



No.: 35/2022/CV-TGD-VCR JSC



Hanoi, 11 May 2022

INFORMATION DISCLOSURE

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

1. Name of organization: **VINCOM RETAIL JOINT STOCK COMPANY (the “Company”)**

- Stock ticker: VRE

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

- Tel: (84 24) 3974 9999

- E-mail: info@vincom.com.vn

2. Contents of disclosure:

On 10 May 2022, 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 2022 Annual General Meeting of Shareholders.

3. This information is disclosed on the Company’s website via: <https://vincom.com.vn/>, under the Investor Relations/Information Disclosure/Annual

We hereby certify that the information provided is true and correct and we bear the full responsibility for the accuracy of this information before the law.

Attachments:

Meeting Minutes and Resolution of the Company’s 2022 Annual General Meeting of Shareholders.

THE LEGAL REPRESENTATIVE OF

THE COMPANY

CHIEF EXECUTIVE OFFICER

(signed)

TRAN MAI HOA



No.: 01/2022/NQ-DHDCD-VINCOM RETAIL



Hanoi, 10 May 2022

**RESOLUTION OF 2022 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 2022 Annual General Meeting of Shareholders (the “AGM”) meeting minutes dated 10 May 2022;*
- *The vote counting minutes of the 2022 AGM dated 10 May 2022.*

RESOLVES TO:

- 1. Approve the Report of the Board of Directors (the “BOD”) for 2021.**
- 2. Approve the Proposal of the BOD on 2021 business performance and 2022 business plan.**
- 3. Approve the Proposal of the BOD on 2021 financial performance.**
- 4. Approve the Report of the Supervisory Board in 2021.**
- 5. Approve the Appropriation plan for 2021 cumulative undistributed earnings according to the proposal of the BOD.**
- 6. Approve the Remuneration for the members of BOD and the Supervisory Board in 2022 according to the proposal of the BOD.**
- 7. Approve the BOD’s proposal on the list of independent audit companies.**
- 8. Approve the Proposal of the BOD on the amendment and supplement of the Company’s Charter.**
- 9. Approve the plan to list bonds offered to the public.**
- 10. Implementation of the Resolution**

This Resolution takes effect from the date of signing.

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

To:

- *SSC, HOSE, HNX, VSD;*
- *Shareholders;*
- *The Company archives.*

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

(signed)

TRAN MAI HOA



No.: 01/2022/BB-DHDCD-VCR

*Hanoi, 10 May 2022*

**MEETING MINUTES OF
2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

VINCOM RETAIL JOINT STOCK COMPANY (the “Company”)

- Head office: No. 7, Bang Lang 1 Street, Vinhomes Riverside Ecological 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: The meeting started at 9:00 AM on 10 May 2022 in the form of a conference at the following venue: 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 2022 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 matters within the competence of the AGM.

Chairperson of the Meeting announced that the General Meeting was organized and operated in accordance with the Regulation on organization and operation of the AGM approved by the AGM.

2. Shareholder Eligibility Verification Report

Head of the Shareholder Eligibility Verification Committee announced the results of the shareholder eligibility verification report for those attending the AGM by 9:08AM:

- Total number of shareholders attending either directly or by authorized proxy was **121** people, representing 1,834,239,589 shares, equivalent to 1,834,239,589 votes, representing **80.72%** of the total number of votes (based on the Shareholder Register with the list of shareholders having the rights to attend the 2022 AGM as of 06 April 2022 provided by the Vietnam Securities Depository).
- Pursuant to the Company’s Charter, a Meeting is allowed to be convened when there is a quorum of more than 50% of the Company’s votes represented by shareholders attending either directly or by proxy.

Thus, the Meeting satisfied the provisions and could 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
- Mr. Nguyen The Anh – Member of the BOD
- Ms. Pham Thi Thu Hien – Deputy CEO
- Mr. Nguyen Duy Khanh – Deputy CEO
- Ms. Pham Thi Ngoc Ha – Chief Financial Officer
- Mr. Chu Anh Dung – Head of the Supervisory Board

4. Nomination of the Meeting Secretaries by the Chairperson was approved by 100% of the shareholders attending the Meeting, including the following people:

- Ms. Vu Nguyen Hai Duong
- Ms. Nguyen Quynh Trang

5. Nomination of the Vote Counting Committee by the Chairperson was approved by 100% of the shareholders attending the Meeting, including the following people:

- Ms. Pham Thi Hien – Head of the Vote Counting Committee
- Ms. Ngo Thi Nguyet – Member of the Vote Counting Committee
- Ms. Tran Phuong Hoa - Member of the Vote Counting Committee

B. CONTENTS OF THE MEETING

I. Approval of the Meeting Agenda

1. The Chairperson announced and the General Meeting of Shareholders approved the Meeting Agenda (*attached document*) with the approval rate of 100% of the total votes.
2. The General Meeting of Shareholders approved the Regulation on organization and operation of the Annual General Meeting of Shareholders in 2022 (*attached document*) with the approval rate of 100% of the total votes..

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

1. Mr. Nguyen The Anh – Member of the BOD briefly presented the Proposals of the Board of Directors, including:
 - (i) Report of the BOD in 2021;
 - (ii) Proposal of the BOD on 2021 business performance and 2022 business plan;
 - (iii) Proposal of amendment and supplement of the Company’s Charter.
2. Ms. Pham Thi Ngoc Ha – CFO briefly presented the Proposals of the Board of Directors, including:
 - (i) Proposal of the BOD on 2021 financial performance;
 - (ii) Proposal of the Appropriation plan for the 2021 cumulative undistributed earnings;

- (iii) Proposal of the Remuneration for the members of BOD and the Supervisory Board in 2022;
 - (iv) Proposal of the list of independent audit companies;
 - (v) Proposal of the plan to list bonds offered to the public.
3. Mr. Chu Anh Dung – Head of the Supervisory Board briefly presented the Report of the Supervisory Board in 2021.

III. DISCUSSION SESSION

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

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

IV. VOTING ON THE ISSUES DISCUSSED AT THE AGM

1. The Head of the Vote Counting Committee updated the results of the Shareholder Eligibility Verification Report before the AGM conducted the voting at 10:05AM:

Total number of shareholders attending in person and by authorized proxy was **147** people, representing 1,860,115,262 shares, equivalent to 1,860,115,262 votes, accounting for **81.86%** of the total number votes.

2. Instructions on how to vote on contents at the meeting by electronic voting.
3. The AGM conducted voting.

V. ANNOUNCEMENT OF VOTING

Head of the Vote Counting Committee on behalf of the Vote Counting Committee announced the voting.

(Details of voting results for each content of the AGM are shown in the minutes of the vote counting of the AGM in 2022).

VI. REPORTS APPROVED AT THE AGM

- 1. Approved the Report of the Board of Directors (the “BOD”) in 2021. (attached document)**

This Report was adopted with 1,855,822,629 approving votes, equivalent to 99.77% of the total number of votes of all attending and voting shareholders at the meeting.

- 2. Approved the Proposal of the BOD on 2021 Business Performance and 2022 Business Plan. (attached document)**

This Report was adopted with 1,855,822,629 approving votes, equivalent to 99.77% of the total number of votes of all attending and voting shareholders at the meeting.

- 3. Approved the Proposal of the BOD on 2021 financial performance. (attached document)**

This Report was adopted with 1,855,822,629 approving votes, equivalent to 99.77% of the total number of votes of all attending and voting shareholders at the meeting.

- 4. Approved the Report of the Supervisory Board in 2021. (attached document)**

This Report was adopted with 1,855,821,404 approving votes, equivalent to 99.77% of the total number of votes of all attending and voting shareholders at the meeting.

5. **Approved the Proposal of the BOD on the Appropriation plan for the 2021 cumulative undistributed earnings.** *(attached document)*

This Report was adopted with 1,838,439,911 approving votes, equivalent to 98.83% of the total number of votes of all attending and voting shareholders at the meeting.

6. **Approved the Proposal of the BOD on the Remuneration for the members of BOD and the Supervisory Board in 2022.** *(attached document)*

This Report was adopted with 1,855,801,304 approving votes, equivalent to 99.77% of the total number of votes of all attending and voting shareholders at the meeting.

7. **Approved the Proposal of the BOD on the list of independent audit companies.** *(attached document)*

This Report was adopted with 1,760,861,010 approving votes, equivalent to 94.66% of the total number of votes of all attending and voting shareholders at the meeting.

8. **Approved the Proposal of the BOD on the amendment and supplement of the Company's Charter.** *(attached document)*

This Report was adopted with 1,855,822,629 approving votes, equivalent to 99.77% of the total number of votes of all attending and voting shareholders at the meeting.

9. **Approved the plan to list bonds offered to the public.** *(attached document)*

This Report was adopted with 1,855,822,629 approving votes, equivalent to 99.77% of the total number of votes of all attending and voting shareholders at the meeting.

C. APPROVAL OF THE MINUTES OF THE AGM AND THE CLOSING OF MEETING

The Meeting Minutes and enclosed Annexes were adopted at the AGM by 100% of the total number of votes of all attending and voting shareholders at the meeting.

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

The Chairperson and the Secretary are jointly responsible for the accuracy and truthfulness of the contents of the Minutes of the meeting and jointly signed below.

Meeting Secretaries

Chairperson of the Meeting

(signed)

(signed)

Vu Nguyen Hai Duong

Tran Mai Hoa
BOD member cum CEO

(signed)

Nguyen Quynh Trang

AGENDA
2022 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 General Meetings of Shareholders.	Presiding Committee
09:20 – 09:30	Approval of the meeting agenda.	Presiding Committee
09:30 – 10:30	Presentation of reports and proposals:	
	1. Report of the BOD.	Presiding Committee
	2. Proposal of the BOD on 2021 business performance and 2022 business plan.	Presiding Committee
	3. Proposal of the BOD on 2021 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 2021 cumulative undistributed earnings; - Remuneration for members of the BOD and the Supervisory Board for the 2022; - List of independent audit companies; - Amendment and supplement of the Company’s Charter; - Approval on the plan to the listing of bonds offered to the public. 	Presiding Committee
10:30 – 10:50	Discussion.	Presiding Committee
10:50 – 11:10	Voting execution.	Vote Counting Committee
	Vote counting.	Vote Counting Committee
11:10 – 11:20	Break.	Presiding Committee
11:20 – 11:30	Announcement of voting results.	Vote Counting Committee
11:30 – 11:35	Approval of the AGM’s Meeting Minutes and Closing Ceremony.	Presiding Committee



Hanoi, 10 May 2022

**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 and relevant parties participating in the organization of the Meeting, and on conditions and procedures of the Meeting.
- 1.3 Shareholders or proxies attending the Meeting and relevant parties participating in the organization of the Meeting shall be responsible to follow these Regulations and related regulations.

CHAPTER II

RIGHTS AND OBLIGATIONS OF GMS PARTICIPANTS

Article 2: Rights and obligations of shareholders or their proxies

2.1 Eligibility:

Participants must be shareholders or their proxies as confirmed in writing by one or more shareholders with voting rights named in the Company's Shareholder Register established by the Vietnam Securities Depository Center (VSD) on the last registration date for the Meeting.

2.2 Shareholders' rights when attending the AGM:

- a) Shareholders have the right to participate in the Meeting or authorize in writing for another person to represent them as a proxy at the Meeting;

- b) Shareholders and proxies have the right to discuss and vote on all matters within their rights of the AGM in accordance with the Law on Enterprises, other related legislative documents and the Company Charter;
- c) The Organizing Committee shall provide Shareholders and proxies with a Meeting agenda and related materials;
- d) Each shareholder or proxy attending the meeting will receive a Voting Card, or use an access account provided by the Organizing Committee to log in to the system to perform electronic voting (in case Company applies information technology to the organization of the General Meeting);
- e) Any shareholder or proxy arriving late at the Meeting before the end of the Meeting is entitled to register and vote on the matters yet to be presented or voted. The Chairperson of the Meeting is not obligated to pause the Meeting and the effectiveness of the previously voted matters shall not be affected.

2.3 Shareholders' obligations with regards to the GMS:

- a) Shareholders and proxies must bring their valid ID card or passport, invitation letter, and valid power of attorney (in the case of authorized proxies) to the Meeting and register with the Shareholder Eligibility Verification Committee;
- b) Shareholders are responsible for keeping the account access and other identifiers provided by the Group confidential to ensure that only shareholders have the right to participate in electronic voting on the system. In case a proxy is authorized to attend the General Meeting and vote electronically for another individual/organization, the shareholder and the authorized person are responsible for the authorization and e-voting results of the granted access account;
- c) All participants must not cause disruption to or disturbance during the AGM;
- d) All voice recordings, video recordings, or images taken during the Meeting must be publicly disclosed and are subject to the approval of the Meeting Chairperson;
- e) 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;
- f) All participants must strictly adhere to these regulations and respect the results of the Meeting;
- g) 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 who perform the following tasks:

- a) Verifying Participants' eligibility: Request shareholders or proxies 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 to shareholders and proxies voting card and other relevant meeting documents or instructions for shareholders to log into the electronic shareholder eligibility check system at the time of holding the meeting;

- c) The Shareholder Eligibility Verification Committee shall base on login information from the access accounts of shareholders to serve as a basis for determining the number of shareholders attending the General Meeting
 - d) Reporting shareholder attendance results to the GMS:
 - + Before the Meeting begins;
 - + Prior to each voting session at the Meeting;
 - e) Identifying interested shareholders who must abstain from voting based on the information obtained by the Shareholder Eligibility Verification Committee or as provided by shareholders.
- 3.2 The Shareholder Eligibility Verification Committee may form an administrative team to assist in performing its tasks and apply information technology to perform its tasks.

Article 4: Rights and obligations of the Vote Counting Committee

- 4.1 The Vote Counting Committee consists of one head and committee members, nominated by the AGM Chairperson and approved by the AGM to conduct the vote counting at the Meeting.
- 4.2 The Vote Counting Committee is responsible for providing guidance to shareholders on the use of ballots, voting methods in electronic form at the AGM
- 4.3 The Vote Counting Committee counts votes, determines and excludes interested shareholders (if any) from voting on each matter. In case the Vote Counting Committee are unable to identify the exact number of the interested shareholders who must abstain from voting (due to insufficient information or insufficient or unclear statutory regulations), the votes of such shareholders shall still be counted. The fact 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 the necessary number of votes (after removing the votes of the related shareholders) still meets the conditions for approval as prescribed by law.
- 4.4 The Vote Counting Committee is responsible for writing the Vote Counting Minutes and reporting the vote counting results to the Meeting.
- 4.5 The Vote Counting Committee may form an administrative team to assist in performing its tasks and use information technology in vote counting.
- 4.6 The Vote Counting Committee shall be ultimately responsible for the accuracy and integrity of the released vote counting 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 authorizes 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 for force majeure reasons, 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 shareholders 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 shareholders 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 allow 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 attending shareholders and proxies 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 using voting methods 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 shareholders representing more than 50% of the votes of all attending and voting shareholders.

8.2 The following matters shall be considered approved if passed by shareholders representing at least 65% of votes of all attending and voting shareholders:

- 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: Electronic voting

9.1 Shareholders use the Access Account provided by the Group to log into the System to conduct electronic voting.

9.2 Shareholders shall conduct electronic voting according to the instructions of the Organizing Committee at the General Meeting.

9.3 Shareholders with voting rights are shareholders who have registered to attend the General Meeting up to the time of voting and the number of these shareholders is the basis for calculating the percentage of shareholders' votes.

9.4 From the time the System closes the voting content, the shareholder has no right to change any voted content, the voting result of the shareholder is recorded on the System according to the Access Account as the final result and no claim/complaint is allowed in connection with this outcome.

9.5 Voting results will be announced by the Vote Counting Committee at the General Meeting right after the counting of votes is completed

Article 10: Expressing opinions at the Meeting

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

Article 11: Minutes and Resolutions of the Meeting

- 11.1. 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.
- 11.2. The minutes of the Meeting shall be disclosed and adopted by the Meeting before it closes.
- 11.3. 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.
- 11.4. The minutes of the GMS will be published on the Company's website within 24 hours of the GMS.
- 11.5. The minutes of the Meeting will form the basis of the Meeting's resolutions.
- 11.6. Based on the results of the Meeting, the Chairperson shall issue resolutions on matters adopted at the AGM.

Article 12: Effectiveness of these Regulations

- 12.1 These regulations, consisting of three Chapters and twelve Articles, shall take effect immediately upon being approved by the AGM.
- 12.2 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



No.: 01/2022/BC-HDQT-VCR

Independence – Freedom – Happiness

Hanoi, 18 April 2022

**REPORT OF THE BOARD OF DIRECTORS
AT THE 2022 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 2021, Vincom Retail continued to solidify its position as the leading retail property developer, owner and operator in Vietnam. As of December 31, 2021, Vincom Retail owned 80 retail malls in 43 out of 63 cities and provinces. Its gross retail floor area reached nearly 1.7 million square meters. Vincom Retail continued to be the top choice for nearly 1,000 domestic and international retail brands to expand their business in Vietnam.

2021 was also a year that Vincom Retail left its footprint on the retail market by launching a new and unique product model in cooperation with local businesses and retailers, with the goal of building modern retail platforms in new destinations.

In April 2021, Vincom Retail successfully launched Grand World Phu Quoc, the first-ever retail tourism model in Vietnam aimed at turning Phu Quoc into one of the top destinations in Southeast Asia.

Throughout 2020 and 2021, Vincom Retail demonstrated its long-term commitment and cooperation with the tenants by quickly offering effective support package, including rent and service fees waiver. The Company disbursed a support package worth up to VND 3 trillion for tenants affected by the Covid-19 pandemic.

In 2021, Vincom Retail was chosen by many large international tenants such as Uniqlo, H&M, Decathlon, Muji, thanks to its reputation as a leading leasing partner, to expand their chain of stores nationwide by continuously launching new stores in Hanoi and Ho Chi Minh City.

In terms of business performance, Vincom Retail recorded consolidated net revenue of nearly VND 5.9 trillion and the profit after tax of VND 1.3 trillion in 2021. This result was achieved by close partnerships with tenants where Vincom Retail played the role of a strategic partner for retail brands and a pioneer in leading retail market growth.

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

2.1 General activities:

The BOD of the Company consists of six members, including two independent members.

In 2021, the BOD has decentralized and assigned 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.

In the context of the pandemic, the BOD flexibly held meetings in the form of offline and 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 2021, the BOD conducted four regular meetings with the attendance rate of 100% and issued 11 resolutions approving the following key issues:

- Approving issues related to the organization of the 2021 Annual General Meeting of Shareholders (“GMS”);
- Approving contracts/transactions between the Company and related parties in 2021;
- Approving some other important matters within the competence of the BOD.

The list of Resolutions/Decisions of the BOD issued in 2021 has been announced in the Company's 2021 Corporate Governance Report.

2.2 The BOD’s supervisory activities:

In 2021, 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;
- Successfully organized the 2021 Annual GMS on June 23, 2021;
- Organized and directed the implementation of the 2021 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 the Management's operations in business activities;
- Supervised information disclosure to ensure transparency and timeliness in accordance with regulations;
- Supervised the work of the Management to improve business performance and to accomplish planned goals.

2.3 Independent BOD members’ activities and their assessment of 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, 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 timely provided guidance to offer rent waiver packages to support tenants, demonstrate the company's motto of long-term cooperation with partners, and achieve the business goals. Both the economy in general and the Company in particular are going through a difficult

period, but the Company still ensures the safety of the operation of the whole system, employees and customers. 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 the 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 2021 is presented specifically in the Proposal of the BOD on the remuneration of members of the BOD in 2022.

Members of the BOD are reimbursed for accommodation, travel cost and other reasonable expenses when performing assigned tasks, and enjoy other preferential benefits 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 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 approved by the BOD are disclosed in the Company's 2021 Corporate Governance Report.

5. Vincom Retail's 2022 business plan:

Given the firm foundation in 2021, Vincom Retail is expected to strongly recover with the retail industry and be a leader in exploring new market trends in 2022.

In terms of scale, Vincom Retail plans to launch three new projects with a retail gross floor area of nearly 95,000 square meters bringing its total retail gross floor area to nearly 1.8 million square meters. Also, Vincom Retail will further explore and upgrade retail tourism products at Grand World Phu Quoc and VinWonders to optimize the operation of these potential projects.

Regarding product development, Vincom Retail will focus on research and development of next-generation products to stay on top of global trends in the retail market. In particular, it plans to launch a new generation of Vincom Mega Malls, which are expected to become Life-Design Malls that establish modern, dynamic and unique lifestyles for the young generations.

With regard to expanding its tenant network, Vincom Retail will focus on expanding its tenants in two categories: international tenants and Vietnamese tenants. For launched projects, Vincom Retail further upgrade tenant mix to meet emerging needs and market trends.

In 2022, Vincom Retail will further enhance the customer experience to create retail malls with the best customer experience in Vietnam. In addition, its internal management system will be standardized, streamlined, and automated in order to minimize operational costs and optimize efficiency.

Human capital is at Vincom Retail's core of development, the Company will provide training programs to improve human resources quality for key positions, while developing future leaders through self-learning and intensive training courses.

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



No.: 02/2022/TTr-HĐQT-VCR

Independence – Freedom – Happiness

Hanoi, 18 April 2022

PROPOSAL OF THE BOARD OF DIRECTORS

Re: Business performance in 2021 and business plan in 2022 of the Company

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

Despite the fact that 2021 was the most challenging year since the outbreak of the Covid-19 pandemic, Vietnam's economy recorded a positive growth rate of 2.58% and was in the Top 20 economies in terms of international trade.

For the retail industry, the total revenue in 2021 reached nearly VND 4,790 trillion, down 3.8% compared with 2020. However, since the fourth quarter of 2021, as a result of accelerated vaccinations and economic stimulus policies, Vietnam has begun adapting its economy to the new normal. Total retail sales in the fourth quarter of 2021 increased by 28% compared to the previous quarter. The retail industry is expected to further recover and grow in 2022 as it benefits from post-lockdown spending trends.

On the positive side, Covid-19 has presented not only challenges but also opportunities for high-performing retailers who are able to predict trends and buyer personas in order to drive disruptive growth and dominate the market.

Against this backdrop, Vincom Retail Joint Stock Company (the “**Company**” or “**Vincom Retail**”) has achieved encouraging business results in 2021 as follows:

I. Operational results of Vincom Retail in 2021:

In terms of scale, in 2021, Vincom Retail maintained its position as the number one retail property investor in the Vietnamese market, managing 80 retail shopping malls in 43 provinces and cities nationwide, with gross retail floor area of approximately 1.7 million square meter.

In terms of business performance, Vincom Retail recorded consolidated net revenue of nearly VND 5.9 trillion and the annual after-tax profit of VND 1.3 trillion in 2021. These achievements were made possible thanks to close partnerships with tenants where Vincom Retail played the role of a strategic partner for retail brands and a pioneer in leading retail market growth.

Throughout 2020 and 2021, Vincom Retail demonstrated its long-term commitment and cooperation by standing by its tenants and quickly offering effective support, including reduced rent and service fees. In 2020 and 2021, the Company disbursed a support package worth up to VND 3 trillion for tenants affected by the Covid-19 pandemic.

In 2021, thanks to its reputation as the leading leasing partner, Vincom Retail was chosen by many large international tenants such as Uniqlo, H&M, Decathlon, Muji as a partner to expand their chain of stores nationwide by continuously launching new stores in Hanoi and Ho Chi Minh City.

In terms of operation, Vincom Retail implemented a variety of different measures to optimize management costs and drive more efficient operations. In addition, Vincom Retail standardized and

simplified its management and operations in order to successfully adapt to the rapidly changing environment. The company placed pandemic prevention efforts and the safety of all operations staff, tenants, and shoppers as its top priorities.

Additionally, using a customer-centric approach, Vincom Retail consistently managed to upgrade the customer experience, turning Vincom shopping malls into "bright spots" in provinces and cities where they are located. These efforts aim to improve service quality by implementing three measures: facility upgrades, service quality improvement, and the digitization of communication channels and search engines.

2021 was also a year that Vincom Retail left its footprint on the retail market by launching a new and unique product model in cooperation with local businesses and retailers, with the goal of building modern retail platforms in new destinations.

In April 2021, Vincom Retail successfully launched Grand World Phu Quoc, the first-ever retail tourism model in Vietnam aimed at turning Phu Quoc into one of the top destinations in Southeast Asia.

II. Business results of Vincom Retail in 2021 (Based on the 2021 Audited Consolidated Financial Statements in accordance with the Vietnamese Accounting Standards)

1. Revenue:

Total Revenue reached VND 5.9 trillion in 2021, of which Revenue from Leasing Activities and Rendering of Related Services was VND 4.7 trillion, Revenue from Sale of Inventory Properties was VND 1.0 trillion and Other Revenue was VND 186 billion. Due to the impact of the epidemic, Revenue from Leasing Activities and Rendering of Related Services decreased by VND 1.3 trillion, equivalent to 22% compared to 2020. Revenue from Sale of Inventory Properties was mainly from the handover of shophouses projects in Thai Hoa, Uong Bi, Bac Lieu, Cam Pha.

2. Profit after tax:

Profit After Tax was VND 1.3 trillion, a decrease of 45% compared to 2020.

3. Tax obligations:

During 2021, the Company incurred a total of VND 1.2 trillion of tax payables, and the Company paid a total of VND 1.0 trillion to the State budget.

III. 2022 Business plan

In 2022, Vincom Retail aims to solidify its leading position in the Vietnam retail property market by driving market trends and addressing changing consumer tastes nationwide. In 2022, Vincom Retail plans to launch three retail malls and increase a total GFA to nearly 1.8 million m² across the network.

About product diversification, Vincom Retail will focus on developing the large-scale Vincom Mega Mall (VMM) at Vinhomes' mega polycentric cities in Hanoi and Ho Chi Minh City, as well as other big cities in Vietnam. These will be strategic projects, representing many well-known domestic and international brands, including brands making their debut in Vietnam and serving as a place where Vincom Retail introduces new shopping and entertainment trends and address the locales' need for excellent services and world-class experience.

About Tenant Collaboration, Vincom Retail's relationship with tenants is central to its business plan for 2022. New tenants will be divided into two groups: international tenants and Vietnamese brands. Vincom Retail also aims to bridge connections in the business community, share cooperation opportunities, and market new consumer products.

About attracting customers, Vincom Retail malls need to be more than shopping centers. They connect communities and become cultural hubs where people meet to enjoy entertainment and dining as well as shopping. Vincom Retail focuses on building an information management system and a customer database to enhance the customer experience while launching the Vincom website and applications to optimize customer touch point effectiveness. As part of its role in building connections and leading the market, Vincom Retail works with tenants to develop policies and business solutions that will drive market recovery in 2022 through impactful promotions.

About cooperation within the Vingroup Ecosystem, to promote its services and enhance revenues, Vincom Retail will continue to receive support from other subsidiaries within the Group. Vincom Retail will also work with One Mount Group in collaboration with tenants to facilitate promotional campaigns and effective targeted marketing tactics.

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 the 2022 business plan in accordance with the Vietnam Accounting Standards as follows:

- Net revenue: approximately 8 trillion VND
- Profit after tax: approximately 2.4 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



No.: 03/2022/TTr-HĐQT-VCR

Independence – Freedom – Happiness

Hanoi, 18 April 2022

PROPOSAL OF THE BOARD OF DIRECTORS**Re: The financial performance of the Company in 2021****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 2021 audited consolidated financial statements as follows:

1. Assets:

Total Assets of Vincom Retail reached VND 37.9 trillion. Items with major changes in 2021 are presented below:

- *Current Assets* decreased slightly by VND 185 billion, from VND 7.0 trillion at the end of 2020 to VND 6.8 trillion at the end of 2021
- *Non-Current Assets* decreased VND 1.8 trillion from 32.8 trillion in 2020 to VND 31.0 trillion in 2021, mainly due to the reclassification of project investment deposit from long-term assets to short-term assets according to the remaining term of the contract.

2. Borrowings and Owners’ equity:

Owners’ Equity increased VND 1.3 trillion from VND 29.3 trillion in 2020 to VND 30.7 trillion in 2021, due to a *Retained Earnings* of 1.3 trillion VND despite challenges posed by the Covid-19 pandemic.

Total Debt decreased by VND 2.6 trillion from VND 5.7 trillion in 2020 to VND 3.2 trillion in 2021, mainly due to bond principal repayments.

During the fiscal year ending 31 December 2021, *Current Ratio* increased from 1.98 to 2.36 times because the decrease in *Current Liabilities* was higher than the decrease in *Current Assets*. *Current Liabilities* decreased mainly due to the reduction of payables related to property transfer.

Total Liabilities dropped sharply mainly due to bond repayments resulting in a sharp decrease in the *Total Liabilities/Total Equity Ratio* from 26.32% to 19.07% while *Owners’ Equity/Total Equity Ratio* increased from 73.68% to 80.93%.

3. Consolidated revenue and profit

Total Revenue reached VND 5.9 trillion in 2021, a decrease of 29% compared to 2020. *Profit After Tax* was VND 1.3 trillion, representing a year-on-year decline of 45%.

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 2021 Financial Statements were audited by KPMG Ltd., and are published on the Company's website: <http://ir.vincom.com.vn/en/financial-statements-presentations/>.*



No.: 04/2022/BC-BKS-VCR

Independence – Freedom – Happiness

Hanoi, 18 April 2022

**REPORT OF THE SUPERVISORY BOARD
AT THE 2022 ANNUAL MEETING OF SHAREHOLDERS**

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

In 2021, the Supervisory Board 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 of the Supervisory Board 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 the Company of 2021 as audited by KPMG Limited. The financial statements give an accurate view of the financial position of the Company as of 31 December 2021 and the results of operations and cash flows for the year 2021 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 2021 consolidated financial statements were as follows:

a) Consolidated business performance:

- Net revenue : VND 5.9 trillion
- Total profit before tax : VND 1.7 trillion
- Net profit after tax : VND 1.3 trillion

b) Consolidated assets:

- Current assets : VND 6.8 trillion
- Non-current assets : VND 31.0 trillion
- Total assets : VND 37.9 trillion

c) Owners' equity : VND 30.7 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 2021 and 2022 Action plan of the Supervisory Board

In 2021, 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 Law of Enterprises, 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, contributing to minimize risks in business operations.

In 2021, the Supervisory Board carried out these functions during the year:

- Oversaw the implementation of GMS and BOD resolutions in 2021;
- Supervised and evaluated on the implementation of business plans to achieve the revenue and profit plans of the Company;
- Ensured the accuracy 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 and its affiliates' key related-party transactions.

In 2022, 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, semi-annual, 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 2021, 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 BOARD

(signed)

CHU ANH DUNG



No.: 05/2022/TTr-HĐQT-VCR

Independence – Freedom – Happiness

Hanoi, 18 April 2022

PROPOSAL OF THE BOARD OF DIRECTORS

Re: Approve the Appropriation plan for 2021 cumulative undistributed earnings, Remuneration for members of the Board of Directors and the Supervisory Board in 2022 and list of independent audit companies for the fiscal year 2022

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 2021 cumulative undistributed earnings, remuneration for members of the BOD and the Supervisory Board in 2022 and list of independent audit companies for the fiscal year 2022 as follows:

1. Approve the appropriation plan for 2021 cumulative undistributed earnings

Based on the Company’s consolidated financial statements audited by KPMG Limited, the cumulative undistributed earnings as of 31 December 2021 were **VND 9.3 trillion**.

The BOD submits to the GMS for approval of the appropriation plan for 2021 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 2022

The BOD and the Supervisory Board report to the GMS the actual remuneration for the members of the BOD and the Supervisory Board in 2021 and remuneration plan for 2022 as follows:

(i) Actual remuneration for 2021:

- Remuneration for the BOD was VND 2.6 billion – equivalent to 0.2% of the 2021 profit after tax;
- Remuneration for the Supervisory Board was VND 0.3 billion – equivalent to 0.03% of the 2021 profit after tax.

The total remuneration for the BOD and the Supervisory Board complied with the Resolution of the 2021 Annual GMS.

(ii) Remuneration plan for 2022:

Based on the 2022 business plan, the BOD and the Supervisory Board submit to the GMS to approve the 2022 remuneration plan for the BOD and the Supervisory Board as follows (consistent with the proposed remuneration plan in 2021):

- Remuneration for the BOD is limited to a maximum of VND 3 billion;
- Remuneration for the Supervisory Board is limited to a maximum of VND 1 billion.

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 2022

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 to authorize the Chief Executive Officer to select one of the following companies as the audit company for the Company's 2022 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



No.: 06/2022/TTr-HĐQT-VCR

Independence – Freedom – Happiness

Hanoi, 18 April 2022

PROPOSAL OF THE BOARD OF DIRECTORS

(Re: Amendment of the Charter of the Company)

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

On 11 January 2022, the XV National Assembly of the Socialist Republic of Vietnam passed Law No. 03/2022/QH15 Amending and Supplementing a Number of Articles of the Enterprise Law (“Law No. 03/2022/ QH15”). On the basis of changes in law, the Board of Directors (“BOD”) of Vincom Retail Joint Stock Company (“Company”) would like to submit to The General Meeting of Shareholders (“GMS”) amendments and supplements to the company's Charter company in accordance with the provisions of Law No. 03/2022/QH15.

Amendments and supplements to the Charter are in the Appendix attached to this Proposal.

The Board of Directors submit to the General Meeting of Shareholders (the “GMS”) for consideration and approval of the amendments and supplements to the Charter of the Company. Other articles of the Charter remain in full effect and unchanged.

The new Charter takes effect from the date of approval of the General Meeting of Shareholders and replaces the Charter issued on 23 June 2021 together with the amendments and supplements to the Charter.

Chief Executive Officer – the Legal representative of the Company shall review, sign and issue the new Charter in accordance with the laws.

The new Charter after being promulgated will be posted on the Company's website at the link: <https://vincom.com.vn/>, section Shareholder Relations/ Corporate Documents Section.

Thank you./.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRPERSON

(signed)

THAI THI THANH HAI

APPENDIX

AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF VINCOM RETAIL JOINT STOCK COMPANY

No.	Related Terms	Contents of the current Charter	Proposed adjustment	Reason for adjustment
1.	Article 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.	Resolutions on the following issues shall be passed if they receive at least 65% affirmative votes from all attending and voting 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.	In accordance with Law No. 03/2022/QH15
2.	Article 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 approved by a number of shareholders representing at least 50% of the total voting shares of all attending shareholders.	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 approved by a number of shareholders representing at least 50% of the total voting shares of all attending and voting shareholders .	In accordance with Law No. 03/2022/QH15



No.: 07/2022/ TTr-HĐQT-VCR

Hanoi, 18 April 2022

PROPOSAL OF THE BOARD OF DIRECTORS

(On the plan to the listing of bonds offered to the public)

To: THE GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises and its guiding documents (“**Law on Enterprises**”);
- Pursuant to the Law on Securities and its guiding documents (“**Law on Securities**”);
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 guiding the details of the implementation of some articles of the Law on Securities (“**Decree 155**”);
- Pursuant to the Charter of Vincom Retail Joint Stock Company (the “**Issuer**” or “**Company**”).
- Pursuant to the actual needs and situation of Company.

Pursuant to Decree 155, the listing of bonds offered to the public (hereinafter referred to as “**Bonds Issued to the Public**”) must be approved by the Annual General Meeting of Shareholders (“**AGM**”).

Therefore, in order to ensure that the offering of Bonds issued to the public by the Company will be done in accordance with the law, the **BOD** respectfully submits to the AGM for approval of the following contents:

1. Approving the registration of the Publicly Issued Bonds that the Company will issue soon (if any) at the Vietnam Securities Depository Center or the Vietnam Securities Depository and Clearing Corporation (depending on cases of application, and hereinafter collectively referred to as “**VSD**”) and the listing of the Bonds issued to the Public at the Hanoi Stock Exchange in accordance with the provisions of current laws.
2. Assign/authorize the Board of Directors and approve the BOD's authorization to the Chairman of the Board of Directors or the CEO, based on the specific situation, to decide and be responsible for organizing the implementation of necessary tasks and procedures in order to successfully complete the registration and listing of Publicly Issued Bonds at VSD and Hanoi Stock Exchange.

Kindly submit to the AGM for consideration and endorsement.

Thank you./.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

(signed)

THAI THI THANH HAI