.	Cultivation service activities Details: Services related to agriculture (Excluding services relating to investigation, evaluation and exploitation for natural forest including exploitation of woods and wild, rare and precious animals hunting and trapping, aerial photographing, aerial seed planting and aerial chemicals spraying and dusting, micro-bial plant, animal genetic resource in agriculture). Access to certain geographic areas may be limited.	0161
40.	Water drainage and wastewater treatment Details: Wastewater treatment services	3700
41.	Treatment and disposal of non-hazardous waste Details: Waste treatment services (Excluding waste collection directly from the households. Only permitted to provide services at the waste collection points designed by the local authorities at the provincial and municipal levels)	3821
42.	Other construction installation Details: Construction and Installation	4329
43.	Non-specialized wholesale trade Details: Exercising wholesale right of goods in accordance with the law (excluding goods which are not committed under the WTO Commitments). (Foreign-invested economic organizations carrying out goods sale and purchase and activities directly related to the sale and purchase of goods in accordance with the Decree No. 09/2018/ND-CP dated 15 January 2018).	4690
44.	Other retail sale of new goods in specialized stores Details: Exercising retail rights (with establishment of retail outlets) of goods in accordance with the law (excluding goods which are not committed under the WTO Commitments). (Foreign-invested economic organizations carrying out goods sale and purchase and activities directly related to the sale and purchase of goods in accordance with the Decree No. 09/2018/ND-CP dated 15 January 2018).	4773
45.	Short-term accommodation activities Details: Hotel lodging services	5510

46.	Beverage serving activities Details: Beverage supply services	5630
-----	--	------

- 4.2 The GMS of the Company decides to change or expand the scope of activities of the Company in accordance with the Law.

CHAPTER III

RIGHTS AND RESPONSIBILITIES OF THE COMPANY

Article 5. Rights of the Company

The Company shall have the following rights:

- 5.1 To manage, use capital contributed by the Shareholders and other sources in order to carry out tasks, responsibilities, and business strategy of the Company.
- 5.2 To grant credit to its Subsidiaries and other companies in the form of loans to support the capital needs for the business development strategies of the Company, including the development of real estate projects in accordance with the Law.
- 5.3 To organize the management apparatus, set up the salary regulations, and direct the performance of business units in the light of the objectives and tasks of the Company.
- 5.4 To do business in the areas that are not prohibited by the Law and expand the scope of business activities according to the ability of the Company and market demand.
- 5.5 Based on the Charter and other internal regulations of the Company, to re-structure, dissolve the Subsidiaries; develop the production business of the Company; to divide and adjust resources amongst Subsidiaries in accordance with the Law in order to ensure the business efficiency
- 5.6 To set-up branches, representative offices of the Company within the country, or overseas in accordance with the Law, open bank account(s) in Vietnam and overseas.
- 5.7 To divide, merge, invest, participate in joint-ventures or partnerships or business corporation contract, purchase shares, buy in full or in part the assets of other companies as provided for by the Law and in line with the objectives for development of the Company.
- 5.8 To search for markets and select customers; directly transact and enter into contracts with domestic and foreign customers; is permitted to undertake import activities to meet all the requirements of business operations of the Company.
- 5.9 To select, employ and use employees according to the requirements of business activities, including foreign experts if needed as so stipulated by the Law. Choose suitable method of salary payment, distribute income, and decide on the level of salary of the employees in accordance with the Law.
- 5.10 To reject and refuse all requests for provision of financial sources not stipulated by Law from any individual, company or organization, except voluntary contributions for humanitarian purposes and the public interest.
- 5.11 To decide on the purchase price, sales price of different kinds of material, equipment, products and services except the case where the price of certain products and services must be decided by the Government.
- 5.12 To use capital and funds of the Company to serve the purposes of business activities on the principle of capital preservation and profit earning.
- 5.13 To choose method of capital mobilization from domestic and international capital sources. To issue shares, bonds in compliance with the Law. Subject to the scope of business operations of the Company and in accordance with the Law, the Company may list or delist its shares on the Stock Exchanges.

- 5.14 To liquidate, transfer, replace, rent, lease, mortgage, pledge assets, guarantee, and contribute capital with the land use rights and other property rights in conformity with the Law and in the principle of capital preservation.
- 5.15 To decide on the use and distribution of the profit to Shareholders after the discharge of all obligations toward the State and allocation to funds in accordance with provisions of the Law and decisions of the GMS.
- 5.16 To apply for and enforce intellectual property rights.
- 5.17 To commence or defend itself in legal proceedings.
- 5.18 To retain lawyers, accountants, consultants, agents, advisors, architects, engineers and contractors to assist the Company.
- 5.19 To enjoy and request favorable tax regime as so prescribed by the Law.
- 5.20 To do all other lawful things and execute all other lawful agreements, documents and instruments as may be necessary or desirable for the purposes of the Company or its business.
- 5.21 Other rights as stipulated by the Law.

Article 6. Obligations of the Company

The Company's obligations include:

- 6.1 To complete business registration and do business according to the registered scope of activities; bear responsibilities before (i) its Shareholders for the business results of the Company, and (ii) its customers and Law for the products and services provided by the Company.
- 6.2 To establish a development strategy, investment plan, business plan suitable with the functions and duties of the Company as well as the demands of the market place.
- 6.3 To sign and organize the implementation of various contracts executed with its partners.
- 6.4 To perform its obligations toward the employees in accordance with the Labor Code, to pass the labor collective agreement and other regulations.
- 6.5 To comply with the Law on protection of natural resources, environment protection, state security, fire prevention and fighting.
- 6.6 To perform statistics and accounting regimes, prepare periodical reports as so required by the State and extraordinary reports at request of the GMS, and be responsible for the accuracy and truthfulness of such reports.
- 6.7 To be subject to the examination of State management bodies in accordance with the Law.
- 6.8 To comply with provisions on inspection by competent State authorities.
- 6.9 To properly perform the regime and regulations on financial statement, accounting-statistics, auditing and other regulations as stipulated by the Law, be responsible for the accuracy and truthfulness of the financial statements of the Company.
- 6.10 To preserve and develop the capital and funds of the Company.
- 6.11 To satisfy the requirements regarding the receivable and payable items specified in the balance sheet of the Company.
- 6.12 To disclose the annual financial statement, the true and objective information about the activities of the Company in accordance with resolutions of the GMS and the Law.
- 6.13 To pay taxes, contribute to the State Budget and perform other obligations as so required by the Law.

- 6.14 To comply with all the Articles specified in the Charter and take responsibility within the scope of the Charter Capital of the Company.

CHAPTER IV

CHARTER CAPITAL, FOUNDING SHAREHOLDERS, TYPES OF SHARES, SHARE CERTIFICATES

Article 7. Charter Capital

- 7.1 The Charter Capital of the Company is **VND 23,288,184,100,000**.

(In words: *Twenty-three thousand two hundred and eighty-eight billion one hundred and eighty-four million one hundred thousand dong*).

The Charter Capital is divided into 2,328,818,410 shares with par value of VND 10,000 (ten thousand Vietnamese Dong), including:

- Ordinary shares: 2,328,818,410 shares
- Preference shares: 0 share

Details of the Charter Capital of the Company is specified in details at Appendix 1 attached to this Charter. The Charter Capital may be increased or decreased from time to time pursuant to the approval of the GMS in accordance with the Law. In such circumstances, Appendix 1 shall be adjusted accordingly to reflect such increase or decrease of the Charter Capital.

- 7.2 The Charter Capital is formed by various assets contributed as cash, shares, convertible foreign currencies, gold, land use right (LUR), intellectual property rights, technologies, technical secrets, and other assets as provided by laws.

- 7.3 The number of shares of the Company authorized to be offered for sale is the total number of shares decided by the GMS to be offered for raising capital from time to time and as recorded in relevant resolutions of the GMS. The BOD shall decide the timing, method and offering price. The offering price of the Shares must not be lower than the market price at the time of offer or the latest book value of Shares, except for the following cases:

- a) Where the Shares are offered to all Shareholders pro rata to their shareholding proportion in the Company;
- b) Where the Shares are offered to the brokers or underwriters/securities companies. In this circumstance, the specific discount amount or the discount rate must be approved by GMS;
- c) Where the Shares are issued to the employees under the Employee Stock Ownership Plan (ESOP) as approved by the GMS; or
- d) Other cases as in accordance with the Resolutions of the GMS.

- 7.4 Unless otherwise decided by the GMS, any new ordinary shares proposed to be issued shall first be offered to existing Shareholders in proportion to the number of the ordinary shares held by them respectively at the time being. The offer of such new ordinary shares to existing Shareholders shall be made in accordance with the laws on securities. Shareholders shall be entitled to transfer their preferential subscription right to other persons. The BOD may make decision on shares which have not been registered for subscription. The BOD may offer or allocate the call options to parties, on such terms and in such manner as they think fit, provided that such shares shall not be disposed of on terms which are more favorable to the subscriber than the terms on which they were first offered to the existing Shareholders, unless otherwise approved by the GMS.

- 7.5 The Company may redeem its issued Shares in any manner regulated in this Charter and prevailing laws.

- 7.6 The Company may issue other securities in accordance with the applicable laws.
- 7.7 Under no circumstances shall the Charter Capital be used to pay dividends to Shareholders. In case of the early dissolution of the Company, the relevant provisions of the Law shall be apply
- 7.8 Apart from ordinary shares, from time to time, upon the approval of the GMS, the Company may issues preference shares as prescribed by law. Preference shares can be converted into ordinary shares in accordance with the resolutions of the GMS. Ordinary shares cannot be converted into preferred shares.

Article 8. Obligations of Shareholders

- 8.1 The Shareholders shall have the following obligations:
- a) To comply with the Company's Charter, the resolution of the GMS and the BOD, regulations on governance and other documents issued by the Company;
 - b) To make payment in full and on time for shares which have been registered for subscription in accordance with the required procedures;
 - c) Not to withdraw the capital contributed by ordinary shares from the Company in any form, except where shares are redeemed by the Company or other persons. Where a Shareholder withdraws a part or all of the share capital contributed not in accordance with this clause, such Shareholder and any person with related interests in the Company must be jointly liable for debts and other property obligations of the Company to the extent of the value of shares withdrawn and any loss incurred;
 - d) To preserve confidentiality of information provided by the Company pursuant to the Charter and the Law; and only to use information provided in order to perform and protect their lawful rights and interests, and not to distribute, copy or send such information to other organizations or individuals.
 - e) To comply with other obligations stipulated by the Charter and the Law.
- 8.2 Shareholders of the same type of shares shall have equal rights, obligations and interests. In case the Company has types of preference shares, the rights and obligations associated with those types of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to Shareholders.
- 8.3 Major Shareholder must not take advantage to cause damage to the rights and interests of the Company and other Shareholders, and are obliged to disclose information in accordance with the Law.
- 8.4 Shareholder being an organization shall have the right to appoint one or more Authorized Representative(s) to exercise its rights as a Shareholder of the Company in accordance with Law. In a case there are more than one Authorized Representatives appointed, then the specific number of shares represented by each Authorized Representative must be specified. If such Shareholder does not specify the number of shares represented by each Authorized Representative(s), the total number of shares shall be divided equally to Authorized Representative(s).
- 8.5 Any appointment, termination or change of an Authorized Representative shall be notified in writing to the Company, and effective on upon the receipt by the Company of such notification. To the extent required by the Law, the notification must contain the following:
- (a) Name, enterprise registration number, address of head office of the Shareholder;
 - (b) Number Authorized Representatives and the number of shares for which an Authorized Representative has been appointed;

- (c) Full name, address, nationality, number of personal identity paper of each Authorized Representative;
- (d) Term of mandate of the Authorized Representative specifying the commencement date of the mandate; and
- (e) Full name and signature of the Authorized Representative and of the Legal Representative of the Shareholder.

Article 9. Founding Shareholders

As being converted from a limited liability company into a joint stock company, there are no founding shareholders in the Company.

Article 10. Ordinary Shareholders

10.1 The owners of ordinary shares shall be called Ordinary Shareholders.

10.2 The Ordinary Shareholders shall have the following rights:

- a) To attend and express opinions at the GMS and to exercise the right to vote directly or through an Authorized Representative. Each ordinary share shall carry one vote;
- b) To receive dividends at the rate decided by the GMS;
- c) To be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares each shareholder holds in the Company;
- d) To freely transfer their Shares to other persons as stipulated in this Charter and the Law;
- e) To sight, look up and make an extract of information about names and addresses in the list of Shareholders having the voting rights and to request amendment of incorrect information;
- f) To sight, look up and make an extract of Charter, meeting minutes and GMS' resolutions;
- g) In the case of dissolution of the Company, receive part of the remaining assets in proportion to their holdings in the Company;
- h) To demand the Company to redeem their Shares in the circumstances set out in Article 132 of the Law on Enterprises;
- i) To receive equal treatment;
- j) To access to periodic and extraordinary information disclosed by the Company as prescribed by law;
- k) To have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and the BOD in accordance with the Law on Enterprises;
- l) Other rights prescribed by the Charter and the Law on Enterprises.

10.3 A Shareholder or a group of Shareholders owning 5% or more of the ordinary shares shall have the following rights:

- a) To request the BOD to convene the GMS in accordance with Article 115.3 and Article 140 of the Law on Enterprises;
- b) To sight, look up and make an extract of the minutes, resolutions and decisions of the BOD, semi-annual and annual financial statements, reports of the SVB, contracts and transactions subject to approval by the BOD and other documents, except documents relevant to the Company's trade secrets;

- c) To request the SVB to inspect specific issues relevant to the management and operation of the Company where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of Shareholders that are individuals; or names, enterprise/organization ID numbers and headquarters addresses of Shareholders that are organizations; quantity of shares and share subscription time of each Shareholder, total shares of the group of Shareholders and their holdings; the issues that need to be inspected and purposes of the inspection;
 - d) To propose inclusion of the issues in the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 05 working days before the date of opening. The proposal shall specify the Shareholder's name, quantity of each type of shares being held by the Shareholder and the proposed issues;
 - e) Other rights prescribed by the Charter and the Law on Enterprises.
- 10.4 A Shareholder or a group of Shareholders owning 10% or more of the ordinary shares is entitled to nominate candidates to the BOD and the SVB.
- Candidates shall be nominated as follows:
- a) The group of Shareholders that nominate candidates to the BOD and the SVB must inform the participating Shareholders about the formation of the group before the opening of the GMS;
 - b) Depending on the quantity of members of the BOD and the SVB, the Shareholders or groups of Shareholders prescribed in this Article, according to the decision of the GMS, may nominate one or some candidates to the BOD and the SVB;
 - c) In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by BOD, the SVB and other Shareholders.
- 10.5 The Ordinary Shareholders of the Company shall have the following obligations:
- a) To make payment in full and on time for the subscribed Shares;
 - b) Not to withdraw the capital contributed by ordinary shares from the Company in any form, unless these shares are repurchased by the Company or other persons. Where a Shareholder withdraws a part or all of the share capital contributed not in accordance with this clause, such Shareholder and individual having related benefits in the Company must be jointly liable for debts and other property obligations of the Company within the value of shares withdrawn and damage caused.
 - c) To comply with the Charter and other regulations on internal governance of the Company;
 - d) To execute decisions, resolutions of the GMS, the BOD;
 - e) To safeguard information provided by the Company in accordance with the Charter and the applicable laws; only use the provided information to exercise and protect their lawful rights and interests; shall not copy, provide, or circulate the information provided by the Company to any other organizations and individuals.
 - f) To participate in the GMS and exercise the right to vote in the following manners:
 - (i) To attend and vote in person at the meeting;

- (ii) To authorize other organizations and individuals to attend and vote at the meeting;
 - (iii) To participate and vote at online meeting; cast electronic votes or in other electronic forms;
 - (iv) To send voting ballots by mail, fax or email;
 - (v) To send voting ballots using other means to the person in charge of corporate governance of the Company.
- g) Take personal responsibility when taking any of the following acts in the name of the Company:
- (i) To commit any violations of law;
 - (ii) To carry out any business activity and other transaction for personal gain or serving the interests of other organizations and individuals;
 - (iii) To pay undue debts when the Company might be facing financial risks.
- h) To fulfill other obligations as provided by applicable law.

Article 11. Change of rights

- 11.1 Any changes or cancellation of the special rights attached to a preferred share shall only be effective if approved by Shareholders holding at least 65% of the ordinary shares attending the meeting. A resolution of the GMS on any item which results in an adverse change of rights and obligations of a preference shareholder is only passed if it is agreed by the number of attending preference shareholders of the same type owning 75% or more of the total number of preference shares of such type or if it is agreed by the preference shareholders of the same type owning 75% or more of the total number of preference shares of such type if such resolution is passed by way of collection of written opinions.
- 11.2 The organization of any meeting of Shareholders holding the same kind of preferred shares to approve any change of rights attached to such type of preferred shares is only valid when it is attended by Shareholders (or their Authorized Representatives) own shares that represent at least one-third of the total value of the issued shares of that type. If the meeting convened in accordance with this clause does not have sufficient attending Shareholders as stipulated, it shall be convened for a second time within the next thirty (30) days. In this case, the meeting shall be conducted if having Shareholders owing such type of preferred shares (not depending on the number of Shareholders and number of shares) attend or authorize other to attend. In such meeting, Shareholders or their authorized representatives can request to use secret ballot to vote. Each share in the same kind shall have equal voting right at the meetings as aforementioned.
- 11.3 The procedures for organizing such separate GMS are similar to procedures for organizing other meetings of GMS as provided in this Charter.
- 11.4 Unless the terms of share issuance are otherwise regulated, the special rights attached to the preferred shares related to some or all matters of profit or asset distribution of the Company will not be changed when the Company issues additional shares of that class.

Article 12. Shares and Shareholders Register

- 12.1 A share certificate is a certificate issued by the Company, book entries or electronic data that certifies the ownership of one or more shares of the Company. A share certificate shall contain all contents provided in Article 121.1 of the Law on Enterprises.
- 12.2 The Company issues share certificates for its Shareholders in accordance with the corresponding quantity and type of shares.

- 12.3 If some of registered Shares comprised in a share certificate are transferred, the certificate shall be immediately cancelled and replaced by a new certificate showing the new balance of shares.
- 12.4 Errors in the content and form of a share certificate issued by the Company shall not affect the rights and interests of its owner. The Company's legal representative shall be responsible for any damage caused by such errors to the Company.
- 12.5 Where a share certificate is lost, torn, or otherwise destroyed in another form, the Shareholder shall be reissued with a share certificate at the request of such Shareholder
- a) Information about the lost or damaged certificate;
 - b) The commitment to take responsibility for disputes caused by its reissuance.
- 12.6 All forms of share certificate, bonds or other securities of the Company (other than letters of offer, temporary certificates and other similar documents), unless the terms and conditions for the time being relating thereto otherwise provide, shall be issued with a seal and signature of the legal representative of the Company.
- 12.7 With respect to the preferred shares, in addition to the above-mentioned regulations, the certificate must specify class of preference of such shares and/or other contents as provided in Articles 116, 117, and 118 of the Law on Enterprises.
- 12.8 The Shareholder Register of the Company or the list of Shareholders is registered with and archived at Vietnam Securities Depository (VSD).
- 12.9 In case of having any change to the content of the Shareholder Register relating to any Shareholder, such Shareholder shall be responsible to notify the Company and/or the securities company to which the Shareholder deposits his/its shares so that the Company and/or the securities company may revise information of the Shareholder in the Shareholder Register or the list of Shareholders.
- The Company shall not be responsible for the failure to contact and/or dispatch correspondence or materials to a Shareholder in the event that the contact address of such Shareholder is not made available to the Company or is inaccurate or insufficient for such purpose. The failure to contact and/or dispatch correspondence or materials in such case would not affect procedures for convening the GMS, collecting opinions from Shareholders, sending materials to Shareholders and the effectiveness of the resolutions approved by the GMS.

CHAPTER V

TRANSFER AND REDEMPTION OF SHARES

Article 13. Transfer of shares

- 13.1 Except as specified in Article 13.7 of this Charter or as otherwise stipulated by Law, all shares shall be freely transferred
- 13.2 The transfer of shares shall become effective upon the record of the said transfer in the Shareholder Register/list of Shareholders or on the date of a book entries on the custody account for securities at VSD. Only Shareholders named in the Shareholder Register/list of Shareholders are recognized as legal Shareholders of the Company.
- 13.3 Any shares listed on a Stock Exchange shall be transferred in compliance with the applicable laws and the regulations of the Stock Exchange on which the relevant Shares are listed.
- 13.4 The BOD shall have the power to refuse registration of any Shares which has not been fully paid.
- 13.5 In case of the death of a Shareholder that is an individual, his/her heir at law or designated by a will shall become a Shareholder of the Company. If a Shareholder that

is an individual dies without an heir or the heir refuses the inheritance or is disinherited, his/her shares shall be settled in accordance with civil laws.

- 13.6 When a Shareholder being a legal entity or an organization, is dissolved, bankrupted, merged, divided, changed into another form of legal entity, all the rights and responsibilities in relation to the shares of this Shareholder shall be settled in accordance with the Law.
- 13.7 A share that not fully paid may not be transferred and be entitled to relevant rights such as right to receive dividends, receive newly issued shares to increase the share capital from owner's equity, to purchase newly issued shares.

Article 14. Redemption of shares at the request of Shareholders

- 14.1 A Shareholder voting against decisions on reorganization of the Company or on the changes in the rights and obligations of Shareholders stipulated in this Charter are entitled to demand the Company to redeem its Shares. Such demand must be made in writing and specify the name, address of that Shareholder, number of share of each type, the intended selling price, and reasons for such demanding redemption. The request must be sent to the Company within ten (10) days from the date on which the GMS approved the resolution on the matters specified in this Clause.
- 14.2 The Company will redeem shares at the request of Shareholders in accordance with Clause 14.1 of this Article within ninety (90) days from the date of receipt of the request, unless the Company is not allowed to redeem shares in accordance with the law of securities. Shares will be redeemed at the market value at that point in time, or if the market price cannot be determined, the purchase price will be determined at least equal to the purchase price of the shares.
- 14.3 Where there is disagreement relating to the price, parties may consult with a specialized auditor or an appropriate entity for the price valuation in accordance with the Laws on valuation of prices. The redemption price shall be determined based on the latest approved and audited financial statements of the Company. Within five (5) days from the date of notice of the appraisal expert, if the related Shareholder does not oppose the price suggested by the appraisal expert, the price will be deemed to be accepted. In case of objection, such Shareholder shall send a written objection to the Company. Notwithstanding the receipt of such an objection, the Company is still entitled to make payment at the determined price and terminate all the rights and responsibilities of such Shareholder with respect to the Company. Within ten (10) days from the date of receipt of the objection, if both parties fail to reach an agreement, the Shareholder may refer the matter to the Vietnam International Arbitration Centre pursuant to Article 52 of the Charter.

Article 15. Redemption of shares at request of the Company

The Company may redeem no more than 30% of the total number of ordinary shares, or part or all of the dividend preference shares sold. The redemptions of shares at request of the Company shall be carried out in accordance with the Law on Securities, Law on Enterprises, and its implementing regulations.

Article 16. Conditions of payment and dealing with redeemed shares

- 16.1 The Company may make the payment to the Shareholders for shares redeemed in accordance with Articles 14 and 15 hereof only if it is still able to fully pay its debts and other liabilities after the shares are fully paid for.
- 16.2 All shares redeemed in accordance with Articles 14 and 15 hereof shall be deemed as unsold shares according to Article 112.4 of the Law on Enterprises. Within 10 days from payments for redeemed shares are paid in full, the Company shall register the decrease of the Charter Capital, which is equal to the total face value of redeemed shares.

- 16.3 The share certificates of the redeemed shares shall be cancelled immediately after the shares are fully paid for. The Chairperson of the BOD and the CEO shall be jointly responsible for any damage caused by the failure to or delay in cancelling the share certificates.
- 16.4 After all redeemed shares are fully paid for, if the total assets in the Company's accounting books is reduced by more than 10%, the Company must inform all the creditors of such reduction within fifteen (15) days from the date on which the redeemed shares are fully paid for.

CHAPTER VI

STRUCTURE OF ORGANISATION, MANAGEMENT AND CONTROL

Article 17. Organizational structure, administration and control

Organizational structure, administration and control of the Company include:

- 17.1 **GMS** including all Shareholders having voting right and being the highest authority of the Company;
- 17.2 **BOD** being the management organization of the Company, and having right to act on behalf of the Company to decide and exercise rights and obligations of the Company which is not provided under the authority of the GMS and/or to decide the matter authorized to do by the GMS. BOD shall be responsible for the management of the Company in the best interests of all Shareholders;
- 17.3 **SVB** being responsible for the supervision over the BOD and the CEO in their management and operational execution of the Company. The SVB is responsible before the GMS for the performance of its duties.
- 17.4 **CEO**, being the legal representative and the executor of daily business activities of the Company. The CEO is supervised by the BOD and the SVB and shall be responsible before the BOD and the Law for the performance of rights and obligations entrusted to him;

CHAPTER VII

GENERAL MEETING OF SHAREHOLDERS

Article 18. Rights and obligations of the GMS

- 18.1 The GMS has following rights and obligations:
- a) To pass the development direction of the Company;
 - b) To make decisions on the types of shares and total number of shares of each class entitled to be offer for sale; to make decisions on the rate of annual dividend for each type of shares;
 - c) To make decisions on the number of members of the BOD and members of SVB; to elect, dismiss or discharge members of the BOD and members of the SVB;
 - d) To make investment decisions or decisions on sale of assets valued at 50% or more of the total value of assets recorded in the most recent financial statement of the Company;
 - e) To make decisions on amendments of and supplements to the Charter;
 - f) To approve annual financial statements;
 - g) To make decisions on redemption of more than 10% of the total number of shares of each class already sold;

- h) To consider and deal with breaches by BOD's members, SVB members which cause damage to the Company and its Shareholders;
- i) To make decisions on re-organization and dissolution of the Company;
- j) To make decision on the budget or total remunerations, bonuses and other benefits of the BOD and the SVB;
- k) To approve internal regulations on governance of the Company, regulations on operation of the BOD and the SVB;
- l) To approve the list of accredited auditing companies; to allow the accredited auditing company to inspect the Company's operation; dismiss accredited auditing company where necessary;
- m) To approve contracts, transactions as provided in Article 38.3 and Article 38.4 of this Charter;
- n) Other rights and obligations stipulated in the Law and the Charter.

18.2 The regular meeting of the GMS shall discuss and approve the following issues:

- a) The Company's annual business plan;
- b) The annual financial statements;
- c) The report of the BOD on governance and performance of the BOD and each BOD's member;
- d) The report of the SVB on the Company's business performance, performance of the BOD, the Chief Executive Officer;
- e) The self-assessment report on performance of the SVB and its members;
- f) Amount of dividend payable on each type of share;
- g) Other matters within its authority and in accordance with Law and this Charter.

18.3 All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the GMS.

Article 19. General Meeting of Shareholders

19.1 The Annual General Meeting of Shareholders ("AGM) must hold an annual meeting within a time-limit of four months from the end of the financial year. The BOD can decide to extend that time-limit where necessary, but not beyond six (6) months as from the end of the financial year.

The BOD shall convene the annual GMS and choose a suitable location. The AGM shall decide matters prescribed by the Law and the Charter. Members of the BOD and SVB must attend AGM and respond to questions of Shareholders during the meeting, except for force majeure cases provided that such members shall provide the BOD and SVB with a written report. In case the audit report contains unqualified opinions, adverse opinions or disclaimer of opinion, the Company shall invite representative of the accredited auditing company that audited the Company's financial statements to participate in the AGM. The invited representative of the audit organization has the responsibility to participate in the AGM.

In addition to the annual meeting, the GMS may take place on extraordinary basis or approve resolutions by collecting written opinions. Location of the meeting shall be the place within the territory of Vietnam where the Chairperson attend.

19.2 The BOD must convene an extraordinary meeting of the GMS in the following cases;

- a) The BOD considers it necessary to do so in the interests of the Company;

- b) The number of the remaining members of the BOD, SVB is less than the number of members required by Law;
- c) Upon request by a Shareholder or a group of Shareholders as stipulated in Article 10.3 of the Charter; the request shall be made in writing and specifies reasons for and the objectives of the meeting, and shall be dully signed by all relevant Shareholders. The request may have certain counterparts provided that they collect signatures of all relevant Shareholders;
- d) Upon demand by the SVB;
- e) In other cases stipulated by the Law and the Charter.

19.3 Convening the extraordinary GMS:

- a) The BOD shall convene the GMS within 30 days as from the date on which the number of remaining members of the BOD, the remaining independent members of the BOD, or the remaining members of the SVB is less than the number required by the Law or from the date of receipt of the request stipulated in Article 19.2 (c)(d) of this Charter.
- b) Where the BOD fails to convene a GMS as stipulated in Article 19.3(a) of this Charter, then within the following thirty (30) days the SVB shall replace the BOD in convening the GMS in accordance with Article 140.3 of the Law on Enterprises.
- c) If the SVB fails to convene a meeting as stipulated in Article 19.3(b) above, the Shareholder or group of Shareholders stipulated in Article 19.2(c) of this Charter shall have the right to demand the Company's representative in convening the GMS in accordance with the Law on Enterprises.

In this case, the Shareholder or group of Shareholders convening the GMS may request the business registration office to supervise the convening and conduct of the meeting, as wekk as the decision making process of the GMS.

- 19.4 The expenses for convening and conducting a meeting of the GMS shall be reimbursed by the Company. The reimbursed amount does not cover expenses Shareholders spent to attend the meeting, including meals, accommodation, and traveling expenses.

Article 20. Authorizing participation in GMS

- 20.1 Shareholders being individuals or Authorized Representatives of Shareholders which are organizations, may attend the GMS in person or through one of means provided in Article 144.3 of the Law on Enterprises, or authorize another person / organization in writing to do so.
- 20.2 The authorization for a representative to attend the GMS as provided in Article 20.1 of the Charter must be made in writing on the form stipulated by the Company or civil laws. The authorization shall (i) specify the name of the authorizing Shareholder, name of the authorized individual or organization, the number of authorized shares, authorization content, scope of authorization, duration of authorization, signature of authorizing party and authorized party
- 20.3 The written authorization shall be either submitted by the authorized participant when registering their attendance at the GMS or sent by the Shareholder to the Company or to the location specified in the written invitation at least 48 hours before the opening of the GMS. If the authorized person authorizes another person to participate the GMS, the meeting participant shall also submit the original written authorization issued by the shareholder or by Authorized Representative of the Shareholder that is an organization (if it is yet to be registered with the Company).
- 20.4 Votes casted the authorized participants within authorization scope shall be effective unless:

- a) The principal passed away, or his capacity for civil acts is lost or is restricted;
- b) The principal terminates the authorization;
- c) The authorizing person has cancelled the authority of the authorized participant.

This provision does not apply if the Company receives a notification of any of the aforementioned events before the time of opening of the GMS or before the GMS is reconvened.

Article 21. Convening, agenda and invitations to the GMS

21.1 The convener of the GMS shall carry out the following tasks:

- a) To prepare a list of shareholders entitled to attend the meeting and to vote. This list shall be produced at least 10 days before the day on which the invitation to the GMS is sent. The Company shall announce the formation of this list at least 20 days before the deadline for registration;
- b) To fix the time and location of the meeting;
- c) To prepare the program and contents of the meeting;
- d) To prepare documents for the meeting;
- e) To draft resolutions in accordance with the draft program, list and details of each candidate in case of electing members of the BOD, SVB;
- f) To notify and send written invitation to all Shareholders entitled to attend the meeting;
- g) To perform other tasks serving the general meeting.

21.2 The invitations to attend the GMS shall be sent to mailing addresses of all Shareholders by express mail and published on the websites of the Company, State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered. The convener shall send invitations to all Shareholders on the list of Shareholders eligible to attend the GMS at least 21 days before the opening day of the GMS. The agenda of the GMS and documents relevant to the matters to be voted on at the GMS shall be sent to the Shareholders and/or published on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for the following documents:

- a) The meeting agenda and documents to be used during the meeting;
- b) List and details of candidates in case of election of members of the Board of Directors and members of the Supervisory Board;
- c) Voting ballot;
- d) Draft resolution on each matter mentioned in the meeting agenda.

21.3 A Shareholder or group of Shareholders mentioned in Article 10.3 of this Charter may recommend items to be included in the agenda of the GMS. The recommendation must be made in writing and be sent to the Company no later than five (05) working days prior to the date of opening. The recommendation must specify the name of Shareholder(s), the number of shares of each class of Shareholder, and the items recommended to be included in the agenda.

21.4 The convener of the GMS may only refuse the recommendation stipulated in Article 21.3 of this Charter in any of the following cases:

- a) The recommendation is not sent in accordance with Article 21.3 above;

- b) At the time of making recommendations, the Shareholder or group of Shareholders does not own 5% or more of the total number of the ordinary shares as provided in Article 10.3 of this Charter;
 - c) The item recommended does not fall within the decision-making authority of the GMS;
 - d) Other cases stipulated by the Law and this Charter.
- 21.5 The convener of the GMS must accept and include the recommendations stipulated in Article 21.3 above into the draft program and agenda for the meeting, except in the cases stipulated in Article 21.4 above; the recommendation shall be officially added to the program and agenda for the meeting if it is approved by the GMS.

Article 22. Conditions and procedures for opening the GMS

- 22.1 The GMS shall be conducted where the number of attending Shareholders represents at least 50% of the voting shares of the Company.
- 22.2 Where the first meeting cannot take place because the condition stipulated in Article 22.1 is not satisfied, the meeting may be convened for a second time within thirty (30) days of the intended opening of the first meeting. The GMS which is convened for a second time shall be conducted where the number of attending shareholders represents at least 33% of the voting shares.
- 22.3 Where a meeting convened for a second time cannot take place because the condition stipulated in Article 22.2 is not satisfied, invitation to the third meeting must be sent within twenty (20) days from the date of the intended opening of the second meeting. In this case, the GMS shall be convened irrespective of the number of voting rights of shareholders attending the meeting.
- 22.4 Procedure for conducting the GMS: Prior to the opening of a meeting, the Company shall carry out and maintain procedures for registration for attendance until Shareholders with the right to attend the meeting completes the registration in following order:
- a) Where a Shareholder is registered, the Company shall grant each Shareholder, Authorized Representative a voting card which states the Shareholder's code, full name of the Shareholder, and the number of votes of such Shareholder. The voting card may be encoded to support the vote counting by using the computer software. The GMS shall discuss and vote on each issue in the agenda for the meeting. Voting shall be conducted by collecting votes which 'agree', 'disagree', and 'abstain'. The results of the vote counting shall be announced immediately prior to the closing of the meeting.
 - b) Shareholders, Authorized Representatives or authorized participants who arrives after the opening of the meeting have the right to register to attend the meeting, and then have the right to participate and vote. The Chairperson shall not delay the meeting so that late attendees may register; in such a case, the effectiveness of any voting which has already been conducted shall not be affected.
- 22.5 The election of the Chairperson, secretary and vote counting committee of the General Meeting of Shareholders shall be regulated as follows:
- a) The Chairperson of the BOD shall act or authorize another member of the BOD to act as the Chairperson of the GMS convened by the BOD. In a case where the Chairperson is absent or is temporarily incapable of working, the remaining members of the BOD shall elect one person among themselves (by a majority vote) to chair the meeting. In a case a Chairperson is not elected, the head of the SVB shall arrange for the GMS to elect the Chairperson of the meeting from

amongst the people attending the meeting and the person with the highest number of votes shall act as Chairperson of the meeting;

- b) In other cases, the person who signed the document convening the GMS shall arrange for the GMS to elect a Chairperson of the meeting and the person with the highest number of votes shall act as Chairperson of the meeting.
 - c) The Chairperson shall elect one or more people to act as secretary of the GMS.
 - d) The GMS shall elect a vote counting committee to be comprised of one or more people in accordance with the proposal of the Chairperson of the meeting.
- 22.6 The agenda and contents of the meeting must be approved by the GMS in the opening session. The agenda must specify in detail the time applicable to each issue in the contents of the agenda for the meeting.
- 22.7 The Chairperson of the GMS shall have the right to take the necessary measures to direct the conduct of the meeting in an appropriate and orderly manner, correctly in accordance with the agenda as approved and so that it reflects the wishes of the majority of attendees, including:
- a) To arrange suitable seating for all attendees in meeting locations;
 - b) To conduct necessary security measure to ensure safety for attendees;
 - c) To facilitate Shareholders to participate (or continue participating) the GMS. The convener has the right to change, adjust any of the above measure, as well as apply any necessary measure.
- 22.8 The convener or the Chairperson of the GMS shall have the following rights:
- a) To require all people attending the meeting to be checked or subject to other legal and necessary security measures;
 - b) To request a competent body to maintain order during the meeting; to expel from the GMS anyone who fails to comply with the Chairperson's right to control the meeting, who intentionally disrupts or prevents normal progress of the meeting or who fails to comply with a request to undergo a security check.
- 22.9 The Chairperson shall have the right to adjourn the GMS for which sufficient attendees have registered. The maximum time for any adjournment of a meeting shall be three days as from the date of the proposed opening of the meeting. The Chairperson can only change the time and location of the meeting in following cases:
- a) The location for the meeting does not have sufficient seating for all the attendees;
 - b) The media at the meeting location is of sufficient quality for Shareholder to attend the meeting, discuss and vote;
 - c) There is an attendee who obstructs the meeting or disrupts order, and there is a risk that the meeting might not be conducted fairly and legally.
- In case the Chairperson postpones or suspends the GMS in contravention of this Clause, the GMS shall elect another person from among the attendees to replace the Chairperson to preside the meeting until the end. In this case, all Resolutions passed at that meeting are effective for implementation
- 22.10 A GMS make take place in a form of in-person or online meetings provided that all Shareholders at different locations are able:
- a) To see and listen to the Chairperson and other attendees' opinions;
 - b) To directly communicate or use telephone or other technology means to communicate with the Chairperson and other Shareholders.

22.11 The participation and voting of the Shareholders shall be considered as attendance at the meeting and voting using measures provided in Article 10.5 (f) of this Charter.

Article 23. Conditions for resolutions of the GMS to be approved

23.1 The GMS shall approve resolutions which fall within its power by way of voting in the meeting or collecting written opinions.

23.2 Resolutions on the following issues shall be passed if they receive at least 65% affirmative votes from all participating shareholders, except for the cases specified in Article 23.3, Article 23.6(g) and Article 11.1 of the Charter:

- a) Types of shares and the total number of shares in each type;
- b) Change of business lines;
- c) Changes of the Company's organizational structure;
- d) Decisions on investments or the sale of assets valued at equal to or more than 50% of the total assets recorded in the most recent financial statements of the Company;
- e) Reorganization or dissolution of the Company;
- f) Other circumstances as provided in the Charter.

23.3 Pursuant to Article 26.6 and Article 34.5 of the Charter, a resolution on the election of the member of BOD or the member of the SVB by the method of cumulative voting shall comply with Article 148.3 of the Law on Enterprises.

23.4 Except for matters specified in Article 23.2, Article 23.3, Article 23.6(g), and Article 11.1 of this Charter, a resolution for other matters shall be passed if it is proved by a number of shareholders representing at least 50% of the total voting shares of all attending shareholders.

23.5 Resolutions passed by the GMS with the number of shareholders directly or by authorized persons participating which represents 100% of the total number voting shares shall be legal and effective even when the order and procedures for convening and passing such resolutions violate the Law on Enterprises and the Company Charter.

23.6 Procedures for collection of written opinions of Shareholders: The Chairperson of the BOD shall have the right to collect written opinions if it is deemed necessary for the interests of the Company and Shareholders. The solicitation of written opinions of Shareholders shall be carried out as follows:

- a) The BOD shall prepare and send ballot forms, a draft of the resolution of the GMS and other documents explaining the draft resolution to the shareholders with voting rights at least 10 days before the deadline for submission of the written opinion form. The preparation of the list of Shareholders, the delivery of the ballot form and other relating documents to the Shareholders shall be carried out in accordance with Article 21.2(a), Article 21.2 of this Charter. The ballot form shall specify address where documents are published, and method for which the completed ballot can be returned to the Company.
- b) The ballot form must contain the following basic particulars: The enterprise's name, headquarters address, identification number;
 - (i) Name, head office address, business code of the Company;
 - (ii) Full name, mailing address, nationality, number of lawful personal identification in respect of a Shareholder being an individual; name, enterprise/organization ID number and headquarters address of the Shareholder being an organization; or full name, mailing address, nationality, number of lawful personal identification of the Authorized

- Representative of the Shareholder being an organization; quantity of shares of each type and the number of votes of the Shareholder;
- (iii) Matters to be included in the ballot form in order to pass a resolution;
 - (iv) Voting options comprising “agree”, “disagree” and “abstain” for each matter for which the opinion is collected;
 - (v) Deadline for which the completed ballot form must be returned to the Company;
 - (vi) Full name and signature of the Chairperson of the BOD.
- c) The Chairperson of the BOD shall direct the counting of the votes and the preparation of minutes of vote-counting in the presence of the SVB or of a Shareholder who does not hold a management position in the Company.
 - d) The minutes of vote-counting shall contain the following:
 - (i) Name, head office address, business code of the Company;
 - (ii) Purpose of solicitation of written opinions and issues on which it is necessary to obtain written opinions in order to pass a resolution
 - (iii) Number of Shareholders with total numbers of votes who have participated in the vote, classifying the votes into valid and invalid, the method to return the written opinions, and including an appendix being a list of the shareholders who participated in the vote;
 - (iv) Total number of votes for, against and abstentions on each matter voted upon;
 - (v) Resolutions which have been passed and their corresponding voting rates.
 - (vi) Full name and signature of the Chairperson of the BOD, of the person who counted the votes, and of the person who supervised the counting of votes.

The Chairperson of the BOD, person counting vote, and the person who supervised the vote counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote-counting, and shall be jointly liable for any damage arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.
 - e) The minutes of vote counting results and resolutions of the General Meeting of Shareholders must be posted to the Company’s website within 24 hours after vote counting is completed;
 - f) The returned ballots, the minutes of vote-counting, the approved resolution and related documents attached to the ballots must be archived at the head office of the Company;
 - g) A resolution shall have passed by collecting written opinions if it is approved by a number of shareholders representing at least 50% of the total voting shares. A resolution which is passed by the form of collecting written opinions of Shareholders shall have the same validity as a resolution passed by the GMS.

Article 24. Minutes of meetings of the GMS

- 24.1 The GMS shall be recorded in the minutes and may also be recorded or archived in other electronic forms. Minutes must be prepared in Vietnamese and may also be in a foreign language, and must contain the following:
- a) Name, head office address, business code of the Company;
 - b) Time and location of the GMS;

- c) Agenda, and contents of the meeting;
 - d) Summary of developments of the meeting and of opinions stated in the GMS on each matter set out in the contents of the meeting agenda;
 - e) Number of Shareholders and total number of votes of attending Shareholders, appendix listing registered Shareholders and representatives of Shareholders attending the meeting with their total number of shares and the corresponding total number of votes;
 - f) Total number of votes for each matter voted on, specifying the voting method, the number of votes, for, against, and abstentions; and the corresponding percentage on the total number of votes of Shareholders attending the meeting;
 - g) The matters ratified and the respective percentage of affirmative votes
 - h) Full names and signatures of the Chairperson and secretary. Where the Chairperson or secretary refuses to sign the minutes, the minutes shall become effective if it contains all contents listed above and is duly signed by all shareholders attending the meeting. The minutes of the meeting shall clearly state the refusal to sign the minutes of the meeting by the Chairperson or secretary.
- 24.2 The minutes of the GMS must be completed and approved prior to the closing of the meeting. The Chairperson and secretary of the meeting or another person whose signature is on the meeting minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
- 24.3 Minutes which are prepared in Vietnamese and minutes which are prepared in a foreign language shall be of equal legal validity. In a case of having any difference between the Vietnamese and foreign language version, the Vietnamese version shall prevail.
- 24.4 Resolutions, minutes of the GMS, the appendix listing the Shareholders registered to attend the meeting, authorization documents, documents attached to the minutes (if any), other relevant documents attached to the invitation to the meeting must be disclosed in accordance with the law on information disclosure on the stock market, and be archived at the head office of the Company.

Article 25. Request for cancellation of a resolution of the GMS

- 25.1 Within 90 days from the date the resolution or minutes of the GMS or minutes of the results of counting of votes being written opinions are posted on the Company's website, a Shareholder or group of Shareholders specified in Article 10.3 of the Charter is entitled to request the court or an arbitrator to consider and cancel a resolution or a part of the resolution in the following cases:
- a) The order and procedures for convening the GMS and passing the resolution breach the Law on Enterprises and the Charter, except for circumstances specified in Article 23.4 of the Charter;
 - b) The content of the resolution breaches the Law or the Charter.
- 25.2 If any of circumstances specified in Article 25.1 above occurs, the validity of the relevant resolutions shall remain until the court or arbitration decides otherwise, except for the circumstance where a competent authority decides to apply temporary emergency measures.

CHAPTER VIII
BOARD OF DIRECTORS

Article 26. Nomination/self-nomination of candidate to the BOD, members of the BOD

26.1 After candidates to BOD are identified, the Company shall publish information about these candidates at least 10 days before the opening day of the GMS on the Company's website for the Shareholders to study their profiles before voting. Each candidate shall undertake in writing that (i) his/her published information is correct, and (ii) if being elected, he/she will exercise the delegated duties honestly, prudently, and for the best interests of the Company. Candidate's information published on the website shall include:

- a) Full name, date of birth;
- b) Qualifications;
- c) Working experience;
- d) Other managerial positions (including positions in the board of directors of other companies);
- e) Interests relevant to the Company and the Company's related parties;
- f) Other information (if any) specified in the Charter;

The Company shall publish information about the companies in which the candidates are serving as a member of the board of directors, and other Managerial positions and their interests in these companies (if any).

26.2 A Shareholder or group of Shareholders owning 10% or more of total ordinary shares has the right to nominate candidates for the BOD in accordance with the Law on Enterprises and the Charter.

26.3 In case the number of candidates is less than the minimum number specified in Article 115.5 of the Law on Enterprises, the incumbent BOD shall nominate additional candidates or organize the nomination in accordance with the Company's internal regulations on corporate governance. This additional nomination must be announced before the voting to elect members of the BOD as prescribed by the Laws.

26.4 Members of the BOD shall satisfy the criteria and conditions provided in Article 155.1 and Article 155.2 of the Law on Enterprises. Members of the BOD need not to be a Shareholder of the Company.

26.5 The BOD shall have three to eleven members. The term of office of members of the BOD shall not exceed five years and members may be re-elected for an unlimited number of terms. One individual shall only be elected as an independent member of the BOD for no more than two consecutive terms of office. If the term of office of all members of the BOD expires at the same time, such members shall continue to be members of the BOD until new members are elected as replacements and take over the work.

Total number of independent numbers shall meet the following conditions:

- a) If the BOD has three to five members, it shall include at least one independent members;
- b) If the BOD has six to eight members, it shall include at least two independent members;
- c) If the BOD has nine to eleven members, it shall include at least three independent members.

- 26.6 The voting to elect members of the BOD may be implemented by the method of normal voting or cumulative voting in accordance with the Election Regulation passed by the GMS.
- 26.7 A member of the BOD shall be discharged, dismissed, or replaced by the GMS and his/her status as a member of the BOD shall end in the following cases:
- a) Failure to satisfy the criteria and conditions stipulated in Article 155 of the Law on Enterprises;
 - b) Upon written notice of resignation which is approved;
 - c) Failure to participate in activities of the BOD for six consecutive months, except for cases of force majeure;
 - d) Other cases as stipulated in the GMS's resolution.
- 26.8 The change of the BOD's members shall be disclosed in accordance regulations on information disclosure on the stock market.

Article 27. Rights and obligations of the BOD

- 27.1 The BOD is the body managing the Company and has full authority to make decisions in the name of the Company and to exercise the rights and perform the obligations of the Company, except for those within the authority of the GMS.
- 27.2 Rights and obligations of the BOD are stipulated by the Laws, the Charter, and the BOD's resolutions. The BOD has the following rights and obligations:
- a) To make decisions on medium term developmental strategies and plans, and on annual business plans of the Company;
 - b) To recommend the types of shares and total number of shares of each class which may be offered;
 - c) To make decisions on selling unsold shares within the number of shares of each type which may be offered for sale; to make decisions on raising additional funds in other forms;
 - d) To make decisions on the selling price of shares and bonds of the Company;
 - e) To make decisions on redemption of shares in accordance with the provisions in Article 133.1 and Article 133.2 of the Law on Enterprises.
 - f) To make decisions on investment plans and the sale of assets valued from 10% to less than 50% of the total assets recorded in the most recent financial statement of the Company.
 - g) To approve contracts for purchase, sale, borrowing, lending, mortgage, pledge, guarantee, collateral transaction, compensations, and other contracts and transactions valued at 35% or more of the total assets recorded in the most recent financial statements of the Company, except for contracts and transactions within the decision making authority of the GMS.
 - h) To approve contracts, transaction listed in Article 38.3 and Article 38.5 of the Charter.
 - i) To make decisions on solutions for market expansion, marketing and technology.
 - j) To elect, dismiss or discharge the Chairperson of the BOD; to appoint, discharge, and sign contracts or terminate contracts with the CEO, Deputy CEO, and the chief accountant, CFO of the Company; to make decisions on salaries, remuneration, bonuses and other benefits of such managers.

- k) To appoint authorized representatives to participate boards of partners or boards of directors of other companies, and to make decisions on the level of remuneration and other benefits of such persons.
- l) To supervise and direct the CEO and other Managers in their work of conducting the day-to-day business of the Company.
- m) To make decisions on the organizational structure and the regulations on internal governance of the Company, to make decisions on the establishment of subsidiary companies, branches and representative offices and the capital contribution to or purchase of shares of other enterprises.
- n) To approve the agenda and contents of documents for the meetings of the GMS; to convene meetings of the GMS.
- o) To submit annual audited financial statements to the GMS.
- p) To propose the rates of dividend payment, to make decisions on the timeline and procedures for payment of dividends or for dealing with losses incurred in the business operations.
- q) To recommend re-organization or dissolution of the Company, or to request bankruptcy of the Company.
- r) To make decisions on the issuance of the regulations on operation of the BOD, the internal regulations on corporate governance of the Company after it is passed by the GMS, regulations on information disclosure of the Company, and other regulations within the BOD's authority.
- s) Other rights and obligations in accordance with the Law on Enterprises, Law on Securities, other Laws, the Charter, and GMS's resolutions as applicable from time to time.

27.3 The BOD shall report its performance at AGM as required at Article 139.3(c) of the Law on Enterprises, and shall include the following contents:

- a) Remunerations, operation costs and other benefits of the BOD and each of its members in accordance with Article 163.3 of the Law on Enterprises.
- b) Summaries of BOD's meetings and decisions.
- c) Reports on transactions between (i) the Company and its subsidiaries, (ii) any company in which the Company controls above 50% of the charter capital and any member of the BOD or related person thereof, and (iii) the Company and any company in which any member of the BOD is also the founding member or holds managerial position in the company within the last three recent years before the time of transaction.
- d) Performance of the independent members of the BOD and their assessment of the business operation of the BOD.
- e) Performance of other committees under the BOD (if any).
- f) Results of the supervisions of the performance of the CEO and other Managers.
- g) Plans of the BOD (if any).

27.4 Remunerations, bonuses and other benefits of members of the BOD:

- a) The Company is entitled to pay remuneration and bonuses to members of the BOD based on the business results and efficiency.
- b) Members of the BOD are entitled to remuneration for work and bonuses. Remuneration for work is calculated on the basis of the working days which are necessary to fulfil the duties of the members of the BOD and the daily rate of

remuneration. The BOD shall estimate the remuneration for each member on the principle of agreement. The total amount of remuneration and bonuses for the BOD shall be decided by the GMS at the annual meeting.

- c) The remuneration of each member of the BOD shall be included in the business expenses of the Company in accordance with the law on corporate income tax, and shall be presented as a separate item in the annual financial statements of the Company and must be reported to the GMS at its annual meeting.
- d) A member of the BOD who serves as a manager of the Company or a member of any committee under the BOD or performs other duties falling outside the normal scope of work of a BOD's member shall be entitled to receive additional remunerations in the form of service fee, salary, commissions, percentage of profit, or other in accordance with the BOD's resolutions.
- e) Members of the BOD are entitled to reimbursement of expenses for meals, accommodation and travel and other reasonable expenses in order to fulfil their delegated duties, including their expenses for participating meetings of the BOD, GMS.
- f) Upon the GMS's approval, the Company may purchase liability insurances for BOD's members provided that such insurances do not cover liability related to violations of the Law and the Charter committed by any member.

Article 28. Chairperson, Vice Chairperson and members of the BOD

- 28.1 The Chairperson of the BOD shall be elected, dismissed or discharged by the BOD among members of the BOD. The Chairman of the Board of Directors will select a number of Vice Chairpersons (if necessary) and must be approved by the Board of Directors.
- 28.2 The Chairperson of the BOD shall not concurrently be the CEO of the Company.
- 28.3 The Chairperson of the BOD has the following rights and obligations:
 - a) To prepare working plans and programs of the BOD;
 - b) To prepare the program, agenda and documents for meetings of the BOD; to convene, preside over and chair meetings of the BOD;
 - c) To carry out necessary procedures to obtain approval for the resolutions and decisions of the BOD;
 - d) To organize the collection of written opinions of Shareholders where necessary;
 - e) To sign resolutions of the GMS and BOD for issuance;
 - f) To monitor the implementation of resolutions and decisions of the BOD;
 - g) To chair meetings of the GMS;
 - h) Other rights and obligations in accordance with this Law and the Charter.
- 28.4 Upon written notice of resignation, discharge, or dismissal of the Chairperson, the BOD shall elect a new Chairperson within 10 days from the receiving date of the written notice of resignation, dismissal or discharge date.
- 28.5 Where the Chairperson of the BOD is absent or is not able to perform his or her duties, he or she must authorize in writing another member to exercise the rights and perform the obligations of the Chairperson of the BOD. Where no person is authorized or the Chairperson of the BOD passes away, goes missing, is temporarily detained in prison, serves a prison sentence, is subject to administrative measures in a compulsory drug rehabilitation establishment or compulsory educational establishment, absconds from his or her place of residence, has limited or incapable of civil acts, has cognitive difficulties or difficulties with behavioral control, or is prohibited by a court from

assuming a certain position or practicing or doing certain work, then the remaining members shall select one of them to hold the position of the Chairperson of the BOD in accordance with the principle that the majority of the remaining members agree until there is a new decision of BOD.

- 28.6 The Chairperson is entitled to authorize on regular or extraordinary basis Vice Chairpersons to (i) sign documents on the Chairperson's behalf, and (ii) exercises rights and duties of the Chairperson provided that such authorization is necessary and does not constitute any breach of the Law. Authorized Vice Chairpersons shall be responsible before the Chairperson for their performance of the authorized work.

Article 29. Meetings of the BOD

- 29.1 The Chairperson of the BOD shall be elected at the initial meeting of the BOD within seven working days from the date of completion of the election of the BOD. Such meeting shall be convened and chaired by the member who obtains the highest number of votes or the highest percentage of votes. If two or more members obtain the same highest number of votes or the same highest percentage of votes, the members shall elect by a majority vote to select a person amongst them to convene the meeting.

- 29.2 Meetings of the BOD shall be held at least once every quarter and may be held on an extraordinary basis.

The BOD may pass a solution, decision by a way of voting at meetings or collecting the opinions in writing. Each member of the BOD has one vote.

- 29.3 The Chairperson of the BOD shall convene a meeting of the BOD in the following circumstances:

- a) Upon request of the SVB or an independent member of the BOD;
- b) Upon request of the CEO or upon request of at least five other Managers;
- c) Upon request of at least two members of the BOD;
- d) When it is deemed necessary for the interests of the Company and Shareholders.

The request prescribed in provision must be made in writing and must specify the objectives and issues which require to be discussed, and decisions within the authority of the BOD.

- 29.4 The Chairperson of the BOD must convene a meeting of the BOD within seven working days from the date of receipt of a request stipulated in Article 29.3 above. If a meeting of the BOD is not convened pursuant to a request, the Chairperson of the BOD shall be liable for loss caused to the Company. The person making the request stipulated in Article 29.3 has the right to convene a meeting of the BOD in place of the Chairperson of the BOD

- 29.5 The Chairperson of the BOD or the convener of the meeting of the BOD must send a notice of invitation to attend the meeting at least five days prior to the date of meeting. The notice of invitation must specify the time and location of the meeting, the agenda and matters to be discussed, and decisions. The notice must enclose documents to be used at the meeting and voting forms for the members.

The notice of invitation to a meeting of the Board of Management may be sent in the form of a letter of invitation, or by telephone, fax, electronic mail or other method to ensure that the invitation can reach the contact address of each member of the BOD as registered with the Company.

- 29.6 The Chairperson of the BOD or the convener shall send the notice of invitation to attend the meeting together with the enclosed documents to all SVB's members in the same manner as to the members of the BOD.

SVB's members have the right to attend meetings of the BOD and to discuss issues but not to vote.

- 29.7 A meeting of the BOD shall be conducted where three quarters (3/4) or more of the total members are in attendance. If the meeting convened in accordance with this clause does not have sufficient attending members as stipulated, it shall be convened for a second time within seven days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the number of members of the BOD attend the meeting.
- 29.8 A member of the BOD shall be deemed to attend and vote at the meeting in the following cases:
- a) Such member attends and votes at the meeting in person;
 - b) Such member authorizes another person to attend and vote at the meeting;
 - c) Such member attends and votes via an online conference, by casting an electronic vote or by other electronic forms;
 - d) Such member sends his or her written vote to the meeting by mail, fax or email;
 - e) Such member sends his or her written vote by other means to the Chairperson of the BOD or the secretary of the Company.

Where a written vote is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairperson of the BOD at least one hour prior to the opening of the meeting. Written votes shall be opened only in the presence of all persons attending the meeting.

- 29.9 Members must participate in all meetings of the BOD. A member may authorize another person to attend and vote at a meeting if the majority of members of the BOD agrees.
- 29.10 A resolution or decision of the BOD shall be passed when it is agreed by the majority of the members in attendance; in the case of a tied vote, the final decision shall be made in favor of the vote of the Chairperson of the BOD.
- 29.11 A meeting of the BOD may take place in form of online meeting or others provided that all members from different locations are able:
- a) To see and listen to other attendees' opinions;
 - b) To concurrently communicate and share their opinions to others.

A resolution or decision of the BOD in an online meeting or other form of meeting shall be passed when it is agreed by the majority of the members in attendance; and shall have the same validity as it is passed at an in-person meeting.

- 29.12 Collection of written opinions of BOD's members: the Chairperson of the BOD may collect written opinions of BOD's members to decide matters within the authority of the BOD. The collection of written opinion shall comply with the following regulations:
- a) The ballot form, relevant documents, the draft Resolution shall be sent to the members of the Board of Directors;
 - b) Members of the BOD vote at the request of the Chairman of the BOD and return the completed ballots prior to the deadline stated in the ballot;
 - c) Chairman of the BOD assigns the Vote Counting Committee to check the voting results of the members of the BOD and prepare the Minutes of Vote Counting;
 - d) Based on the results of the vote counting, the Chairman of the BOD on behalf of the Board of Directors signs to issue a resolution of the BOD on matters approved by the members of the BOD.

The resolution of the BOD in the form of written opinions shall have the same effectiveness and validity as a resolution passed by the members of the BOD at the meetings convened and organized in accordance with applicable regulations.

- 29.13 Meetings minutes of the BOD: Meetings of the BOD must be written in the minutes and may be recorded, noted down and archived in other electronic forms. The minutes must be made in Vietnamese and may also be made in a foreign language which shall hold the same legal effect. In case of any discrepancy between the minutes in Vietnamese and in a foreign language, the Vietnamese version of the minutes shall prevail.

The minutes of a meeting of the Board of Directors have the following contents:

- a) Name, head office address, corporate identification number of the Company;
 - b) Time and location of the meeting;
 - c) Purpose, agenda and content of the meeting;
 - d) Full name of each participant or authorized participant attending the meeting and method of participation; full names of members who did not attend the meeting and reasons (if any);
 - e) Matters discussed and voted on at the meeting;
 - f) Summary of the opinions of each attending member according to the order of the meeting progress;
 - g) Minutes of voting results which clearly states the number of votes for, against and abstentions;
 - h) The matters approved and the corresponding rate of approval;
 - i) Full names, signatures of the Chairperson of the meeting and minutes taker.
- 29.14 Where the Chairperson of the meeting or the person writing the minutes refuses to sign the minutes of the meeting, the minutes shall become effective if the minutes are signed by all other members of the BOD who attend the meeting and contain all the contents stipulated in sub-clauses (a) to (h) of Article 29.13 above.
- 29.15 The Chairperson and the minutes taker are jointly responsible for the accuracy and truthfulness of the minutes of the meeting. Minutes and documents used at the meeting shall be archived at the head office of the Company.
- 29.16 Any resolution of the BOD which is passed by 100% of the BOD's members who directly attend or authorize others to attend the BOD meeting (in whatever form such as in person meeting, online meeting or others) is lawful and effective even when the sequence and procedures for convening the meeting, program of the meeting, procedure for conducting the meeting breaches any law.

CHAPTER IX

CHIEF EXECUTIVE OFFICE, MANAGERS, AND PERSON IN CHARGE OF CORPORATE MANAGEMENT OF THE COMPANY

Article 30. Organization of the managerial apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the BOD in the daily business of the Company. The Company consists of CEO, Deputy CEO, Chief Accountant, a person in charge of corporate governance and other Managerial positions appointed by the BOD. The appointment, dismissal, and removal of the above positions must be approved by resolutions and decisions of the BOD.

Article 31. CEO, other Managers, and the person in charge of corporate governance

- 31.1 The CEO shall be elected, dismissed or discharged by the BOD. The CEO manages the day-to-day business operations of the Company; is supervised by the BOD, and is responsible to the BOD and before the law for the exercise of his or her delegated powers and the performance of his or her delegated obligations. The CEO shall meet qualifications and conditions prescribed in Article 162.5 of the Law on Enterprises.
- 31.2 The term of the CEO shall not exceed five years and the CEO may be re-appointed for an unlimited number of terms. If the term of office of the incumbent CEO expires and the new CEO has not been elected, the term of office of the incumbent CEO shall be extended until the new CEO is elected.
- 31.3 The CEO has the following rights and obligations:
- a) To make decisions on all matters relating to the day-to-day business operations of the Company which do not fall within the authority of the BOD;
 - b) To organize the implementation of resolutions and decisions of the BOD;
 - c) To organize the implementation of business plans and investment plans of the Company;
 - d) To make recommendations with respect to the plan on organizational structure and the regulations on internal governance of the Company;
 - e) To appoint, dismiss and discharge managerial positions in the Company, except for those under the scope of authority of the BOD;
 - f) To make decisions on salary and other benefits for employees of the Company, including managers who may be appointed by the CEO;
 - g) To recruit employees;
 - h) To make recommendations on plans on dividends payment and on handling business losses;
 - i) To make decisions on investment plans or sale of assets valued at less than 10% of the total assets recorded in the most recent financial statement of the Company, except for the cases provided in the Article 38.5(c);
 - j) To make decisions on contracts for purchase, sale, borrowing, lending, mortgage, pledge, guarantee, collateral transaction, and other contracts and transactions valued less than 35% of the total value of assets recorded in the most recent financial statements of the Company, except for contracts and transactions within the decision making authority of the GMS and BOD.
 - k) To authorize the CEO's subordinates or other person to exercise one or a number of his or her duties. The CEO shall be responsible to the law and the BOD for tasks performed by his or her authorized person.
 - l) To exercise other powers and obligations within the CEO's authority in accordance with the Charter, GMS's resolutions, BOD's resolutions, employment contract of the CEO, and the Law.
- 31.4 Other managers: Upon CEO's recommendations and BOD's approval, the Company may recruit other Managers. The number of managers and qualifications of managers shall be consistent with managerial structure and business operation of the Company. Managers shall assist the Company in achieving planned targets in organization and operation.
- 31.5 The salary of managers shall be included in the business expenses of the Company in accordance with the law on corporate income tax, and shall be presented as a separate

item in the annual financial statements of the Company and must be reported to the GMS at its annual meeting.

31.6 Person in charge of corporate governance:

The BOD elects one (01) person in charge of corporate governance to assist corporate management matters of the Company. Such person may concurrently be the secretary of the Company in accordance with Article 156.5 of the Law on Enterprises. The person in charge of corporate management shall not concurrently work for the accredited auditing company which is in charge of auditing financial statements of the Company.

The person in charge of corporate management shall have the following rights and obligations:

- a) To provide advice to the BOD in organizing meetings of GMS and in performing related work between the Company and Shareholders;
- b) To prepare meetings of BOD, SVB, and GMS as required by the BOD or SVB;
- c) To provide advice on meeting's procedures;
- d) To attend meetings;
- e) To provide advice on procedures for drafting resolutions of BOD in accordance with applicable laws;
- f) To provide financial information, copies of minutes of meetings of the BOD and other information to BOD's members and the SVB's members;
- g) To supervise and report to the BOD on the Company's information disclosure;
- h) To be the contact person with person having relevant interests;
- i) To safeguard confidential information of in accordance with the Laws and the Charter;
- j) To exercise other rights and obligations prescribed by the laws.

Article 32. Employment

32.1 The BOD makes the decisions on the total number of employees and payroll of the Company. The CEO shall, within his or her authority, have the right to recruit employees according to the requirements of the Company. With respect to important positions identified by the BOD, the CEO shall obtain BOD's approval before electing or entering into labour contract with the candidate.

32.2 Salary, bonuses, allowances and other interests of employees shall be decided by the CEO in accordance with the regulations on salary policy approved by the BOD.

32.3 The BOD shall comply with labor regulations. The BOD shall have the right to draft the internal regulations of the Company which shall be binding on all employees of the Company. To be enforceable, these internal regulations shall be approved by the BOD.

CHAPTER IX

SUPERVISORY BOARD

Article 33. Nomination and self-nomination of SVB's members.

33.1 The nomination and self-nomination of members of the SVB shall be carried out in accordance with Article 26.1 and Article 26.2 of the Charter.

33.2 In a case where the number of candidates is less than the minimum number, the incumbent SVB may nominate more candidates or organize the nomination in accordance with the Company's internal regulations on governance and the regulations on the operation of the SVB. This additional nomination must be announced before the GMS votes to elect members of the SVB as prescribed by the Laws.

Article 34. Members of the SVB

- 34.1 The SVB shall have from three to five members. The term of a member shall be not more than five years, and a member may be re-elected for an unlimited number of terms.
- 34.2 Members of the SVB shall meet qualifications and conditions prescribed in Article 169 of the Law on Enterprises, and shall not consist of:
- a) Any person working for financial, accounting department of the Company;
 - b) Any person who is also a member or employee of any independent auditing company auditing financial statements of the Company in the last three recent year.
- 34.3 A member of the SVB may be discharged in the following circumstances:
- a) Such member no longer meets conditions and qualifications prescribed in Article 34.2 above.
 - b) Written notice of resignation of such member is approved.
- 34.4 A member of the SVB may be dismissed in the following cases:
- a) Failing to fulfil his or her assigned duties or work;
 - b) Not exercising his or her rights and obligations in six consecutive months, except for cases of force majeure;
 - c) Committing a number of serious breaches of the obligations of SVB's members as stipulated in the Law on Enterprises and the Charter;
 - d) Other cases pursuant to a resolution of the GMS.
- 34.5 The election of SVB's members shall be implemented by way of normal voting or cumulative voting as stipulated in the election regulations passed by the GMS from time to time.
- 34.6 The head of the SVB shall be elected by the SVB from among its members; the election, dismiss or discharge shall be implemented on the principle of majority vote. More than half of the SVB's members must reside permanently in Vietnam. The head of the SVB must have a university or higher graduation degree in one of the following specialties: economics, finance, accounting, auditing, law, business management or in a specialized faculty relating to the business activities of the Company.
- 34.7 The head of the SVB shall have the following rights and obligations:
- a) To convene meetings of the SVB;
 - b) To request BOD, CEO, and other Managers to provide relevant information in order to report to the SVB;
 - c) To prepare reports of the SVB, consult the BOD prior to signing and submission of such report to the GMS.

Article 35. Rights and obligations of SVB

- 35.1 In addition to powers and duties as stipulated in Article 170 of the Law on Enterprises, the SVB has the following rights and obligations:
- a) To make recommendations on the list of auditing companies accredited to audit financial statements of the Company; to make decision to allow the accredited auditing company to inspect the Company's operation; dismiss accredited auditing company where necessary;
 - b) To be responsible to Shareholders for its supervisions.

- c) To supervise financial status of the Company, to supervise the compliance of BOD's members, CEO, and other Managers with applicable laws during their performance.
- d) To co-ordinate with BOD, CEO, and Shareholders.
- e) To report in writing to the BOD within 48 hours if any breach of laws or breach of this Charter by any BOD's member is detected, CEO, or other Managers of the Company. To request such individual to terminate the breach and remedy consequences (if any).
- f) To develop regulations on the operation of the SVB and submit it to the GMS for approval.
- g) To submit the report on the activities of the SVB to the GMS at annual meeting. The report on the activities of the SVB shall contain the following contents:
 - (i) Remunerations, operation costs and other benefits of the SVB and each of its members in accordance with Article 172 of the Law on Enterprises and the Charter;
 - (ii) Summaries of SVB's meetings, conclusions and decisions of the SVB (if any);
 - (iii) Results of supervision of the Company's operational and financial performance;
 - (iv) Reports on transactions between (i) the Company and its subsidiaries, (ii) any company in which the Company controls above fifty (50) percent of the charter capital and any BOD's member, CEO, manager of the Company or related person thereof, and (iii) the Company and any company in which any member of the BOD, CEO, manager of the Company is also the founding member or the manager of the company within the last three recent years before the time of transaction;
 - (v) Results of the supervision of performance of BOD, CEO, other Managers of the Company;
 - (vi) Comments on the co-ordination among the SVB and the BOD, CEO, and Shareholders.
- h) To access files and documents of the Company archived in the head office, branches and other locations; have the right to access the workplace of managers and employees of the Company during working hours.
- i) To request the BOD, BOD's members, CEO, and other Managers to provide in full, accurately and on time all information and documents relating to the management, administration and business operations of the Company.
- j) Other rights and obligations as prescribed by law.

35.2 Salaries, remuneration, bonuses and other benefits of members of the SVB.

- a) Members of the SVB shall be paid salaries, remuneration, bonuses and other benefits as decided by the GMS's resolutions. The GMS shall decide on the total salaries, remuneration, bonuses and other benefits and annual operating budget of the SVB.
- b) Members of the SVB shall be reimbursed for expenses for meals, accommodation, travel and for use of independent consultancy services at reasonable rates. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the SVB approved by the GMS, unless otherwise decided by the GMS;

- c) Salaries and operating costs of the SVB shall be included in business expenses of the Company in accordance with the law on corporate income tax and other relevant laws, and must be presented in a separate item in the annual financial statements of the Company.

Article 36. Meetings of the SVB

- 36.1 The SVB shall organize at least two meeting per year. A meeting of the SVB shall be conducted where at least two thirds ($\frac{2}{3}$) of the total number of members of the SVB attend. Minutes of these meetings must be detailed and signed by the minutes taker and attending members. All meeting minutes of the SVB must be archived in order to determine responsibility of each member.
- 36.2 The SVB has the right to request members of the BOD, CEO, and representatives of the accredited audit company to attend meeting and clarify raised issues.

CHARTER XI

RESPONSIBILITY OF MEMBERS OF THE BOD, MEMBERS OF THE SVB, CEO AND OTHER MANAGERS

Article 37. Responsibility for honesty and prevention of conflict of interest

- 37.1 Members of the BOD, members of the SVB, CEO, and other Managers of the Company shall disclose their relevant interests in accordance with the Law on Enterprises and other applicable laws.
- 37.2 Members of the BOD, members of the SVB, CEO, other Managers of the Company and related persons thereof may only use the information obtained from their positions to serve the interests of the Company.
- 37.3 Any member of the BOD, member of the SVB, CEO, or any other Managers of the Company shall notify the BOD, the SVB in writing of (i) his or her transactions with the Company, subsidiary companies of the Company, or company which the Company controls above 50% of the charter capital, or (ii) transactions between related person of such member with any of entities listed in this paragraph as required by the Laws. The Company shall disclose information about the transactions that are approved by the GMS or the BOD in accordance with regulations of the Law on Securities on information disclosure.
- 37.4 Members of the BOD are not entitled to vote on transactions that provide interests to themselves or their related persons as prescribed by the Law on Enterprises and the Charter.
- 37.5 Members of the BOD, members of the SVB, CEO, other Managers and related person thereof shall not use or reveal internal information in order to carry out relevant transactions.

Article 38. Transactions between the Company and related persons, between the Company and Shareholders, managers of the Company, or related person thereof

- 38.1 The Company shall not provide loans or guarantees to any Shareholder being an individual and his/her related person being an individual.
- 38.2 The Company shall not provide loans or guarantees to any Shareholder being an organization and its related person being is an individual, unless the Shareholder is a subsidiary whose share or stakes are not held by the State and has contributed capital or purchased the shares of the public company before 1 July 2015.
- 38.3 The Company shall not provide loans or guarantees to any related person of Shareholder being an organization, except where the Company and Shareholder's related person are companies in the same group or companies operating in a group of companies, including the parent company - subsidiary company, economic group and this transaction must be

approved by the GMS or BOD. The transaction valued at 35% or more of the total assets recorded in the latest financial statements of the Company shall be approved by the GMS. The transaction valued at less than 35% of the total assets recorded in the financial statements shall be approved by the BOD.

38.4 The following transactions shall be approved by the GMS in advance:

- a) Granting loans or guarantees to any member of the BOD, member of the SVB, CEO, other Managers other than Shareholders, and related individual and organizations thereof.

In a case when the related organization of the member of the BOD, member of the SVB, CEO, and other Managers of which the Company and that organization are companies in the same group or companies operating in a group of companies, including the parent company - subsidiary company, economic group, the transaction shall be approved in advance by the GMS if it is valued at 35% or more of the total assets recorded in the most recent financial statements of the Company.

- b) Contracts, transactions with any of parties listed below, provided that (A) the contract or transaction is valued at 35% more of the total value of assets recorded in the most recent financial statements of the Company, or (B) the implement of the contract or transaction results in the total value of all transactions arising within 12 months from the date of making the first transaction is valued at 35% or more of the total value of assets recorded in the most recent financial statements of the Company:
 - (i) Members of the BOD, members of the SVB, CEO, other Managers and related persons thereof;
 - (ii) Shareholders, the Authorized Representative of Shareholders owning more than 10% of the total ordinary shares of the Company and related person thereof;
 - (iii) Enterprises related to the subjects specified in Article 164.2 of the Law on Enterprises.
- c) Contracts, transactions of borrowing, lending, and selling of assets with a value of more than 10% of the total assets recorded on the latest financial statements between the Company and a Shareholder owning from 51% of the total number voting shares or above or a related person of that Shareholder.

38.5 The BOD approves the following contracts and transactions:

- a) Loans or guarantees specified in Article 38.4 (a) which are not under the authority of the GMS;
- b) Contracts and transactions specified in Article 38.4 (b) valued at less than 35% of the total assets recorded in the most recent financial statements of the Company;
- c) Contracts and transactions specified in Article 38.4 (c) are equal to or less than 10% of the total assets recorded in the latest financial statements of the Company.

Article 39. Responsibility for damage and compensation

39.1 If a member of the BOD, member of the SVB, CEO, or other Managers fails to comply with the duty of care and diligence, or to fulfill any of his or her duties, he or she shall be responsible for damages caused by his or her failure.

39.2 The Company may indemnify person who used to be, is, or may become a related party in any claim, lawsuit or prosecution (including civil or administrative claims other than

claim initiated by the Company) if (a) that person used to be or is a member of the BOD, a member of the SVB, the CEO, other Managers, an employee, or an authorized representative of the Company (or a Subsidiary of the Company), (b) such person used to or is performing duties as required or authorized by the Company (or its Subsidiary) carefully, diligently, and for the benefit of the Company, and in compliance with the applicable laws, and (c) there is no evidence providing that such person commits any breach of his or her duties.

39.3 The Company may purchase insurance for these people to cover above responsibilities.

CHARTER XII

RIGHTS TO SIGHT BOOKS AND RECORDS

Article 40. Rights to sight the Company's books and records

40.1 Ordinary shareholders have the rights to sight the Company's books and records, namely:

- a) Ordinary shareholders have the right to sight, examine, and make an extract of information about names and contact addresses on the list of Shareholders with voting rights; to request amendment of incorrect information about them; to sign, consult, and make an extract of the Charter, meeting minutes of GMS and resolutions of the GMS.
- b) A Shareholder or group of Shareholders owning 5% or more of the total ordinary shares has the right to sight, consult, and make an extract of (i) books of meeting minutes, resolutions, and decisions of the BOD, (ii) mid-year or annual financial statements of the Company, (iii) reports of the SVB, (iv) transactions and contracts subject to the BOD's approval, except for documents related to trade secrets of the Company.

40.2 In a case where an authorized representative of the Shareholder or group of Shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the Shareholder or group of Shareholders.

40.3 Members of the BOD, members of the SVB, the CEO and other Managers are entitled to access the Company's Shareholder register, list of Shareholders, other documents and records for the purposes that are relevant to their positions, provided that they shall keep such information confidential.

40.4 The Company shall archive the Charter and its amendments, the Certificate of Enterprise Registration, regulations and documents proving the ownership of assets, resolutions of the GMS and the BOD, minutes of the GMS and the BOD meetings, reports of the BOD and the SVB, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided that the Shareholders and business registration authorities are informed of the location where these documents are archived.

40.5 The Charter and its amendments shall be published on the Company's website.

CHARTER XIII

DISTRIBUTION OF PROFITS

Article 41. Distribution of profits

41.1 The GMS shall make decisions on the rate of dividends and payment method of annual dividend sourced from the retained profit of the Company.

41.2 The Company shall not pay interest on dividends or on payments for any share certificate.

- 41.3 The BOD may make recommendations to the GMS on the payment of all or part of dividends in shares, and the BOD shall enforce this decision.
- 41.4 In case the dividends or other amounts relevant to a type of shares are paid in cash, the Company shall make payments in VND. Payment may be carried out directly or through banks using bank account information provided by the Shareholders. The Company shall not bear any responsibility in the case where a Shareholder cannot receive the amount transferred by the Company due to inaccurate bank account information provided by the Shareholder. Dividends of shares listed on Stock Exchanges may be paid via securities companies or VSD.
- 41.5 The BOD shall pass a resolution or decision to determine a closing date for the list of shareholders to be paid dividends in accordance with the Law on Enterprises and the Law on Securities. The payment of dividends (whether in cash or in share) to Shareholders, and the delivery of notices and other relevant documents to the Shareholders will be performed in accordance with the list of Shareholders entitled to receive dividends on the closing date.
- 41.6 Other issues relevant to profit distribution shall be carried out in accordance with the Laws and the GMS's resolutions from time to time.

CHARTER XIV

BANK ACCOUNTS, FISCAL YEARS, AUDITING, AND ACCOUNTING SYSTEM

Article 42. Bank accounts

- 42.1 The Company shall open accounts at Vietnamese banks or foreign banks that are permitted to operate in Vietnam.
- 42.2 Where necessary and if permitted by competent authorities, the Company may open bank accounts at overseas banks in accordance with any applicable law.
- 42.3 All payments and accounting transactions of the Company shall be carried out through the Company's VND or foreign currency bank accounts.

Article 43. Fiscal year

The fiscal year of the Company begins on 01 January and ends on 31 December every year.

Article 44. Accounting System

- 44.1 The Company applies Vietnam accounting system (VAS) or any other accounting system promulgated and approved by competent authorities.
- 44.2 The Company's accounting books and records shall be made in Vietnamese and archived in accordance with laws on accounting and other relevant laws. These books and records shall be accurate, up to date, systematic, and sufficient to prove and explain the Company's transactions.
- 44.3 The accounting currency shall be VND. If the Company's transactions primarily use a foreign currency, the Company may select such foreign currency as accounting currency. The Company shall be responsible for such selection and shall keep relevant tax authority informed of such selection.

Article 45. Auditing

- 45.1 The GMS may appoint an independent auditing company, or approve the list of independent auditing companies and authorize the CEO to select an independent auditing company from the list to audit financial statements of the Company for the next fiscal year.
- 45.2 Audited report shall be attached to the annual financial statements of the Company.

- 45.3 Independent auditors auditing financial statements of the Company are entitled to (i) attend GMS, (ii) receive notifications and other information related to the GMS, and (iii) express opinions at the GMS about matters related to the auditing of the financial statements of the Company.

CHARTER XV

FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 46. Annual, half-year and quarterly financial statements

- 46.1 The Company shall prepare annual financial statements, which have to be audited as prescribed by law. The Company shall disclose the audited annual financial statements in accordance with regulations of law on information disclosure on the securities market and submit them to competent authorities.
- 46.2 The annual financial statements shall have adequate contents, appendices and descriptions prescribed by laws on accounting. Annual financial statements shall truthfully and objectively reflect the Company's operation.
- 46.3 The Company shall prepare and disclose examined half-year financial statements and quarterly financial statements in accordance with regulations of law on information disclosure on the securities market and submit them to competent authorities.

Article 47. Annual reports

The Company shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

Article 48. Disclosure of information

- 48.1 The Company has the responsibility and obligation to publish periodical or extraordinary information in full, accurately, and on time in accordance with the securities law on disclosure of information to Shareholders and investors.
- 48.2 The disclosure method shall be performed in accordance with the law on securities in order to ensure that Shareholders and public investors are equally access to information. The disclosure of information shall be clear, reader friendly, and shall not cause confusion for Shareholders and public investors.

CHAPTER XVI

DISSOLUTION

Article 49. Dissolution of the Company

- 49.1 The Company may be dissolved in the following cases:
- a) A resolution or decision of the GMS;
 - b) The enterprise registration certificate is revoked, unless otherwise stipulated in the Law on Tax Management;
 - c) Other circumstances as provided by the Law.
- 49.2 The Company is only allowed to be dissolved when it ensures the payment of all debts and other property obligations and is not in the process of settling disputes at Court or Arbitration.
- 49.3 The sequence and procedures for dissolution of the Company shall comply with Article 208 of the Law on Enterprises.

Article 50. Extension of the direction of operation

- 50.1 The duration of operation of the Company is unlimited subject to Article 3.6 of this Charter. If the Company wishes to change the duration of operation of the Company, the BOD shall convene a GMS to vote on this matter.
- 50.2 The duration of operation of the Company shall be changed if it is agreed by a number of Shareholders representing 65% or more of the total number of voting ballots of all attending shareholders, except in the case of collecting written opinions of Shareholders as prescribed in this Charter.

Article 51. Liquidation

- 51.1 At least six (6) months after the decision to dissolve the Company, the BOD shall establish a Liquidation Board consisting of three (3) members, including two (02) members nominated by the GMS and one (1) member shall be nominated by the BOD from an independent auditing company. The Liquidation Board shall prepare its operation regulations. The members of the Liquidation Board may be selected among the staff of the Company or the independent experts. Payments for expenses arising from the liquidation shall have the priority over other liabilities of the Company.
- 51.2 The Liquidation Board shall report to the business registration authorities on the date of establishment and the date when it commences its operation. From the commencing date, the Liquidation Board shall represent the Company in all business related to the liquidation process before the court and administrative authorities.
- 51.3 The proceeds from the liquidation shall be paid in the following order of priority:
- a) Liquidation expenses;
 - b) Unpaid wages, retrenchment allowances, social insurance, and other benefits of employees pursuant to the signed collective labor agreement and labor contracts;
 - c) Tax liabilities;
 - d) Other debts of the Company;
 - e) The remainder after payments to obligations from (a) to (d) above shall be distributed to Shareholders. The Shareholders owning preference shares shall have the priority over other Shareholders as provided by laws.

CHAPTER XVII

SETTLEMENT OF INTERNAL DISPUTES

Article 52. Settlement of disputes

- 52.1 If any dispute or claim arising in connection with the operations of the Company, or rights and obligations of Shareholders under this Charter or in accordance with the Law between:

- a) Shareholder with the Company; or
- b) Shareholder with the BOD, the SVB, the CEO or other Managers;

then all relevant parties shall try to settle such dispute through negotiation and conciliation. Except for the dispute relating to the BOD or the Chairperson of the BOD, the Chairperson of the BOD shall preside over the settlement of the dispute and shall request each party to state the facts in relation to the dispute within thirty (30) business days from the date of the dispute arising. In the event the dispute relates to the BOD or the Chairperson of the BOD, any party may request the Vietnam International Arbitration Center (VIAC) to appoint a mediator to act as an arbitrator in the process of settling the dispute at the cost of the parties.

- 52.2 If no conciliation agreement is reached within six (6) weeks from the date of starting such conciliation process, or conciliation proposal is not agreed by both parties, any party can bring this case to the Vietnam International Arbitration Centre, (VIAC) or any competent court.
- 52.3 Each party shall bear its own costs and expenses related to the negotiation and conciliation. The payments to the court fees shall be carried in accordance with the court's resolution.

CHAPTER XVIII

SUPPLEMENT AND AMENDMENT TO CHARTER

Article 53. Amendment and Supplement to the Charter

- 53.1 Any amendment or supplement to the Charter shall be examined and passed by the GMS.
- 53.2 Any provision of the Law relating to the operations of the Company not stipulated in this Charter or any new provision of the Law that is different from this Charter, such new provisions will prevail shall be implemented to adjust the operations of the Company.

Article 54. Effective Date

- 54.1 This Charter comprising of 19 Chapters divided into 54 Articles is the lawful and official Charter of the Company.
- 54.2 The GMS of the Company has passed this Charter on 23 June 2021. This Charter shall take effect from the signing date and replace the Charter dated 07 June 2018 and its amendments.
- 54.3 This Charter is made in two (02) originals in Vietnamese and one (01) original in English and archived at the head office of the Company. In a case of having any difference between the Vietnamese and English version, the Vietnamese version shall prevail.
- 54.4 The Company shall provide copies or excerpts of this Charter in accordance with the Company's internal regulations on issuing a copy of the original or excerpt and in compliance with the Law.

SIGNATURE OF THE LEGAL REPRESENTATIVE

CHIEF EXECUTIVE OFFICER

(signed)

TRAN MAI HOA

Appendix 1
Details on Charter Capital of the Company

No.	Time	Charter Capital (VND)	Note
1.	11/04/2012	6,000,000,000	Pursuant to the 1st issued ERC dated 11 April 2012
2.	02/05/2013	2,944,200,000,000	Pursuant to 1st amended ERC dated 02 May 2013
3.	18/07/2013	5,773,800,000,000	Pursuant to 4th amended ERC dated 18 July 2013
4.	26/12/2013	9,303,800,000,000	Pursuant to 5th amended ERC dated 26 December 2013
5.	06/05/2014	12,010,580,000,000	Pursuant to 6th amended ERC dated 06 May 2014
6.	01/06/2015	12,019,678,000,000	Pursuant to 10th amended ERC dated 01 June 2015
7.	13/07/2015	14,172,245,470,000	Pursuant to 11th amended ERC dated 13 July 2015
8.	14/03/2016	15,717,163,270,000	Pursuant to 12th amended ERC dated 14 March 2016
9.	24/05/2016	16,971,386,417,829	Pursuant to 13th amended ERC dated 24 May 2016
10.	27/10/2016	17,089,237,420,000	Pursuant to 14th amended ERC dated 27 October 2016
11.	05/01/2017	21,091,724,950,000	Pursuant to 15th amended ERC dated 05 January 2017
12.	12/09/2017	21,510,924,950,000 (including 1,516,639,940 ordinary shares and 634,452,555 preferred shares)	Pursuant to 17th amended ERC dated 12 September 2017
13.	15/09/2017	19,010,787,330,000 (bao gồm 1,516,639,940 Ordinary shares and 384,438,793 preferred shares)	Pursuant to 18th amended ERC dated 15 September 2017
14.	02/01/2019	23,288,184,100,000	Pursuant to 20th amended ERC dated 02 January 2019

Hanoi, 23 June 2021

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE
OF VINCOM RETAIL JOINT STOCK COMPANY**

- Pursuant to the Law on Securities dated 26 November 2019 (“**Law on Securities**”);
- Pursuant to the Law on Enterprises dated 17 June 2020 (“**Law on Enterprises**”);
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 guiding some articles of the Law on Securities (the “**Decree 155**”);
- Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidelines for implementation of some Articles on administration of public companies in the Decree 155;
- Pursuant to the Charter of Vincom Retail Joint Stock Company (the “**Company’s Charter**”);
- Pursuant to Resolution No. 02/2021/NQ-DHDCD-VINCOM RETAIL dated 23 June 2021 of Annual General Meeting of Shareholders;

The Board of Directors (the “**BOD**”) promulgates the internal regulations on corporate governance (the “**Regulations**”) of Vincom Retail Joint Stock Company (the “**Company**”) as follows:

Article 1. Scope of Regulations and Subjects

1. **Scope of Regulations:** These Regulations specify the provisions of law and the Company’s Charter relating to: functions, duties and power of the General Meeting of Shareholders (the “**GMS**”), the BOD, the Chief Executive Officer (the “**CEO**”); procedures for hosting the GMS; nomination, dismissal and discharge of members of the BOD, the Supervisory Board (the “**SB**”), the CEO and other activities as specified in the Company’s Charter and the regulations of the applicable law.
2. **Subjects:** These Regulations are applied to members of the BOD, the SB, the CEO and related persons.

Article 2. General Meeting of Shareholders

1. Functions, duties and power of the GMS:

- 1.1 The GMS consists of all voting shareholders and is the highest authority of the Company.
- 1.2 The GMS has duties and power as stipulated in Article 18 of the Company’s Charter.

2. Regulations on procedures for the GMS to approve resolutions by vote:

2.1. Authority to convene the GMS:

- a) The BOD shall convene the annual GMS.
- b) The BOD shall convene an extraordinary GMS in the following cases:
 - It is considered necessary for the Company’s interests by the BOD;

- The remaining members of the BOD or the SB is smaller than the minimum members prescribed by law;
 - It is requested by the shareholder or a group of shareholders stipulated in Item 10.3, of the Company's Charter; the request shall be made in writing, specify the reasons for convening such a GMS, with signatures of relevant shareholders. The written request shall be made into multiple copies with signatures of relevant shareholders;
 - It is requested by the SB;
 - Other cases prescribed by law and the Company's Charter.
- c) The convening of the extraordinary GMS shall comply with Item 19.3 of the Company's Charter.

2.2. Compilation of the list of shareholders who are eligible to attend the GMS:

The person who convenes the GMS shall compile the list of shareholders who are eligible to attend and vote at the GMS. This list shall be compiled within 10 days before the day on which the invitation to the GMS is sent.

2.3. Announcing the list of shareholders who are eligible to attend the GMS:

The Company shall announce the compilation of the list of shareholders who are eligible to attend the GMS at least 20 days before the last registration date.

2.4. Announcing the convening of the GMS:

The meeting invitations shall be sent to mailing addresses of all shareholders by express mail and posted on the Company's websites, the State Security Commission and the Stock Exchange. The person that convenes the GMS shall send invitations to all shareholders on the list of shareholders who are eligible to attend the GMS at least 21 days prior to the opening of the GMS. The agenda of the GMS and documents related to issues to be voted at the meeting shall be sent to Shareholders or/and posted on the Company's website. In the event that the documents are not attached to the meeting invitations of the GMS, the invitations must clearly state the link to all documents for the shareholders to access, including:

- a) The agenda, documents that will be used in the meeting;
- b) List and details of candidates in case of election of members of the BOD and/or the SB;
- c) Voting ballot;
- d) Draft resolution for each issue on the meeting agenda.

2.5. Agenda and contents of the GMS:

- a) The person who convenes the GMS is responsible for preparing the agenda, contents of the GMS and other tasks as stipulated in Article 21 of the Company's Charter.
- b) The shareholder or a group of shareholders that holding at least 05% of the total ordinary shares is entitled to propose inclusion of other matters to the agenda of the GMS. The proposal must be in writing and sent to the Company at least 05 working days prior to the opening of the GMS. The proposal shall specify the shareholder's name, the number and type of shares held by such person and the contents proposed to be included in the meeting agenda.
- c) The convener of the GMS shall have the right to refuse such proposal mentioned in Item (b) above in any of the following cases:
 - The proposal sent to the Company not in accordance with prescribed laws and regulations;

- The proposing shareholder or a group of shareholders that holding less than 5% of the total ordinary shares when the proposal is made;
 - The proposed issue is not within the authority of the GMS;
 - Other cases prescribed by laws and the Company's Charter.
- d) The GMS convener shall accept and include the proposed issues mentioned in Item (b) above to the intended meeting agenda, except in the cases specified in Item (c) above; the proposed issues shall be officially included in the meeting agenda if approved by the GMS.

2.6. Authorization of representatives to participate in the GMS:

- a) Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other organizations and individuals to attend the GMS in one of the forms specified in Item 20.1 of the Company's Charter.
- b) The authorization stated in Item (a) above shall be made into written documents. Authorization documents shall be made in the form provided by the Company or made in accordance with the civil laws and shall specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party.

The authorization documents shall be submitted by the authorized participants when registering to participate in the GMS or shall be sent by the shareholders to the Company or the place specified in the meeting invitations within forty-eight (48) hours prior to the opening of the GMS.

- c) Voting ballot of the authorized participants within authorization scope shall be effective unless:
- The authorizing person is passed away, has have limited legal capacity or is incapacitated;
 - The authorizing person has cancelled the authorization;
 - The authorizing person has cancelled the authority of the authorized person;

This Clause does not apply in case the Company receives a notification of any of the aforementioned events prior to the opening of the GMS or prior to the convention of the GMS.

2.7. Registration to attend the GMS:

- a) Shareholders confirm their attendance at the GMS under the form stated on the meeting invitations;
- b) On the date of the GMS, the Company shall carry out procedures for shareholders or authorized representatives to register to attend the GMS;
- c) Shareholders, authorized representatives or authorized persons who arrive later than the opening of the GMS have the right to register immediately, participate and vote at the GMS after their registration. The Chairperson does not have the responsibility to stop the meeting to allow such persons to register and the validity of the voting courses conducted prior to the arrival of such persons will not be affected. .

2.8. Conditions for conducting the GMS:

- a) The GMS shall be conducted when the number of shareholders participating in the meeting represents more than 50% of the total number of voting shares.

- b) In case the number of participating shareholders specified in Item (a) above is not adequate, invitations to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GMS shall be conducted when the number of shareholders participating in the meeting represents at least 33% of the total number of voting shares.
- c) In case the number of participating shareholders specified in Item (b) above is not adequate, invitations to the third meeting shall be sent within 20 days from the intended date of the second meeting. The third GMS shall be conducted regardless of the number of participating shareholders.

2.9. Protocol for approving GMS resolutions:

The GMS discusses and votes on each matter on the agenda of the meeting.

The GMS approves the resolutions within its authority by voting at the meeting or solicitation of shareholders' written opinions.

2.10. Voting methods:

- e) Voting by casting ballots will be conducted as follows:
 - Matters on the ballots shall be voted by shareholders/ authorized representatives by choosing "approval", "disapproval" or "abstain" for each matter.
 - Shareholders shall cast their votes according to the following rules:
 - + The casting of votes will be started as signaled by the Chairperson or the Head of the vote counting committee and completed when the final shareholder casts his/her vote in the ballot box or 30 minutes after the voting has started, whichever comes first. After the voting is completed, the ballot box will be sealed;
 - + Votes shall be counted immediately after the ballot box is sealed.
 - The following ballots will be considered invalid and will not be counted:
 - + Ballots that are not under the form distributed by the Organizing Committee and do not have the Company's stamp;
 - + Ballots that are torn, erased, scratched or revised;
 - + Ballots without the signature of the shareholders or the proxies;
 - + 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 will be invalid.
 - Voting for each matter on the ballot is independent from one another and the validity of one vote shall not affect another.
 - Should a shareholder make a mistake on the ballot, provided that the ballot has not yet been put into the ballot box and prior to 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.
- f) Direct voting (in cases that do not apply voting by casting ballots) will be conducted as follows: Shareholders and proxies attending the meeting shall vote directly on matters by raising their ballots or other methods under the control of the Chairperson or the Presiding Committee. The vote counting committee will record the approvals, disapprovals, and abstention and announce the results to the GMS.
- g) The election of members of the BOD/SB will be conducted in accordance with the Regulations on election of members of the BOD/SB adopted in the GMS or the

Regulations attached with the written opinions (in case of solicitation of shareholders' opinions in writing).

2.11. Vote counting method:

- a) The vote counting committee is nominated by the Chairperson and approved by the GMS to conduct the vote counting at the meeting.
- b) The vote counting committee shall count the casting ballots as follows:
 - The committee shall work in a room or a separated area from the meeting.
 - The committee may use electronic equipment to assist the vote counting process.
 - The committee must check the validity of the ballots.
 - The committee must check each ballot and record the vote counting results.
 - The committee must count and exclude the shares that are not eligible for voting (if any, for each matter put up for voting).
 - The committee will seal all ballots and hand them over to the Head of the committee.
- c) Establishing and disclosing the minutes of the vote counting:
 - Upon vote counting, the vote counting committee shall establish the minutes of the vote counting results.
 - Content of the minutes must include:
 - + The time and location of the vote counting;
 - + The names of members of the vote counting committee;
 - + 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 signatures of all the vote counting committee members.

2.12. Conditions for approving the resolutions:

- a) Resolutions on the following matters shall be approved if they receive at least 65% affirmative votes from participating shareholders:
 - Types of shares and the quantity of each type;
 - Change of business lines;
 - Changes to the Company's organizational structure;
 - Investment projects or sale of assets that are worth at least 50% of the total assets reported on the Company's latest financial statement.
 - Re-organization, dissolution of the Company;
- b) The resolutions on matters which not mentioned in the Item (a) above shall be approved when it is voted by a number of shareholders that holding more than 50% of the total votes of all participating shareholders.
- c) The resolutions of the GMS that is voted by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and approving the resolution are not in accordance with the Law on Enterprises and the Company's Charter.

2.13. Protocol for announcing vote counting result:

The vote counting results will be announced by the Chairperson at the GMS, before the closing of the GMS.

2.14. Requesting cancellation of a resolution of the GMS:

Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting minutes, the shareholder or a group of shareholders specified in Item 10.3 of the Company's Charter is entitled to request the court or arbitration to consider cancelling all or part of the resolution of the GMS in the following cases:

- a) The procedures for convening the meeting and decision-making of the GMS violate the Law on Enterprises and the Company's Charter.
- b) The contents of the resolution violate respective laws and regulations or the Company's Charter.

2.15. Conducting the GMS minutes:

a) Minutes of all GMS shall be taken in the form of written documents and may also be recorded or archived in other electronic forms. The minutes shall be taken in Vietnamese and foreign languages with the following contents:

- The Company's name, headquarters address, enterprise identification number;
- Time and venue of the GMS;
- Meeting agenda and contents;
- Summary of the meeting's progress and shareholder's opinions at the meeting on each matter on the meeting agenda;
- The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that attended the meeting, with the number of shares and the number of votes respectively;
- Total number of voting cards for each voting matter, where clearly state the voting method, the total number of valid, invalid, approved, disapproved, and no-opinion votes; the corresponding ratios of these voting cards to the total number of shareholders attending the meeting;
- Approved issues and the proportion of voting card respectively;
- Full names and signatures of the Chairperson and Secretary. In case the Chairperson or the Secretary refuses to sign the minutes, the minutes is still effective if it has the signatures of all other participating members of the BOD and have adequate information stipulated in this Clause. The minutes shall specify that the Chairperson or the Secretary refuses to sign.

b) The GMS minutes shall be completed and approved prior to the end of the meeting. The Chairperson and the Secretary or other parties that sign the minutes shall be jointly responsible for its truthfulness and accuracy.

c) The minutes in Vietnamese and/or in foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

2.16. Information disclosure of Resolutions of the GMS.

The minutes of the GMS, the list of registered participants, the approved resolutions and documents enclosed with the invitations shall be disclosed in accordance with regulations of the Law on information disclosure of the securities market and shall be archived at the Company's headquarters.

3. Regulations on procedures for the GMS to approve resolutions by solicitation of shareholders' written opinions include:

- 3.1 The Chairperson of the BOD is entitled to carry out a solicitation of shareholders' written opinions to approve resolutions of the GMS when it is considered necessary for the Company and shareholders' interests.
- 3.2 The protocol and procedures for approving resolutions of the GMS by solicitation of shareholders' written opinions are as follows:
- a) The Chairperson of the BOD shall prepare the ballots, the draft resolution and supporting documents; send them to all voting shareholders at least 10 days prior to the deadline for submission of the ballots. Requirements and methods of sending ballots and supporting documents are specified in Item 23.6 of the Company's Charter.
 - b) A ballot shall contain:
 - (i) The Company's name, headquarters address, enterprise identification number;
 - (ii) Purposes of solicitation of shareholders' written opinions;
 - (iii) Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization identification number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; the number of each type of shares holding by the shareholder and the shareholder's total number of voting shares;
 - (iv) The matters being voted on;
 - (v) Voting options for each matter, including "approval", "disapproval" and "abstain";
 - (vi) Deadline for submission of the voted ballot;
 - (vii) Full name and signature of the Chairperson of the BOD.
 - c) Shareholders may send voted ballots to the Company by mail, fax or email as follows:
 - (i) The ballots that are sent by mail shall bear the signature of the shareholder that is an individual or the signature of the authorized representative of the shareholder that is an organization. The ballots shall be put into a sealed envelope, which must not be opened before vote counting;
 - (ii) The ballots that are sent by fax or email must be kept confidential until vote counting time;
 - (iii) The ballots that are sent to the Company after the deadline or that are opened (for those sent by mail) or revealed (for those sent by fax or email) will be considered invalid. The shareholders that do not submit their voted ballots shall be considered not voting.
 - d) The Chairperson of the BOD shall instruct the vote counting process and prepare the vote counting minutes in the presence of the SB or shareholders that are not holding managerial positions at the Company. The vote counting minutes shall contain the following information:
 - (i) The Company's name, headquarters address, enterprise identification number;
 - (ii) The purposes and matters voted on;
 - (iii) The number of shareholders and cast votes, including the number of valid and invalid votes, vote sending methods and the list of shareholders that sent voted ballots;
 - (iv) The number of approved, disapproved and no-opinion votes on each matter;

- (v) Approved matters and the proportion of voting cards respectively;
- (vi) Full name and the signature of the Chairperson of the BOD, vote counters and vote counting supervisors.

The members of the BOD, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and any damage caused by the decisions that are approved because of inaccurate vote counting.

- e) The vote counting minutes and resolutions shall be sent to the shareholders within 15 days from the vote counting completion date, or uploaded to the Company's website within 24 hours after vote counting is completed.
- f) The voted ballots, vote counting minutes, approved resolutions and documents enclosed with ballots shall be archived at the Company's headquarters.
- g) The resolutions shall be approved by solicitation of shareholders' written opinions if they are voted by a number of shareholders that holding more than 50% of the total votes of all voting shareholders and shall have the same validation as those approved by voting at the GMS.

4. Procedures for the GMS to approve resolutions in the form of online conference or live conference combined with online conference:

- 4.1 The Company can organize the GMS in the form of an online conference (e-GMS) or a live conference combined with online conference according to the decision of the BOD or when in the time of force majeure events such as natural disaster, war, pandemic, terrorism, riot, restriction/prohibition decisions from the State Agencies that affects the organization of an offline GMS.
- 4.2 In case the BOD decides to convene the GMS in the form as prescribed in Clause 4.1 above, the BOD is responsible for promulgating and announcing the Regulation on organization and voting at the GMS in the mutual form.

Article 3. The Board of Directors

1. Functions, duties and power of the BOD, responsibilities of members of the BOD:

- 1.1 The BOD is a managerial body of the Company and has the full authority to make decisions, exercise rights and duties of the Company in the name of the Company, except for the rights and duties of the GMS.
- 1.2 The BOD has rights and obligations as prescribed in the Article 27 of the Company's Charter.
- 1.3 The BOD shall submit reports on BOD's activities as prescribed in Session (c) Item 18.2 of the Company's Charter.

2. Regulations on nomination, self-nomination of BOD members:

- 2.1. After candidates for members of the BOD have been nominated, the Company shall disclose information regarding the candidates at least 10 days prior to the date of the GMS on the Company's website for the shareholders to be informed of candidates' profiles prior to voting. Each candidate shall prepare a written declaration that information about him/her is accurate and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position as member of the BOD. Information regarding candidates includes:
 - a) Full name, date of birth;
 - b) Qualifications;
 - c) Work experience;

- d) Other managerial positions (including positions in the BOD of other companies);
 - e) Associated interests to the Company and its related parties;
 - f) Other information (if any) specified in the Company's Charter;
 - g) The Company shall disclose information regarding the companies in which the candidates are holding the position as members of the BOD and other managerial positions and interests of the candidates in the Company (if any).
- 2.2. The shareholder or a group of shareholders holding at least 10% of the total number of ordinary shares is entitled to nominate candidates to the BOD in accordance with the Law on Enterprises and the Company's Charter.
- 2.3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent BOD shall nominate more candidates or organize the nomination in accordance with the Company's Charter, this Regulations and Regulations on operation of the BOD. This nomination shall be announced prior to the GMS starts voting on the election of members of the BOD as prescribed by law.
- 2.4. The members of the BOD shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises and the Company's Charter.
- 3. Term of office and composition of the BOD:**
- 3.1 The BOD comprises of 03 to 11 members. The GMS decides the specific number of members of the BOD from time to time.
- 3.2 The term of office of BOD members shall not exceed 05 years and the members can be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of BOD of a company for up to 02 consecutive terms. In case the term of office of all BOD members end at the same time, they shall remain the status of members of the BOD until new members are elected and take over the duties.
- 3.3 Composition of the BOD:
 At least one third (1/3) of the members of the BOD of the Company shall be non-executive members. The Company shall minimize the number of members of the BOD that concurrently hold executive positions in the Company to ensure the independence of the BOD.
 The total number of independent members of the BOD shall satisfy the following requirements:
- a) At least 01 independent member if the BOD has 03 – 05 members;
 - b) At least 02 independent members if the BOD has 06 – 08 members;
 - c) At least 03 independent members if the BOD has 09 – 11 members.
- 3.4 A member of the BOD loses the status of member of the BOD when he/she is replaced, dismissed or discharged by the GMS as prescribed in Article 160 of the Law on Enterprises.
- 3.5 Information regarding designation of BOD members shall be disclosed in accordance with the regulations of the Law on information disclosure on the securities market.
- 3.6 Members of the BOD are not necessarily shareholders of the Company.
- 4. Remunerations and other benefits of the members of the BOD:**
- 4.1 The Company is entitled to pay remunerations and bonuses to the members of the BOD according to the business performance.

- 4.2 The members of the BOD are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for the completion of duties (if any) and the daily remuneration rate. The BOD shall estimate the remuneration of each member under an unanimous principle. The total remunerations and bonuses for the BOD shall be decided by the annual GMS.
- 4.3 Remuneration of each member of the BOD shall be recorded as the Company's operating costs in accordance with regulations of the Law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.
- 4.4 BOD members who are holding the executive positions or working in subcommittees of the BOD or performing duties other than normal duties of members of the BOD may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or other forms decided by the BOD.
- 4.5 BOD members are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their duties, including the costs of participation in meetings of the GMS, the BOD or its subcommittees (if any).
- 4.6 BOD members may have responsibility insurance purchased by the Company if this is approved by the GMS. This insurance does not cover responsibility of members of the BOD relevant to violations against the law and the Company's Charter.
- 5. Protocol and procedures for organizing meetings of the BOD:**
- 5.1 The Chairperson of the BOD shall be elected during the first meeting of the BOD within 07 working days after the same BOD is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the meeting of the BOD.
- 5.2 The BOD shall have at least 01 meeting per quarter and may have ad hoc meetings or solicitation of written opinions.
- 5.3 The Chairperson of the BOD shall convene a meeting of the BOD in the following cases:
- a) The meeting is requested by the SB or independent members of the BOD;
 - b) The meeting is requested by the CEO or at least 05 other managers;
 - c) The meeting is requested by at least 02 members of the BOD;
 - d) Other cases prescribed on the Company's Charter.
- 5.4 The request for meeting mentioned in Clause 5.3 above must be made in writing, specify the purposes, matters that need discussing and deciding by the BOD.
- 5.5 The Chairperson of the BOD shall convene the BOD within 07 working days from the receipt of the request mentioned in Clause 5.3 above. Otherwise, the Chairperson of the BOD shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the Chairperson of the BOD.
- 5.6 The Chairperson of the BOD or the person who convenes the meeting of the BOD shall send invitations at least 05 days prior to the meeting. The invitation shall specify the meeting time, location, agenda, matters that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and voting ballots.
- The invitations to the meeting of the BOD may be a physical invitation, by phone, fax, email or other forms prescribed on the Company's Charter as long as they are delivered to the mailing address of each member of the BOD registered at the Company.
- 5.7 The Chairperson of the BOD or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the SB.

- 5.8 The members of the SB are entitled to attend meetings of the BOD; they are entitled to discuss but not vote.
- 5.9 The meeting of the BOD shall be opened when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date of the first meeting. The second meeting shall be opened when it is participated in by more than half of the members of the BOD.
- 5.10 A meeting of the BOD may be held in the form of an online conference or in other forms, which some or all members of the BOD are in different locations provided that each participating member of the BOD can:
- a) Hear each other member of the BOD speaking together at the meeting; and
 - b) If desired, that person can speak to all other attending members simultaneously.
- The resolutions of the BOD are approved at the meeting in the form of an online conference or in other forms if it is approved by the majority of the attending members and has the same validation as the offline meeting.
- 5.11 It is considered that a member of the BOD has participated in and voted at a meeting when he/she:
- a) Participates and votes at the meeting;
 - b) Authorizes another person to participate and vote in the meeting;
 - c) Participates and votes at online meeting; cast electronic votes or in other electronic forms;
 - d) Sends vote ballot by mail, fax or email;
 - e) Sends his/her vote ballot using other means prescribed on the Company's Charter.
- 5.12 In case the vote ballots are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Company's administration person at least 01 hour prior to the opening hour. The vote ballots shall only be opened in the presence of the meeting participants.
- 5.13 The members shall participate in all meetings of the BOD. A member may authorize another person to participate and vote in the meeting if it is approved by the majority of the members of the BOD.
- 5.14 When necessary, the Chairperson of the BOD can collect written opinions of the members of the BOD to approve matters within the BOD's authorization according to the following procedures:
- a) Send the ballots enclosed with relevant documents, the draft resolution to the members of the BOD;
 - b) The members of the BOD vote at the request of the Chairperson of the BOD and return the voted ballot prior to the record day stated in the ballot;
 - c) The Chairperson of the BOD appoints the Vote counting committee to count the votes of the members of the BOD and prepare the vote counting minutes;
 - d) Based on the results of counting votes, the Chairperson of the BOD on behalf of the BOD signs to issue a resolution of the BOD on the matters approved by the members of the BOD.

The resolution of the BOD in the form of collecting written opinions is effective and valid as a resolution approved by the members of the BOD at the meeting to be convened and organized properly.

- 5.15 Minutes of meetings of the BOD must be made in accordance with Article 158 of the Law on Enterprises.
- 5.16 A resolution or decision of the BOD will be approved if it is approved by the majority of the participating members. In case of a tie, the final decision will be based on the Chairperson's opinion.
6. **Sub-committees of the BOD:** The BOD may establish subcommittees that will take charge of establishing policies, personnel, salaries and bonuses, internal audit, risk management according to resolutions/decisions of the BOD from time to time.
7. **Group's administration person:** The BOD of the Company shall appoint at least 01 person to be in charge of the Company's administration, who will assist in administration duties of the Company in accordance with Item 31.6 of the Company's Charter.

Article 4. The Supervisory Board

1. Functions, duties and power of the SB, responsibilities of members of the SB:

The SB has rights and obligations as specified in Article 35 of the Company's Charter.

2. Nomination and self-nomination of members of the SB:

- 2.1. The nomination and self-nomination of members of the SB shall be carried out similarly with Article 33 of the Company's Charter.
- 2.2. In case the number of nominated and self-nominated candidates is not enough, the incumbent SB shall nominate more candidates or organize the nomination in accordance with the Company's Charter, this Regulations and the Regulations on operation of the SB. This nomination must be announced prior to the GMS starts voting on the election of members of the SB as prescribed by law.

3. Term of office, quantity, composition and structure of members of the SB:

- 3.1 The SB comprises of 03 to 05 members. The GMS decides the specific number of members of the SB from time to time. The term of office of members of the SB shall not exceed 05 years and the members can be re-elected for an unlimited number of terms.
- 3.2 The members of the SB shall satisfy the standards and conditions specified in Article 169 of the Law on Enterprises and shall not:
- a) Work in the Company's accounting or finance department;
 - b) Be an employee of the independent accredited audit organization that is auditing the Company's financial statements over the last 03 years.
- 3.3 A member of the SB will be dismissed in the following cases:
- a) He/she no longer fully satisfies the requirements as prescribed;
 - b) He/she hands in resignation letter which is accepted;
 - c) Other cases as prescribed on the Company's Charter.
- 3.4 A member of the SB will be discharged in the following cases:
- a) He/she fails to fulfill the assigned tasks and duties;
 - b) He/she fails to perform his/her rights and obligations for 06 consecutive months, except in the time of force majeure events;
 - c) He/she commits multiple or serious violations against obligations of members of the SB prescribed by the Law on Enterprises and the Company's Charter.
 - d) Other cases specified in the resolution of the GMS.

Article 5. Chief Executive Officer

1. The BOD appoints 01 member of the BOD as the CEO.
2. The CEO shall be in charge of the Company's business operation every day; be supervised by the BOD; is responsible to the BOD and the law for the performance of his/her rights and obligations.
3. The term of office of the CEO shall not exceed 05 years without term limit. When the term of office is expired but a new CEO has not been appointed, the term of incumbent CEO will be extended until the time when the new CEO is appointed. The CEO shall satisfy the requirements prescribed by law and the Company's Charter.
4. The CEO has rights and obligations as prescribed in Item 31.3 of the Company's Charter.
5. The BOD may dismiss the CEO if it is approved by the majority of members of the BOD who have the voting right and participate in the meeting, and designate a new CEO.
6. Salary and other benefits of the CEO: The CEO shall receive salaries and bonuses, which are decided by the BOD. Salaries of the CEO shall be recorded as the Company's operating costs in accordance with regulations of the Law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.

Article 6. Other activities

1. Cooperation between the BOD and the SB:

- 1.1 The Chairperson of the BOD must send meeting invitations and attached documents to the SB to attend the meetings of the BOD. Members of the BOD have right to attend the meeting but do not have right to vote on matters approved at the meeting.
- 1.2 The BOD is responsible for coordinating, cooperating closely and creating the most favorable conditions for the SB to exercise the right to inspect and supervise the activities of the BOD according to regulations; at the same time instruct and supervise the correction and handling of violations according to the recommendations of the SB.
- 1.3 The SB has the right to request the BOD to provide information and documents on the management and administration of the business activities of the Company.
- 1.4 The BOD ensures that all resolutions/decisions of the BOD are provided to members of the SB, and at the same time to the members of the BOD.

2. Cooperation between the BOD and the CEO:

- 2.1. The BOD ensures all the most favorable conditions in terms of mechanisms, policies, human resources, and facilities for the CEO to operate and manage the business activities of the Company in the best way.
- 2.2. The CEO is responsible for instructing and implementing the resolutions/decisions of the BOD/GMS. During the implementation process, if problems arise that are not favorable to the Company and the shareholders, the CEO has the right to propose to the BOD to consider and adjust accordingly.
- 2.3. The CEO is responsible for reporting to the BOD on issues related to the Company's operations and implementation of the resolutions/decisions of the BOD/GMS.
- 2.4. The CEO and other managers are responsible for supporting the members of the BOD to have access to information and reports in the shortest amount of time.

3. Cooperation between the SB and the CEO:

- 3.1 The CEO can invite the SB to attend the meeting of the Board of Management (if deeming it necessary). The SB can provide comments (if any) at the meeting to the CEO.
- 3.2 The CEO makes periodic and ad-hoc reports as required by the SB in accordance with the Law on Enterprises and the Company's Charter.
- 3.3 The CEO is responsible for creating all favorable conditions for the SB to access information and report promptly.
- 3.4 Reports of the CEO submitted to the BOD must be sent concurrently to the SB and in the same manner as to the members of the BOD.

Article 7. Regulations on reward and discipline for members of the BOD, members of the SB and the CEO

1. Based on the rules, regulations on rewards and discipline of the Company and the evaluation results of the Rewarding and Disciplinary Council of the Company, the Company will conduct periodic or irregular reward for members of the BOD, members of the SB, the CEO and other managers with achievements in management, collectively or individually.
2. When a violation arises, violates the Company's regulations, depending on the severity of each individual violation, the Disciplinary Reward Council of the Company considers the form of discipline and issues a disciplinary decision to members of the BOD, members of the SB, and the CEO.

Article 8. Effectiveness

1. This Regulations consists of 08 clauses drafted by the BOD and submitted to the GMS for approval, and takes effect from the date of signing.
2. The BOD, the SB and CEO are responsible for the implementation of this Regulations.
3. The contents which have not been specified in this Regulations will be applied according to the provisions of the Company's Charter and current law provisions.
4. During the implementation process, the Company will review and proceed to amend and supplement the contents of this Regulations to suit the reality, to meet the requirements of business operations and the internal corporate governance of the Company and submit the GMS for approval from time to time.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON**

(signed)

THAI THI THANH HAI

Hanoi, 23 June 2021

REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

- Pursuant to the Law on Securities dated 26 November 2019 (the “**Law on Securities**”);
- Pursuant to the Law on Enterprises dated 17 June 2020 (the “**Law on Enterprises**”);
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 elaborating some Articles of the Law on Securities (the “**Decree 155**”);
- Pursuant to the 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 the Decree 155;
- Pursuant to the Charter of Vincom Retail Joint Stock Company (the “**Company**”);
- Pursuant to Resolution No. 02/2021/NQ-DHDCD-VINCOM RETAIL dated 23 June 2021 of the Annual General Meeting of Shareholders (the “**GMS**”);

The Board of Directors (the “**BOD**”) promulgates the regulations on the operation of the BOD of the Company.

The Regulations on operation of the BOD of the Company has the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope and regulated entities

3. **Scope:** the Regulations on operation of the BOD provide for the organizational structure, operating principles, rights and obligations of the BOD and its members in order to ensure that its operation is conformable with the Law on Enterprises, the Law on Securities, the Company’s Charter and applicable regulations.
4. **Regulated entities:** the BOD and its members.

Article 2. Operating principles

1. The BOD shall work on the collective principle. Each member of the BOD shall be responsible for the performance of his/her own tasks and be jointly responsible before the GMS and the law for the resolutions and decisions of the BOD related to the development of the Company.
2. The BOD shall assign the Chief Executive Officer (“**CEO**”) to organize the implementation of the resolutions and decisions of the BOD.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the BOD

1. Members of the BOD have all the rights specified in the Law on Securities, Law on Enterprises, other applicable legal regulations and the Company’s Charter, including the right to be provided with information and documents about the financial and business performance of the Company and its units.
2. Members of the BOD have the obligations specified in the Company’s Charter and the following obligations:

- a) Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;
- b) Attend all meetings of the BOD and discuss the raised issues;
- c) Promptly and fully inform the BOD of the remunerations paid by the subsidiaries, associate companies and other organizations;
- d) Inform the BOD at the nearest meeting of transactions between the Company, subsidiary companies and other companies with 50% charter capital held by the Company, with members of the BOD and their related persons; transactions between the Company with companies whose founders or managers are members of the BOD over the last 03 years from the transaction date;
- e) Make public information disclosure when trading the Company's shares as prescribed by law.

Article 4. Rights to be provided with information of members of the BOD

1. Members of the BOD have all the rights to request the CEO, Deputy CEOs, other managers of the Company to provide information and documents about the financial and business performance of the Company and its units.
2. The requested managers shall fully and accurately provide the information and documents requested by the members of the BOD.

Article 5. Term of office and quantity of members of the BOD

1. The BOD has from 03 to 11 members. The GMS shall decide the number of members of the BOD from time to time.
2. The term of a member of the BOD shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as independent member of the BOD of a company for up to 02 consecutive terms.
3. In case the term of office all members of the BOD end at the same time, all of them will remain members of the BOD until new members are elected and take over the work, unless otherwise prescribed by the Company's Charter.

Article 6. Requirements to be satisfied by members of the BOD

A member of the BOD shall satisfy the following requirements:

- a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;
- b) He/she has qualifications and experience of business administration or in same fields or business lines of the Company. A member is not necessarily a shareholder of the Company, unless otherwise prescribed by the Company's Charter;
- c) A member of the BOD may concurrently hold the position of member of BOD of another company;
- d) He/she satisfy other requirements specified in the Company's Charter.

Article 7. Chairperson of the BOD

1. The Chairperson of the BOD shall be elected among the members of the BOD by the BOD, and dismissed by the BOD.
2. The Chairperson of the BOD must not concurrently hold the position of CEO.
3. Rights and obligations of the Chairperson of the BOD:
 - a) Formulate operating plans and programs of the BOD;
 - b) Prepare the agenda and documents of meetings; convene and chair meetings of the BOD;
 - c) Sign and promulgate the resolutions of the GMS and the BOD;

- d) Organize the ratification of resolutions and decisions of the BOD;
 - e) Organize the solicitation of shareholder's written opinions when deeming it necessary;
 - f) Supervise the process of implementation of resolutions and decisions of the GMS;
 - g) Chair the GMS;
 - h) Other rights and obligations prescribed by the Law on Enterprise and the Company's Charter.
4. In case the Chairperson of the BOD submits a resignation letter or is dismissed, the BOD shall elect a new Chairperson within 10 days from the resignation or dismissal date. In case the Chairperson of the BOD is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairperson of the BOD in accordance with the Company's Charter. In case no one is authorized or the Chairperson of the BOD is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one person among themselves to hold the position of Chairperson of the BOD under the majority rule until a new decision is issued by the BOD.
5. The BOD appoints 01 person in charge of the corporate governance at the Company. The person in charge may concurrently be the Secretary of the Company as prescribed in Clause 5 Article 156 of the Law on Enterprises. This person has the following rights and obligations:
- a) Advising the BOD in organizing the GMS in accordance with the regulations and related affairs between the Company and Shareholders;
 - b) Prepare meetings of the BOD, the Supervisory Board and the GMS at the request of the BOD or the Supervisory Board;
 - c) Advise on the procedures of the meetings;
 - d) Attend meetings;
 - e) Advise on procedures for making resolutions of the Board in accordance with law;
 - f) Provide financial information, copies of meeting minutes of the BOD and other information for members of the BOD and members of the Supervisory Board;
 - g) Supervise and report to the BOD on the Company's disclosure of information;
 - h) Be the liaison point with related parties;
 - i) Keep information confidential in accordance with law and the Company's Charter;
 - j) Other rights and obligations prescribed by law and the Company's Charter.

Article 8. Dismissal, replacement and election of additional of members of the BOD

1. A member of the BOD will be dismissed by the GMS in the following cases:
 - a) He/she does not fully satisfy the requirements specified in Article 155 of the Law on Enterprise;
 - b) He/she hands in resignation letter which is accepted;
 - c) Other cases specified in the Company's Charter.
2. A member of the BOD will be discharged by the GMS in the following cases:
 - a) He/she fails to participate in activities of the BOD for 06 consecutive months, except in force majeure events;
 - b) Other cases specified in the Company's Charter.

3. Where necessary, the GMS may replace, dismiss and discharge members of the BOD in cases other than those specified in Clause 1 and Clause 2 of this Article.
4. The BOD shall convene the GMS to elect additional members of the BOD in the following cases:
 - a) The number of members of the BOD decreases by more than one third of the number specified in the Company's Charter, in which case the BOD shall convene the GMS within 60 days from the date that the numbers of BOD members decrease by one third;
 - b) Except in the cases specified in Point a of this Clause, the GMS shall elect new members to replace those who have been dismissed or discharged in the latest meeting.
5. The change of members of the BOD must be disclosed in accordance with the law on information disclosure on the stock market.

Article 9. Mechanism for election, dismissal and discharge of members of the BOD

1. The shareholder or group of shareholders that holds at least 10% of total ordinary shares will have the right to nominate (a) member(s) of the BOD. Unless otherwise prescribed by the Company's Charter, candidates shall be nominated as follows:
 - a) The group of shareholders that nominate candidates to the BOD must inform the participating shareholders of the meeting before the opening of the GMS;
 - b) Depending on the quantity of members of the BOD, the shareholders or groups of shareholders prescribed in this Clause may nominate one or a number of candidates to the BOD according to the decision of the GMS. In case the number of nominated candidates is smaller than the number specified in the decision of the GMS, the remaining candidates shall be nominated by BOD and other shareholders.
2. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent BOD shall nominate more candidates or organize the nomination in accordance with the Company's Charter, as well as regulations on internal governance and operation of the BOD. This must be announced before the GMS starts to vote for members of the BOD as prescribed by law.
3. The voting on members of BOD shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the BOD, and may cast all or some of the votes for one or a number of candidates. Elected members of the BOD shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the BOD receive the same number of votes, they will undergo another voting or be selected according to the voting regulations or the Company's Charter.
4. The election, dismissal and discharge of members of the BOD shall be decided by the GMS by voting.

Article 10. Announcement of election, dismissal and discharge of members of the BOD

1. After candidates for members of the BOD have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the BOD. Information about candidates includes:
 - a) Full name, date of birth;
 - b) Qualifications;
 - c) Work experience;

- d) Other managerial positions (including positions in the BOD of other companies);
 - e) Interests relevant to the Company and the Company's related parties;
 - f) Other information (if any) specified in the Company's Charter;
 - g) The Company shall publish information about the companies in which the candidates are holding the position of members of the BOD and other managerial positions and their interests in these companies (if any).
2. The results of election, dismissal and discharge of members of the BOD shall be announced in accordance with regulations on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the BOD

1. The BOD is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.
2. Rights and obligations of the BOD shall be prescribed in Article 27 of the Company's Charter.
3. The BOD shall ratify resolutions and decisions by voting at meetings, collecting written opinions or other methods prescribed by the Company's Charter. Each member of the BOD has one vote.
4. In case a resolution or decision is ratified by the BOD contradicts with legal regulations, resolution of the GMS or the Company's Charter and thus causes damage to the Company, the members who vote for ratification of such resolution or decision shall be jointly responsible and pay compensation for the Company; the members who vote against the unconfirmable resolution or decision are exempt from the responsibility. In this case, shareholders of the Company are entitled to request the court to suspend the unconfirmable resolution or decision.

Article 12. Duties and entitlements of the BOD in approving and concluding transaction contracts

1. The BOD is entitled to approve contracts and transactions as prescribed in Article 27.2 of the Company's Charter.
2. The Company's representatives shall send notices to members of the BOD and the Supervisory Board when signing contracts and conducting transactions of the entities related to such contracts and transactions and enclose the draft contracts or transaction descriptions. The BOD shall decide whether to approve the contract or transaction within 15 days from the receipt of the notice. Members of the BOD having interests related to the parties to the contract or transaction must abstain from voting.

Article 13. Responsibility of the BOD to convene extraordinary GMS

1. The BOD shall convene an extraordinary GMS in the following cases:
 - a) It is deemed necessary for the Company's interests by the BOD;
 - b) The remaining number of BOD or Supervisory Board is smaller than the minimum number prescribed by law;
 - c) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;
 - d) It is requested by the Supervisory Board;
 - e) Other cases prescribed by law and the Company's Charter.

2. Convening the extraordinary GMS:

Unless otherwise prescribed by the Company's Charter, the BOD shall convene the GMS within 30 days from the day on which the number of members of the BOD, independent members of the BOD or members of the Supervisory Board falls below the minimum number specified in the Company's Charter, or the date of request mentioned in Point c and Point d of Clause 1 of this Article;

3. The person who convenes the GMS shall perform the following tasks:

- a) Compile a list of shareholders having the right to participate in the meeting;
- b) Provide information and settle complaints relevant to the list of shareholders;
- c) Prepare the meeting agenda and contents;
- d) Prepare meeting documents;
- e) Draft the resolution of the GMS according to the meeting contents; compile a list of candidates and their details in case of election of members of the BOD and the Supervisory Board;
- f) Determine the meeting time and location;
- g) Send invitations to the shareholders having the right to participate in the meeting in accordance with the Law on Enterprises;
- h) Other tasks serving the meeting.

Article 14. Subcommittees of the BOD

1. The BOD may establish subcommittees that will be in charge of the policies regarding development, human resource, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the BOD with at least 03 persons combining of members of the BOD and external members. Independent members of the BOD/non-executive members of the BOD shall make up a majority of the subcommittee and one of these members shall be designated as the head of the subcommittee under a decision of the BOD. The subcommittees shall operate in accordance with regulations of the BOD. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.
2. The implementation of decisions of the BOD or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and Company's regulations on internal governance.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the BOD

1. The Chairperson of the BOD shall be elected during the first meeting of the BOD within 07 working days after the same BOD is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case there is a tie, the members shall vote under the majority rule to choose 01 person to convene the BOD.
2. The BOD shall have at least 01 meeting per quarter and may have extraordinary meetings.
3. The Chairperson of the BOD shall convene a meeting of the BOD in the following cases:
 - a) The meeting is requested by the Supervisory Board or independent members of the BOD;
 - b) The meeting is requested by the CEO or at least 05 other managers;
 - c) The meeting is requested by at least 02 members of the BOD;
 - d) Other cases prescribed by the Company's Charter.

4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, matters that need to be discussed and decided by the BOD.
5. The Chairperson of the BOD shall convene the BOD within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the Chairperson of the BOD shall be responsible for the damage caused to the Company; the requester is entitled to convene the meeting instead of the Chairperson of the BOD.
6. The Chairperson of the BOD or the person who convenes the meeting of the BOD shall send invitations at least 03 working days before the meeting. The invitation shall specify the meeting time, location, agenda, matters that need to be discussed and decided. The invitation shall be enclosed with documents and ballots to be used at the meeting.

The invitations to the meeting of the BOD may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the BOD registered at the Company.

7. The Chairperson of the BOD or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Supervisory Board.

Members of the Supervisory Board are entitled to participate and discuss in meetings of the BOD but must not vote.

8. The meeting of the BOD shall be conducted when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date of the first meeting, unless a shorter time limit is prescribed by the Company's Charter. The second meeting shall be conducted when it is participated in by more than half of the members of the BOD.

9. It is considered that a member of the BOD participates and votes in a meeting when he/she:

- a) Participates and votes in person at the meeting;
- b) Authorizes another person to participate and vote at the meeting in accordance with regulations;
- c) Participates and votes at an online meeting; cast electronic votes or in other electronic forms;
- d) Sends his/her votes by mail, fax or email;
- e) Sends his/her votes using other means prescribed by the Company's Charter.

10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairperson of the BOD or the person in charge of the corporate governance at least 01 hour before the opening of the meetings. The votes shall only be opened in the presence of all participants.

11. The members shall participate in all meetings of the BOD. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the BOD.

12. Unless a higher ratio is prescribed by the Company's Charter, a resolution or decision of the BOD will be ratified if it is approved by the majority of the participating members. In case of a tie, the Chairperson of the BOD shall have the casting vote.

13. A meeting of the BOD may be held in the form of a virtual conference or another form in which some or all members of the BOD are in different locations provided that each participating member of the BOD is able to:

- a) Hear other members of the BOD speaking at the meeting; and
- b) Speak to all other attending members simultaneously when needed.

The resolutions of the BOD are passed at the meeting in the form of a virtual conference or another form if it is approved by the majority of the members attending the meeting and has the same legal effect as the face-to-face meeting.

14. To collect written opinions of members of the BOD:

When necessary, the Chairperson of the BOD can collect written opinions of the members of the BOD to approve matters under their authority according to the following procedures:

- a) Send the ballot form enclosed with relevant documents and the draft Resolution to the members of the BOD;
- b) Members of the BOD vote at the request of the Chairperson of the BOD and return the filled ballot forms prior to the deadline stated in the ballot form;
- c) Chairperson of the BOD appoints the Vote Counting Committee to check the voting results of the members of the BOD and prepare the Minutes of Vote Counting;
- d) Based on the results of vote counting, the Chairperson of the BOD on behalf of the BOD issue a resolution of the BOD on matters approved by the members of the BOD.

The resolution of the BOD in the form of written opinions has the same legal effect and validity as a resolution passed by the members of the BOD at the meetings that are convened and organized in accordance with the relevant law and regulations.

Article 16. Minutes of meetings of the BOD

1. Minutes of all meetings of the BOD shall be taken in the form of written documents and may also be recorded or archived in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:
 - a) The enterprise's name, headquarters address, identification number;
 - b) The meeting time and location;
 - c) Purposes, agenda and contents of the meeting;
 - d) Full name of every participating member and their authorized participants; full names of absent members and reasons (if any);
 - e) Issues to be discussed and voted at the meeting;
 - f) Summaries of opinions of each participating member in chronological order;
 - g) The voting result, including specific members that agree, disagree or abstain;
 - h) Ratified issues and ratio of affirmative votes;
 - i) Full names and signatures of the chair and minutes taker, except in the case specified in Clause 2 of this Article.
2. In case the chair or minutes taker refuses to sign the minutes, the minutes is still valid if it bears the signatures of all other participating members and have adequate contents according to Points a, b, c, d, e, g and h Clause 1 of this Article.
3. The chair, minutes taker and other persons who sign the minutes shall be responsible for its truthfulness and accuracy.
4. The minutes of meeting of the BOD and other documents used in the meeting shall be archived at the Company's headquarters.
5. The minutes in Vietnamese and foreign languages have equal legal value. In case there are any discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of annual reports

1. At the end of the fiscal year, the BOD shall submit the following reports to the GMS:
 - a) The report on business performance of the Company;
 - b) The financial statements;

- c) The report on management and administration of the Company;
 - d) Verification report by the Supervisory Board.
2. The reports mentioned in Points a, b and c of Clause 1 of this Article shall be sent to the Supervisory Board for verification at least 30 days before the opening date of the GMS unless otherwise prescribed by the Company's Charter.
 3. The reports mentioned in Clause 1 and Clause 2 of this Article, verification reports of the Supervisory Board and audit reports shall be archived at the Company's headquarters at least 10 days before the opening date of the annual GMS. The shareholders that have held the Company's shares for at least 01 year are entitled to examine the reports mentioned in this Article themselves or together with their lawyers, accountants or auditors who have practicing certificates.

Article 18. Remunerations, bonuses and other benefits of members of the BOD

1. The Company is entitled to pay remunerations and bonuses to members of the BOD according to business performance.
2. Members of the BOD are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The BOD shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the BOD shall be decided by GMS at the annual GMS.
3. Remunerations of each member of the BOD shall be recorded as the Company's operating costs in accordance with the law on corporate income tax, which is presented as a separate item in the annual financial statements of the Group and reported by the GMS at the annual GMS.
4. Members of the BOD who are holding the executive positions or working in subcommittees of the BOD or performing tasks other than normal tasks assigned to members of the BOD may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the BOD.
5. Members of the BOD are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the BOD or its subcommittees.
6. Members of the BOD may have liability insurance purchased by the Company if this is approved by the GMS. This insurance does not cover liability of members of the BOD relevant to violations against the law and the Company's Charter.

Article 19. Disclosure of related interests

Unless otherwise provided by the Group's Charter, the disclosure of interests and related persons of the Group shall comply with the following provisions:

1. Members of the BOD shall declare their related interests, including:
 - a) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises in which they hold stakes or shares; their holdings and time of holdings;
 - b) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises they and their related persons jointly or separately hold stakes or shares that are worth more than 10% of the charter capital.
2. The declaration specified in Clause 1 of this Article must be made within 7 working days from the date the related interest arises; any amendment or supplement must be notified to the Company within 07 working days from the date of such amendment or supplement.
3. Before performing any task within the scope of operation of the Company, whether in their own names or others, members of the BOD must explain the nature and contents of these tasks to the BOD and may only perform them if they are approved by the majority of the

remaining members of the BOD. Otherwise, any income generated by such activity will belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationship between members of the BOD

1. The relationships between members of the BOD are cooperative. Members of the BOD are responsible for informing each other of the issues that occur during the performance of their assigned tasks.
2. During performance of their tasks, the member in charge shall handle issues related to the tasks of other members of the BOD. In case of disagreements among members of the BOD, the member in charge shall submit a report to the Chairperson of the BOD for consideration or hold a meeting or collect opinions of members of the BOD in accordance with the law, the Company's Charter and the Regulations.
3. In case of reassignment among members of the BOD, they shall hand over relevant tasks and documents. The handover shall be recorded in writing and reported to the Chairperson of the BOD.

Article 21. Relationship with the CEO

With the administration role, the BOD shall promulgate resolutions, which will be implemented by the CEO, supervise and inspect the implementation of such resolutions.

Article 22. Relationship with the Supervisory Board

1. The relationship between the BOD and the Supervisory Board is cooperative. The BOD shall work with the Supervisory Board on the principles of equality and independence; while cooperating and assisting one another in performance of their tasks.
2. Upon receiving inspection records or reports of the Supervisory Board, the BOD shall examine them and request relevant units to formulate plans and promptly make rectifications.

Chapter VII

IMPLEMENTATION CLAUSES

Article 23. Effectiveness

The Regulations on the operation of the BOD of the Company consists of 07 chapters, 23 articles and comes into force from 23 June 2021.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON**

(signed)

THAI THI THANH HAI

Hanoi, 23 June 2021

REGULATIONS ON THE OPERATION OF THE SUPERVISORY BOARD

- Pursuant to the Law on Securities dated 26 November 2019 (“**Law on Securities**”);
- Pursuant to the Law on Enterprises dated 17 June 2020 (“**Law on Enterprises**”);
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of some articles of the Law on Securities (“**Decree 155**”);
- Pursuant to the Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding a number of Articles on corporate governance of public companies in the Decree 155;
- Pursuant to the Charter of Vincom Retail Joint Stock Company (the “**Charter**”);
- Pursuant to Resolution No. 02/2021/NQ-DHDCD-VINCOM RETAIL dated 23 June 2021 of General Meeting of Shareholders (the “**GMS**”);

The Supervisory Board promulgates the Regulations on the operation of the Supervisory Board of the Vincom Retail Joint Stock Company (“**Company**”).

The Regulations on the operation of the Supervisory Board of the Company has the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope and regulated bodies

1. **Scope:** the Regulations on the operation of the Supervisory Board provide for the organizational structure, operating principles, requirements, rights and obligations of the Supervisory Board and its members prescribed by the Law on Enterprises, Law on Securities, the Company’s Charter and applicable regulations.
2. **Regulated entities:** the Supervisory Board and its members.

Article 2. Operating principles

The Supervisory Board shall work on the collective principle. Members of the Supervisory Board shall be personally responsible for the performance of his/her own tasks and be jointly responsible before the GMS and the law for the tasks and decision of the Supervisory Board.

Chapter II

MEMBERS OF THE SUPERVISORY BOARD

Article 3. Rights, obligations and responsibilities of members of the Supervisory Board

1. Comply with laws and regulations, the Company’s Charter, resolutions of the GMS and professional ethics in performance of their duties.
2. Perform their rights and obligations in an honest and prudent manner for the best and lawful interests of the Company.
3. Be loyal to the interests of the Company and shareholders; do not abuse power, position or use information, secrets, business opportunities and other assets of the Company for personal gain or serving the interests of any other organization or individual.
4. Other obligations prescribed by the Law on Enterprise and the Company’s Charter.

5. In case violations against regulations of Clauses 1, 2, 3 and 4 of this Article cause damage to the Company or other persons, members of the Supervisory Board shall personally or jointly pay compensation for such damage. The income and benefits gained by the members of the Supervisory Board from these violations shall be returned to the Company.
6. In case a member of the Supervisory Board is found to be violating his rights and obligations, a written notice shall be sent to the Supervisory Board requesting the violator to stop committing the violations and take remedial measures.

Article 4. Term of office and quantity of members of the Supervisory Board

1. The Supervisory Board has 03 members, whose term of office shall not exceed 05 years, and each member might be re-elected with an unlimited number of terms.
2. Members of the Supervisory Board are not necessarily shareholders of the Company.
3. More than half of the members of the Supervisory Board must be residents of Vietnam.
4. In case the term of office of all members of the Supervisory Board end before new members are elected, the existing members shall keep performing their rights and obligations until new members are elected and take over their tasks.

Article 5. Requirements to be satisfied by members of the Supervisory Board

1. A member of the Supervisory Board shall satisfy the following requirements:
 - a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;
 - b) He/she is trained in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation;
 - c) He/she is not a relative of any member of the Board of Directors (the "BOD"), the Chief Executive Officer (the "CEO") or any other managers;
 - d) He/she is not a manager, not necessarily a shareholder or employee of the Company, unless otherwise prescribed by the Company's Charter;
 - e) He/she does not work in the Company's accounting or finance department;
 - f) He/she is not a member or employee of the accredited audit organization that is auditing the Company's financial statements over the last 03 years;
 - g) Other requirements prescribed by law and the Company's Charter.
2. In addition to the requirements specified in Clause 1 of this Article, members of the Supervisory Board must not be relatives of managers of the Company and the parent company.

Article 6. Head of Supervisory Board

1. The Head of Supervisory Board shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the operation of the Company.
2. The Head of Supervisory Board shall be elected by the Supervisory Board among its members; the election, dismissal and discharge of the Head of Supervisory Board shall be carried out under the majority rule.
3. Rights and obligations of the Head of Supervisory Board shall be specified in the Company's Charter.

Article 7. Nomination and self-nomination of members of the Supervisory Board

1. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Supervisory Board. Unless otherwise prescribed by the Company's Charter, candidates shall be nominated as follows:

- a) The group of shareholders that nominate candidates to the Supervisory Board must inform the participants of the meeting before the opening of the GMS;
 - b) Depending on the number of members of the Supervisory Board, the shareholders or groups of shareholders prescribed in this Clause may nominate one or a number of candidates according to the decision of the GMS to the Supervisory Board. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by BOD, the Supervisory Board and other shareholders.
2. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Supervisory Board shall nominate more candidates or organize the nomination in accordance with the Company's Charter, internal regulations on corporate governance, and operating regulations of the Supervisory Board. This must be announced before the GMS starts to vote for members of the Supervisory Board as prescribed by law.

Article 8. Mechanism for election, dismissal and discharge of members of the Supervisory Board

1. The election, dismissal and discharge of members of the Supervisory Board shall be carried out by the GMS.
2. The voting on members of Supervisory Board shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the Supervisory Board, and may cast all or some of the votes for one or some candidates. Elected members of the Supervisory Board shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the BOD receive the same number of votes, they will undergo another voting or be selected according to the voting regulations or the Company's Charter.

Article 9. Cases of dismissal, discharge of members of the Supervisory Board

1. A member of the Supervisory Board will be discharged by the GMS in the following cases:
 - a) He/she no longer fully satisfies the requirements specified in Article 169 of the Law on Enterprises;
 - b) He/she hands in resignation letter which is accepted;
 - c) Other cases specified in the Company's Charter.
2. A member of the Supervisory Board will be dismissed by the GMS in the following cases:
 - a) He/she fails to fulfill the assigned tasks and duties;
 - b) He/she fails to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;
 - c) He/she commits multiple or serious violations against obligations of members of the Supervisory Board prescribed by the Law on Enterprises and the Company's Charter.
 - d) Other cases specified in the resolution of the GMS.

Article 10. Announcement of election, dismissal and discharge of members of the Supervisory Board

1. After candidates for members of the Supervisory Board have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is elected to the Supervisory Board. Information about candidates includes:

- a) Full name, date of birth;
 - b) Qualifications;
 - c) Work experience;
 - d) Other managerial positions;
 - e) Interests relevant to the Company and the Company's related parties;
 - f) Other information (if any) specified in the Company's Charter;
 - g) The Company shall disclose information about the companies in which the candidates are holding managerial positions and their interests in these companies (if any).
2. The results of election, dismissal and discharge of members of the Supervisory Board shall be announced in accordance with regulations on information disclosure.

Chapter III

SUPERVISORY BOARD

Article 11. Rights, obligations and responsibilities of the Supervisory Board

1. Supervise the BOD and the CEO in their managing and operating the Company.
2. Inspect the rationality, legitimacy, truthfulness and prudence in business operation and management; the systematization, uniformity and appropriateness of accounting, statistics production and preparation of financial statement.
3. Inspect the adequacy, legitimacy and truthfulness of income statements, annual and half-year interim financial statements of the Company; assess governance tasks performed by the BOD; submit evaluation reports to the annual GMS. Review contracts and transactions with related persons within the authority to approve of the BOD or the GMS; offer recommendations concerning these contracts and transactions.
4. Review, inspect, and evaluate the effectiveness of the internal control, audit, risk management and early warning system of the Company.
5. Examine accounting books, accounting records and other documents of the Company; management and operation of the Company where necessary or under the resolution of the GMS or at the request of the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises.
6. Within 07 working days from the receipt of the request from the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprise, the Supervisory Board shall carry out an inspection. Within 15 days from the end of the inspection, the Supervisory Board shall submit an inspection report to the BOD and the requesting shareholder or group of shareholders. The inspection by the Supervisory Board must not affect the normal operation of the BOD and the Company's business operation.
7. Propose changes and improvements to the organizational structure, supervision and administration mechanism to the BOD or the GMS.
8. Whenever a member of the BOD, the CEO is found to be violating Article 165 of the Law on Enterprises, promptly send a notice to the BOD requesting the violator to stop the violation and take remedial measures.
9. Participate and discuss in meetings of the GMS, the BOD and other meetings of the Company.
10. Employ independent counselors and internal audits of the Company to serve the performance of their tasks.
11. The Supervisory Board may consult with the BOD before submitting its reports, verdicts and proposals to the GMS.
12. Inspect specific issues relevant to the Company management and administration at the request of the shareholders.

13. Request the BOD to convene an extraordinary GMS.
14. Convene the GMS instead of the BOD within 30 days if the BOD fails to do so as prescribed in Clause 3 Article 140 of the Law on Enterprises.
15. Request the Chairperson of the BOD to convene meeting of the BOD.
16. Examine, extract, copy all or part of the list of related persons and interests prescribed in Clause 1 and Clause 2 Article 164 of the Law on Enterprises.
17. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements; accredited audit organization shall also review the Company's operations where necessary.
18. Take responsibility to the shareholders for the supervision tasks performed by the Supervisory Board.
19. Supervise the Company's financial position and performance, lawfulness of members of the BOD, the CEO and other managers' actions.
20. Cooperate with the BOD, the CEO, and shareholders.
21. Send a written notice to the BOD within 48 hours after discovery of violations against the law or the Company's Charter by a member of the BOD, CEO/Management or other executives of the Company, and request the violator to stop committing the violations and take remedial measures.
22. Formulate the Regulations on the operation of the Supervisory Board and submit them to the GMS for ratification.
23. Witness the vote counting by the BOD and issue a vote counting record if requested by the BOD in case of questionnaire survey for ratification of the GMS' resolution.
24. The Head of Supervisory Board shall preside over the election of the chair of the GMS in case the BOD Chairperson is absent or temporarily unable to work while the remaining members of the BOD cannot elect a chair. In this case, the person who receives the most votes shall chair the meeting.
25. Perform other rights and obligations prescribed by the Law on Enterprises, the Company's Charter, and the resolution of the GMS.

Article 12. Rights to be provided with information of the Supervisory Board

1. Documents and information shall be sent to members of the Supervisory Board at the same time and using the same method as those applied to members of the BOD, including:
 - a) Meeting invitations, questionnaires for members of the BOD and enclosed documents;
 - b) The resolutions, decisions and minutes of the GMS and meetings of the BOD;
 - c) Reports submitted by the CEO to the Supervisory Board or other documents issued by the Company.
2. Members of the Supervisory Board are entitled to access the Company's documents retained at its headquarters, branches and other locations; enter the working locations of the Company's managers and employees during office hours.
3. The BOD, its members, the CEO and other management executives shall provide accurate, adequate and timely information and documents about the Company's management and operation at the request of the Supervisory Board or its members.

Article 13. Responsibility of the Supervisory Board to convene extraordinary GMS

1. The Supervisory Board shall convene the GMS instead of the BOD within 30 days if the BOD fails to convene the GMS in the following cases:
 - a) The number of members of the BOD or the Supervisory Board drops below the minimum number prescribed by law;

- b) It is requested by a shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises;
 - c) An extraordinary GMS is requested by the Supervisory Board but not convened by the BOD, unless otherwise prescribed by the Company's Charter.
2. In case the Supervisory Board does not convene the GMS as per regulations, the Supervisory Board shall pay damage incurred by the Company.
 3. The costs of convening and conducting the GMS as prescribed Clause 1 of this Article shall be reimbursed by the Company.

Chapter IV

MEETINGS OF THE SUPERVISORY BOARD

Article 14. Meetings of the Supervisory Board

1. The Supervisory Board shall have at least 02 meetings per year. Each meeting must be participated by at least two thirds (2/3) of its members.
2. The Supervisory Board is entitled to request members of the BOD, the CEO and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.

Article 15. Minutes of meetings of the Supervisory Board

Minutes of all meetings of the Supervisory Board shall be written in detailed, with the signatures of the meeting's secretary and participating members. All minutes of meetings of the Supervisory Board must be archived in order to attribute responsibility to each member.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 16. Submission of annual reports

The Supervisory Board shall submit the following reports to the GMS:

1. The report on business performance of the Company.
2. The self-assessment report on performance of the Supervisory Board and its members.
3. Remunerations, operating costs and other benefits of the Supervisory Board and each of its members.
4. Summaries of meetings of the Supervisory Board, verdicts and proposals of the Supervisory Board; result of supervision of the Company's operation and finance.
5. Assessment reports on transactions between the Company, subsidiary companies and other companies over 50% of the charter capital of which is controlled by the public company with members of the BOD, the CEO and their related persons; transactions between the Company with companies whose founders or managers are members of the BOD over the last 03 years from the transaction date.
6. Result of supervision of the BOD, the CEO and other executives.
7. Evaluation of cooperation between the Supervisory Board, the BOD, the CEO and shareholders.
8. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements; accredited audit organization shall also audit the Company's operation where necessary.

Article 17. Salaries and other benefits

Unless otherwise prescribed by the Company's Charter, the salaries, remunerations, bonuses and other benefits of members of the Supervisory Board shall comply with the regulations below:

1. Members of the Supervisory Board shall receive salaries, remunerations, bonuses and other benefits under the decision of the GMS. The GMS shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Supervisory Board.
2. Members of the Supervisory Board shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Supervisory Board which has been approved by the GMS, unless otherwise decided by the GMS.
3. Salaries and operating costs of the Supervisory Board shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statements.

Article 18. Disclosure of related interests

1. Members of the Supervisory Board shall declare their related interests, including:
 - a) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises which they hold stakes or shares; their holdings and time of holdings or ownership;
 - b) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises they and their related persons jointly or separately hold stakes or shares that are worth more than 10% of the charter capital.
2. The declaration specified in Clause 1 of this Article must be made within 7 working days from the date the related interest arises; any amendment or supplement must be notified to the Company within 07 working days from the date of such amendment or supplement.
3. Members of the Supervisory Board and their related persons may only use the information obtained from their positions to serve the interests of the Company.
4. Members of the Supervisory Board shall send written notices to the BOD and the Supervisory Board of the transactions between the Company, subsidiary companies, companies over 50% of the charter capital of which is controlled by the Company with related persons of members of the Supervisory Board as prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or the BOD in accordance with provisions of the Law on Securities on information disclosure.
5. Members of the Supervisory Board and their related persons must not use or reveal internal information for carrying out related transactions.

Chapter VI

RELATIONSHIPS OF THE SUPERVISORY BOARD

Article 19. Relationships between members of the Supervisory Board

Members of the Supervisory Board are independent from one another and shall cooperate in performance of common tasks to fulfill the responsibility, rights and obligations of the Supervisory Board as prescribed by law and the Company's Charter. The Head of the Supervisory Board shall coordinate operation of the Supervisory Board but does not have the right to control its members.

Article 20. Relationship with the CEO

The Supervisory Board is independent from the CEO of the Company and shall supervise operation of the Board of Management.

Article 21. Relationship with the BOD

The Supervisory Board is independent from the BOD and shall supervise operation of the BOD.

Chapter VII

IMPLEMENTATION CLAUSES

Article 22. Effectiveness

The Regulations on the operation of the Supervisory Board of the Company consists of 07 chapters, 22 articles and comes into force from 23 June 2021.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF SUPERVISORY BOARD**

(signed)

DO THI QUYNH TRANG