



Hanoi, 27 April 2023

**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 (“Vincom Retail”)**

- Stock code: VRE

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

- Tel: (84 24) 3974 9999

- E-mail: [info@vincom.com.vn](mailto:info@vincom.com.vn)

2. Content of information disclosure:

On 26 April, 2023, the Chairman of the 2023 Annual General Meeting of Shareholders ("GMS") signed the Minutes and Resolutions of the Company's AGM.

On 26 April, 2023, The Board of Directors for the term 2023 – 2028 which was elected by the GMS and includes 06 members organized the first meeting and elected Ms. Thai Thi Thanh Hai as the Chairman of the Board of Directors for the term 2023 – 2028.

On the same day the Supervisory Board for the term of 2023-2028 which was elected by the GMS and includes 3 members organized the first meeting and elected Mr. Chu Anh Dung as the Head of Supervisory Board for the term 2023-2028.

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

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law./.

Attachments:

- Minutes and Resolution of 2023 Annual GMS and other enclosed documents.

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

*(signed)*

**TRAN MAI HOA**

**CHANGE IN PERSONNEL**

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

Pursuant to Resolution No. 01/2023/NQ-ĐHĐCĐ-VINCOM RETAIL issued by 2023 Annual General Meeting of Shareholders ("GMS"), Meeting Minutes No. 03/2023/BBH-HDQT-VCR of the Board of Directors ("BOD") and Meeting Minutes No. 02/2023/BBH-BKS-VCR of the Supervisory Board of Vincom Retail Joint Stock Company on April 26, 2023, we would like to announce the change in personnel of Vincom Retail Joint Stock Company as below:

**I. Election/appointment (\*):**

- 1. Electing Ms. Thai Thi Thanh Hai**
  - Title before election: The Chairman of the BOD
  - Title after election: The Chairman of the BOD
  - Term of member of the Board of Directors: in accordance with the term of the Board of Directors (2023 – 2028)
  - Effective Date: 26 April 2023
- 2. Electing Ms. Tran Mai Hoa**
  - Title before election: Member of the BOD
  - Title after election: Member of the BOD
  - Term of member of the Board of Directors: in accordance with the term of the Board of Directors (2023 – 2028)
  - Effective Date: 26 April 2023
- 3. Electing Ms. Le Mai Lan**
  - Title before election: Member of the BOD
  - Title after election: Member of the BOD
  - Term of member of the Board of Directors: in accordance with the term of the Board of Directors (2023 – 2028)
  - Effective Date: 26 April 2023
- 4. Electing Mr. Nguyen The Anh**
  - Title before election: Member of the BOD
  - Title after election: Member of the BOD
  - Term of member of the Board of Directors: in accordance with the term of the Board of Directors (2023 – 2028)
  - Effective Date: 26 April 2023
- 5. Electing Mr. Fong, Ming Huang Ernest**
  - Title before election: Member of the BOD
  - Title after election: Member of the BOD
  - Term of member of the Board of Directors: in accordance with the term of the Board of Directors (2023 – 2028)
  - Effective Date: 26 April 2023
- 6. Electing Mr. Sanjay Vinayak**
  - Title before election: Member of the BOD

- Title after election: Member of the BOD
  - Term of member of the Board of Directors: in accordance with the term of the Board of Directors (2023 – 2028)
  - Effective Date: 26 April 2023
- 7. Electing Mr. **Chu Anh Dung****
- Title before election: The Chairman of the Supervisory Board
  - Title after election: The Chairman of the Supervisory Board
  - Term of the Chairman of the Supervisory Board: in accordance with the term of the Supervisory Board (2023 – 2028)
  - Effective Date: 26 April 2023
- 8. Electing Ms. **Tran Thanh Tam****
- Title before election: Member of the Supervisory Board
  - Title after election: Member of the Supervisory Board
  - Term of the Chairman of the Supervisory Board: in accordance with the term of the Supervisory Board (2023 – 2028)
  - Effective Date: 26 April 2023
- 9. Electing Ms. **Nguyen Thu Phuong****
- Title before election: Member of the Supervisory Board
  - Title after election: Member of the Supervisory Board
  - Term of the Chairman of the Supervisory Board: in accordance with the term of the Supervisory Board (2023 – 2028)
  - Effective Date: 26 April 2023

This information was published on the company's website on 27/04/2023, as in the link <http://ir.vincom.com.vn/>

**VINCOM RETAIL JOINT STOCK COMPANY**

*(signed)*

**TRAN MAI HOA**  
**Chief Executive Officer**



No.: 01/2023/NQ-DHDCD-VINCOM RETAIL



Hanoi, 26 April 2023

**RESOLUTION OF 2023 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 2023 Annual General Meeting of Shareholders (the “AGM”) meeting minutes dated 26 April 2023;
- The vote counting minutes of the 2023 AGM dated 26 April 2023.

**RESOLVES:**

1. Approve the Report of the Board of Directors (the “BOD”).
2. Approve the Proposal of the BOD on 2022 Business Performance and 2023 Business Plan.
3. Approve the Proposal of the BOD on 2022 Financial Performance according to the 2022 Financial Statements.
4. Approve the Report of the Supervisory Board on the Business Results of the Company and activities of the BOD and Management in 2022.
5. Approve the Appropriation plan for 2022 cumulative undistributed earnings according to the proposal of the BOD.
6. Approve the Remuneration for the BOD Members and the Supervisory Board in 2023 according to the proposal of the BOD.
7. Approve the BOD’s proposal on the list of independent audit companies.
8. Election of the BOD for the term of 2023 – 2028 with the following results:

No.	Full name of BOD members	Votes	Ratio (%)
1	Ms. Thai Thi Thanh Hai	1,539,997,239	100.05%
2	Ms. Tran Mai Hoa	1,539,997,239	100.05%
3	Ms. Le Mai Lan	1,538,584,239	99.96%
4	Mr. Nguyen The Anh	1,538,584,239	99.96%
5	Mr. Sanjay Vinayak	1,538,934,238	99.98%
6	Mr. Fong, Ming Huang Ernest	1,538,934,038	99.98%

The BOD for the term of 2023 – 2028 (05 years) includes the following members:

1. Ms. Thai Thi Thanh Hai
2. Ms. Tran Mai Hoa
3. Ms. Le Mai Lan

4. Mr. Nguyen The Anh
5. Mr. Sanjay Vinayak
6. Mr. Fong, Ming Huang Ernest

The member of the BOD will hold the first meeting to elect the Chairperson for the term of 2023 – 2028.

**9. Election of the Supervisory Board for the term of 2023 – 2028 with the following results:**

No.	Full name of Supervisory Board members	Votes	Ratio (%)
1	Mr. Chu Anh Dung	1,526,737,880	100.00%
2	Ms. Tran Thanh Tam	1,526,737,880	100.00%
3	Ms. Nguyen Thu Phuong	1,526,737,880	100.00%

The Supervisory Board for the term of 2023 – 2028 (05 years) includes the following members:

1. Mr. Chu Anh Dung
2. Ms. Tran Thanh Tam
3. Ms. Nguyen Thu Phuong

The member of the Supervisory Board will hold the first meeting to elect the Head of the Supervisory Board for the term of 2023 – 2028.

**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;
- *The Company archives.*

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

*(signed)*

**THAI THI THANH HAI**



No.: 01/2023/BB-DHDCD-VCR

*Hanoi, 26 April 2023*

**MEETING MINUTES OF  
2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**VINCOM RETAIL JOINT STOCK COMPANY (the “Company”)**

- Head office: No. 7, Bang Lang 1 Street, Vinhomes Riverside 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 26 April 2023 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 2023 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 9:00AM:

- Total number of shareholders attending either directly or by authorized proxy was **112** people, representing **1,787,547,877** shares, equivalent to **1,787,547,877** votes, representing **78.67%** of the total number of votes (based on the Shareholder Register with the list of shareholders having the rights to attend the 2023 AGM as of 26 April 2023 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. Sanjay Vinayak – Member of the BOD
- Mr. Fong, Ming Huang Ernest – Member of the BOD
- Ms. Pham Thi Thu Hien – Deputy CEO
- Ms. Pham Thi Ngoc Ha – Chief Financial Officer

**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. Tran Phuong Hoa

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

- Mr. Nguyen Anh Dung – Head of the Vote Counting Committee
- Ms. Ngo Thi Nguyet – Member of the Vote Counting Committee
- Ms. Nguyen Thi Thao – 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 2023 (*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. Ms. Pham Thi Thu Hien – Deputy CEO, briefly presented the Proposals of the Board of Directors, including:
  - (i) Report of the BOD (*attached document*)
  - (ii) Proposal of the BOD on 2022 business performance and 2023 business plan (*attached document*)
2. Ms. Tran Mai Hoa – Member of the BOD cum CEO, briefly presented the Proposals of the Board of Directors, including:
  - (i) Proposal on the election of the BOD for the term of 2023 – 2028, the Regulations on the election of the BOD (*attached document*), and disclosure of the list and information of the BOD candidates including the following members:
    1. Ms. Thai Thi Thanh Hai
    2. Ms. Tran Mai Hoa
    3. Ms. Le Mai Lan
    4. Mr. Nguyen The Anh
    5. Mr. Fong, Ming Huang Ernest
    6. Mr. Sanjay Vinayak

- (ii) Ms. Pham Thi Ngoc Ha – CFO briefly presented the Proposals of the Board of Directors, including:
  - (i) Proposal of the BOD on 2022 Financial Performance according to the 2022 Financial Statements
  - (ii) Proposal of the Appropriation plan for the 2022 cumulative undistributed earnings
  - (iii) Proposal of the Remuneration for the members of BOD and the Supervisory Board in 2023
  - (iv) Proposal of the list of independent audit companies
- (iii) Mr. Chu Anh Dung – Head of the Supervisory Board briefly presented the reports and proposals, including:
  - (i) Performance report of the Supervisory Board in 2022 (*attached document*).
  - (ii) Proposal on the election of the Supervisory Board for the term of 2023 – 2028, the Regulations on the election of the Supervisory Board (*attached document*), and disclosure of the list and information of the Supervisory Board candidates including the following members:
    - 1. Mr. Chu Anh Dung
    - 2. Ms. Tran Thanh Tam
    - 3. Ms. Nguyen Thu Phuong

### **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 PROPOSALS AND ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND OF THE SUPERVISORY BOARD**

1. The Head of the Vote Counting Committee updated the results of the Shareholder Eligibility Verification Report before the AGM conducted the voting at 10:15 AM:

Total number of shareholders attending in person and by authorized proxy was 149 people, representing **1.904.905.835** shares, equivalent to 1.904.905.835 votes, accounting for **83.83%** of the total number votes.

2. Instruction on voting methods on contents at the AGM and electing the BOD and the Supervisory Board in the form of e-voting.
3. The AGM conducted voting and elections.

### **V. ANNOUNCEMENT OF VOTING AND ELECTION RESULTS**

Head of the Vote Counting Committee on behalf of the Vote Counting Committee announced the voting and election results.

(Details of voting results for each content of the AGM are shown in the minutes of the vote counting of the AGM in 2023).

### **VI. REPORTS APPROVED AT THE AGM**

- I. Approved the Report of the Board of Directors (the “BOD”) in 2022.**



*This Report was adopted with 1,904,784,825 approving votes, equivalent to 100 % of the total number of votes of all attending and voting shareholders at the meeting.*

**2. Approved the Proposal of the BOD on 2022 Business Performance and 2023 Business Plan.**

*This Report was adopted with 1,904,784,525 approving votes, equivalent to 100% of the total number of votes of all attending and voting shareholders at the meeting.*

**3. Approved the Proposal of the BOD on 2022 Financial Performance according to the 2022 Financial Statements.**

*This Report was adopted with 1,898,365,725 approving votes, equivalent to 99.66% of the total number of votes of all attending and voting shareholders at the meeting.*

**4. Approved the Report of the Supervisory Board in 2022.**

*This Report was adopted with 1,904,784,825 approving votes, equivalent to 100% 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 2022 cumulative undistributed earnings.**

*This Report was adopted with 1,902,625,125 approving votes, equivalent to 99.89% 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 2023.**

*This Report was adopted with 1,904,784,525 approving votes, equivalent to 100% 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.**

*This Report was adopted with 1,830,915,238 approving votes, equivalent to 96.12% of the total number of votes of all attending and voting shareholders at the meeting.*

**8. Election of the BOD for the term of 2023 – 2028 with the following results.**

<b>No.</b>	<b>Full name of BOD members</b>	<b>Votes</b>	<b>Ratio (%)</b>
1	Ms. Thai Thi Thanh Hai	1,539,997,239	100.05%
2	Ms. Tran Mai Hoa	1,539,997,239	100.05%
3	Ms. Le Mai Lan	1,538,584,239	99.96%
4	Mr. Nguyen The Anh	1,538,584,239	99.96%
5	Mr. Sanjay Vinayak	1,538,934,238	99.98%
6	Mr. Fong, Ming Huang Ernest	1,538,934,038	99.98%

The member of the BOD will hold the first meeting to elect the Chairperson for the term of 2023 – 2028.

**9. Election of the Supervisory Board for the term of 2023 – 2028 with the following results.**

<b>No.</b>	<b>Full name of Supervisory Board members</b>	<b>Votes</b>	<b>Ratio (%)</b>
1	Mr. Chu Anh Dung	1,526,737,880	100.00%
2	Ms. Tran Thanh Tam	1,526,737,880	100.00%
3	Ms. Nguyen Thu Phuong	1,526,737,880	100.00%

The member of the Supervisory Board will hold the first meeting to elect the Head of the Supervisory Board for the term of 2023 – 2028.

**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 11:30 AM 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)**

\_\_\_\_\_  
**Tran Phuong Hoa**

**PROPOSED AGENDA**  
**2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**VINCOM RETAIL JOINT STOCK COMPANY**

Time	Content	Chaired by
<b>08:30 – 09:00</b>	Shareholder registration & distribution of meeting materials	Organizing Committee
<b>09:00 – 09:05</b>	Shareholder Attendance Report	Head of Shareholder Eligibility Verification Committee
<b>09:05 – 09:10</b>	Introduction of the Annual General Meeting of Shareholders (“AGM”) Chairperson and Presiding Committee	MC
<b>09:10 – 09:15</b>	Opening ceremony, nomination of AGM Secretaries and Election of Vote Counting Committee	Presiding Committee
<b>09:15 – 09:20</b>	Approval of regulations on the organization and operation of the AGM	Presiding Committee
<b>09:20 – 09:30</b>	Approval of the meeting agenda	Presiding Committee
<b>09:30 – 10:30</b>	Presentation of reports and proposals:	
	1. Report of the Board of Directors (“BOD”)	Presiding Committee
	2. Proposal of the BOD on 2022 business performance and 2023 business plan	Presiding Committee
	3. Proposal of the BOD on 2022 financial performance according to the 2022 Financial Statements	Presiding Committee
	4. Report of the Supervisory Board	Head of the Supervisory Board
	5. Proposals submitted for approval regarding: <ul style="list-style-type: none"> <li>- Appropriation plan for the 2022 cumulative undistributed earnings;</li> <li>- Remuneration for BOD Members and the Supervisory Board for 2023;</li> <li>- List of independent audit companies;</li> <li>- Proposal for the election BOD for the term 2023 – 2028 and Policy on election of BOD members;</li> <li>- Proposal for the election of the Supervisory Board for the term of 2023 – 2028 and Policy on election of Supervisory Board;</li> <li>- Other matters (if any)</li> </ul>	Presiding Committee
<b>10:30 – 10:50</b>	Discussion	Presiding Committee
<b>10:50 – 11:10</b>	Guidance and implementation of the election of BOD Members and Supervisory Board	Vote Counting Committee
	Voting execution	
	Counting of shares with voting rights and votes for the BOD and Supervisory Board	
<b>11:10 – 11:20</b>	Short break	Presiding Committee

<b>11:20 – 11:35</b>	Announcement of the results of vote counting and electing members of the BOD and Supervisory Board for the term of 2023 – 2028	Vote Counting Committee
<b>11:35 – 11:45</b>	Approval of the AGM's Meeting Minutes and Closing Ceremony	Presiding Committee



Hanoi, 26 April 2023

**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.: 01/2023/BC-HDQT-VCR

Independence – Freedom – Happiness

Hanoi, 30 March 2023

**REPORT OF THE BOARD OF DIRECTORS  
AT THE 2023 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”)**

2022 was a remarkable year where Vietnam’s economy saw a strong recovery and constantly ranked in the top ten nations according to the Nikkei’s COVID-19 Recovery Index. Vietnam's retail market was a bright spot with annual GDP growth rate of 8%, the highest in Southeast Asia. FDI disbursement reached USD 22 billion, with retail and wholesale ranked number 1 among industries for the number of newly registered projects.

Vincom Retail, as the pioneer in the retail leasing market, is ready to capture opportunities for disruptive growth in 2023, leveraging Vietnam’s consumption growth and its golden population structure.

In 2022, Vincom Retail was honored as one of the "Inspirational Brand" at the Asia Pacific Enterprise Awards (APEA) and ranked among the 50 Most Valuable Brands in Vietnam by Brand Finance. With the fast-paced development of 83 shopping malls in 44 provinces and cities across the country, Vincom Retail has delivered exceptional retail, entertainment and dining experiences for millions of customers, upgrading the lifestyle of the Vietnamese people every day.

Vincom Retail was the only retail property developer to open three new shopping malls in 2022, all with committed occupancy rates over 94%. Given the impact of COVID-19, Vincom Retail’s effort to bring new retail leasing supply to the market demonstrated a strong commitment to drive the recovery of Vietnam's modern retail market.

In 2022, Vincom Retail recorded a strong business performance, with a total revenue of VND 7,361 billion for 25% yoy growth. Profit after tax reached VND 2,777 billion, up 111% from last year and equivalent to 116% of management’s guidance. Thanks to cost optimization initiatives implemented during the last two years, Vincom Retail recorded an outstanding after-tax profit margin of 38%, once again affirming Vincom Retail’s position among the most efficient retail mall developer and operator among regional peers.

Throughout its 18-years history, Vincom Retail has been the number one strategic partner for leading retail brands in Vietnam. In line with the strong market recovery in 2022, international and domestic tenants have continued to open new stores in Vincom's network across the country.

Vincom Retail also saw success from the launch of its "new-generation" retail malls following the Life-Design mall concept. Of particular note, Vincom Mega Mall Ocean Park was honored as Vietnam’s best shopping mall at the Asia Pacific Property Awards (APPA) while Vincom Mega Mall Smart City is a "revolutionary" project that delivered memorable customer experience by combining

modern technology, indoor natural landscaping, and services that have never been offered in a shopping mall.

In an effort to renew itself and cultivate the brand among younger generations, Vincom Retail launched a TikTok-based communication channel named "Di Mo", pioneering new lifestyle trends for young generation and rapidly reached the largest number of followers among shopping mall chains in Asia.

Meanwhile, Vincom Retail has sought to further improve customer experience by upgrading its facilities and services and promoting its service-from-the-heart culture which is at the core of its business.

## **Activities of the Board of Directors (the “BOD”)**

### **1.1 General activities:**

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

In 2022, the BOD has delegated and assigned tasks to the Chairperson of the BOD and the Legal representative to reduce the workload of the BOD for a number of routine administrative and operational matters.

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 important policies for the operation and development orientation of the Company. In 2022, the BOD conducted four regular meetings with the attendance rate of 100% and issued nine resolutions approving the following key matters:

- Approving matters related to the organization of the 2022 Annual General Meeting of Shareholders (“GMS”);
- Approving contracts/transactions between the Company and related parties in 2022;
- Approving some other important matters within the competence of the BOD.

The list of Resolutions/Decisions of the BOD issued in 2022 has been announced in the Company's 2022 Corporate Governance Report.

### **1.2 The BOD’s supervisory activities:**

In 2022, 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 sourcing and deployment of capital sources for the projects that have been and are being developed by the Company;
- Successfully organized the 2022 Annual GMS on 10 May, 2022;
- Organized and directed the implementation of the 2022 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.

### **1.3 Independent BOD members' activities and their assessment of the BOD's activities**

#### **a) Activities of the independent members of the BOD**

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 valuable opinion to the BOD decisions. The independent BOD members contributed opinions to decisions/matters 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 prompt and flexible decisions to adapt with the changes in business plan during and after Covid-19 pandemic. In the two years 2020 - 2021, the BOD promptly made decision to offer rental support packages, demonstrate the Company's commitment to long-term partnership with partners. After Covid-19's restrictions in Vietnam were lifted in the first quarter of 2022, the support packages were also quickly reduced, helping the Company capture the recovery of the retail market and drive strong business growth in 2022.

Generally, 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.

### **2. Remuneration, operating costs and other benefits of the BOD**

The report on remuneration for the BOD in 2022 is presented specifically in the Proposal of the BOD on the remuneration of members of the BOD in 2023.

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.

### **3. 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 2022 Corporate Governance Report.

### **4. Vincom Retail's 2023 business plan:**

Heading into 2023, with the mission to build connections in the business community and remain pioneer in the retail leasing market, Vincom Retail will capture opportunities for disruptive growth in 2023, with the following main objectives:

1. Focusing on building the new-generation Life-Design concept and expand the malls network to reach 85 malls and cover 45 over 63 provinces across the country
2. Accompany strategic tenants to roll-out new stores in high-potential tier-2 cities and explore the portfolio of new tenants to ramp up the occupancy rates of existing malls network
3. Strengthen customers experience and drive brand affinity across online and offline channels
4. Maintain and improve operational efficiency by nurturing strong talent resources and implementing initiatives to further optimize management and operation of the company

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.: 02/2023/TTr-HĐQT-VCR

Independence – Freedom – Happiness

Hanoi, 30 March 2023

## PROPOSAL OF THE BOARD OF DIRECTORS

**Re: Business performance in 2022 and business plan in 2023 of the Company**

**Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS**

In 2022, despite global market's headwinds, notably due the geopolitical conflict, China's Zero-Covid policy, and global monetary tightening, Vietnam's economy remained highly resilient as a rare bright spot in the world economic picture.

In 2022, Vietnam's GDP growth reached 8.02%, the highest from 2011 to 2022 and the highest in Southeast Asia. In the midst of high inflation rates in different countries around the world, Vietnam managed to contain inflation at 3.2%, below the Government's target of 4%, and among the lowest globally.

Against this backdrop, Vincom Retail Joint Stock Company (the "Company" or "Vincom Retail") has achieved strong business results in 2022 as follows:

### **I. Operational results of Vincom Retail in 2022:**

In 2022, Vincom Retail recorded a remarkably strong business results, with total revenue of VND 7,361 billion, an increase of 25% yoy. Net profit after tax reached VND 2,777 billion, up by 111 % yoy and successfully exceeding full-year guidance. Net profit margin recorded a high level of 38% as the result of optimization initiatives, affirming Vincom Retail's position among the best operating efficiency in the retail real estate industry.

As of December 31, 2022, Vincom Retail owns 83 shopping malls in 44 provinces and cities in the country with a total retail floor area of up to 1.75 million square meters. In 2022, Vincom Retail was the only retail property developer in Vietnam to launch three new malls: VMM Smart City, VCP My Tho, VCP Tran Huynh, Bac Lieu, all with committed occupancy rates over 94%. This new supply is helping to drive the recovery of Vietnam's retail market while solidifying Vincom Retail's pioneer position in the market.

In 2022, Vincom Retail was honored as one of the "Inspirational Brand" at the Asia Pacific Enterprise Awards (APEA) and ranked among the 50 Most Valuable Brands in Vietnam by Brand Finance. In addition, Vincom Mega Mall Smart City was also honored as "Retail Development Vietnam Chapter" and "Development Marketing Vietnam Chapter" at the Asia Pacific Property Awards (APPA).

With a network of 83 malls across the country, Vincom Retail is the preferred partner of international and domestic tenants when expanding their business in Vietnam. In the fourth quarter of 2022, global brand Uniqlo opened three stores, while Maison and its brands such as Pedro, MLB, Puma, Mujosh and Charles & Keith added eight new stores in Vincom Retail's network, and Trung Nguyen Legend simultaneously opened 26 stores at Vincom Plaza and Vincom+ system across the country.

Vincom Mega Mall Smart City was officially launched on April 28, 2022 as the first large-scale retail mall project developed after two years that the retail property market was at a halt with almost no new supply. The new generation retail mall model has distinctive concept and design, drawing top domestic and international shopping, dining and entertainment brands.

Finally, ESG commitment has always been at heart of the company business operation. Vincom Retail is committed to reducing environmental impacts and to positively contributing to the local communities where Vincom Retail operates. By 2022, Vincom Retail installed solar batteries in 50 shopping malls, and continue to install in 8 more malls in 2023. Total solar power generated since 2018 is 23.2 million kWh, helping to reduce 17 thousands tons of CO2 emissions into the environment<sup>1</sup>.

*(1) Conversion based on the Grid Emission metrics announced by the Ministry of Natural Resources and Environment every December*

## **II. Business results of Vincom Retail in 2022 (Based on the 2022 Audited Consolidated Financial Statements in accordance with the Vietnamese Accounting Standards)**

### **1. Revenue:**

Total revenue rose to VND 7,361 billion in 2022. Of this amount, Revenue from Leasing Activities and Rendering of Related Services was VND 6,864 billion. Revenue from the Sale of Inventory Properties was VND 381 billion and Other Revenue was VND 116 billion. Revenue from leasing activities and rendering of related services increased by VND 2,163 billion, an increase of 46% yoy, as businesses were affected by the pandemic in Q1/2022 only and there were new revenue sources from three newly opened shopping malls, namely VMM Smart City, VCP My Tho and VCP Bac Lieu.

### **2. Profit after tax:**

Profit After Tax was VND 2,777 billion, an increase of 111% compared to 2021.

### **3. Tax obligations:**

During 2022, the Company incurred a total of VND 1,519 billion of tax payables, and the Company paid a total of VND 1,176 billion to the State budget.

## **III. 2023 Business plan**

Heading into 2023, despite the uncertainties in the global market outlook, Vietnam's GDP growth is expected to be among the highest in the region. Grounded by a solid foundation from 18 years of fast-paced development, Vincom Retail is committed to capturing growth opportunities of the market, catching up with latest consumption trends globally.

In 2023, Vincom will strengthen its pioneering position by launching two new retail malls, Vincom Mega Mall Grand Park in HCMC and Vincom Plaza Ha Giang, with a total retail GFA of 55 thousands square meters, in order to reach 85 malls covering 45 of Vietnam's 63 provinces and cities by the end of the year. Locations selected include those with good traffic conditions and the centers of major provinces and cities, in order to provide a comprehensive set of shopping, dining, entertainment offers for residents and visitors to the area.

In 2023, Vincom Retail will focus on upgrading the positioning and performance of our existing malls by helping strategic tenants to expand their coverage in high-potential tier-2 cities and provinces, as well as expanding the portfolio of new tenants, both international and domestic. Vincom Retail will work with potential popular regional brands to help them set up their first stores in Vietnam, and foster collaboration between international brands and domestic retailers and to accelerate investment by new brands in the market.

Vincom Retail will further develop the new-generation Vincom Mega Mall model with its distinctive design, aiming to become an essential lifestyle destination for the younger generation. For better customer experience, Vincom Retail will further improve its facilities, deliver top-quality customer service, and spread its service-from-the-heart culture.



Putting people at the heart of its core values, Vincom Retail shall roll out training programs to develop the company's human resources, growing its future leaders. Optimization initiatives and digital transformation in management and operations will further support a lean management structure, enhance decision-making and foster Vincom Retail's competitiveness.

With the action plan above, the Board of Directors would like to submit to the General Meeting of Shareholders (the "GMS") for approval the 2023 Business plan in accordance with the Vietnam Accounting Standards as follows:

- Net revenue: from VND 10,350 billion
- Profit after tax: from VND 4,680 billion

The proposed 2023 Business plan is based on management's estimates of improved economic prospects and business environment in 2023 as the market is expected to continue to recover from Covid-19. Under an alternative scenarios with better-than-expected economic drivers and business environment, the Board of Directors set a target of net revenue and profit after tax of VND 11,500 billion and VND 5,200 billion, respectively.

Kindly submitted to the General Meeting of Shareholders for consideration and approval of the 2023 Business plan.

Thank you./.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRPERSON**

**(signed)**

**THAI THI THANH HAI**



No.: 03/2023/TTr-HĐQT-VCR

Independence – Freedom – Happiness

Hanoi, 30 March 2023

**PROPOSAL OF THE BOARD OF DIRECTORS****Re: Financial performance of the Company in 2022****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 2022 audited consolidated financial statements as follows:

**1. Assets:**

*Total Assets* of Vincom Retail reached VND 42,701 billion. Items with major changes in 2022 are presented below:

- *Current Assets* increased by VND 3,708 billion from VND 6,827 billion in 2021 to VND 10,535 billion in 2022, mainly from the cash flow from operating activities in 2022 and ongoing shophouse inventory properties projects in Dien Bien and Quang Tri, most of which will be delivered in 2023.
- *Non-Current Assets* increased by VND 1,119 billion from VND 31,047 billion in 2021 to VND 32,166 billion in 2022, mainly from the deposits for the development of a number of new retail malls to be delivered between 2023 and 2025.

**2. Liabilities:**

*Owners’ Equity* increased by VND 2,774 billion from VND 30,651 billion in 2021 to VND 33,425 billion in 2022, driven by an increase in retained earnings.

*Total Borrowing* increased slightly by VND 29 billion from VND 3,158 billion in 2021 to VND 3,187 billion in 2022 due to a slight increase in liabilities related to finance lease assets.

*Current Ratio* remained very healthy, decreasing slightly from 2.36 to 1.82 times, as *Current Liabilities* increased in a greater extent than *Current Assets*. Specifically, *Current Liabilities* increased mainly due to a re-categorization of a bond principal payments from long-term to short-term as it is due within 12 months, and an increase in advances from customers for two shophouse projects Dien Bien and Dong Ha Quang Tri.

By the end of the fiscal year 2022, *Total Liabilities/Total Resources* increased from 19.07% to 21.72% while *Owner’s Equity/Total Resources* ratio decreased from 80.93% to 78.28%. Vincom Retail's financial indicators remained very healthy, both in terms of liquidity and capital structure, backed by stable net cash flow from operating activities.

**3. Consolidated revenue and profit**

*Total Revenue* reached VND 7,361 billion in 2022, increasing by 25% yoy. *Revenue from Leasing of Investment Properties and Rendering of Related Services* reached VND 6,864 billion,

increasing by 46% YoY as businesses were affected by the pandemic in 1Q2022 only and there were new revenue sources from the three newly opened shopping malls.

After two years of focus on optimizing operational efficiency with a series of initiatives on cost optimization, ranging from energy costs, to operational, human resources, and marketing costs, Vincom Retail's profit margin has been improved. Subsequently, *Profit After Tax* in 2022 was VND 2,777 billion, up 111% from last year and equivalent to 116% of the Management's target announced in the 2022 AGM.

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 2022 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.: 04/2023/BC-BKS-VCR

Independence – Freedom – Happiness

Hanoi, 30 March 2023

**REPORT OF THE SUPERVISORY BOARD  
AT THE 2023 ANNUAL MEETING OF SHAREHOLDERS**

**Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS**

In 2022, 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 “**AGM**”) 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 AGM as follows:

**1. The Company’s financial performance**

The Supervisory Board approves the separate financial statements and consolidated financial statements of the Company of 2022 as audited by KPMG Limited. The financial statements give an accurate view of the financial position of the Company as of 31 December 2022 and the results of operations and cash flows for the year 2022 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 2022 consolidated financial statements were as follows:

a) Consolidated business performance:

- Net revenue	:	VND 7,361 billion
- Total profit before tax	:	VND 3,524 billion
- Net profit after tax	:	VND 2,777 billion

b) Consolidated assets:

- Current assets : VND 10,535 billion
- Non-current assets : VND 32,166 billion
- Total assets : VND 42,701 billion

c) Owners' equity : VND 33,425 billion

## **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 2022 and 2023 Action plan of the Supervisory Board**

In 2022, 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 AGM 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 2022, the Supervisory Board carried out these functions during the year:

- Oversaw the implementation of AGM and BOD resolutions in 2022;
- 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 2023, 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 2022, 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.: 05/2023/TTr-HĐQT-VCR

Independence – Freedom – Happiness

Hanoi, 30 March 2023

## PROPOSAL OF THE BOARD OF DIRECTORS

**Re: Approve the Appropriation plan for 2022 cumulative undistributed earnings, Remuneration for members of the Board of Directors and the Supervisory Board in 2023 and list of independent audit companies for the fiscal year 2023**

**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 2022 cumulative undistributed earnings, remuneration for members of the BOD and the Supervisory Board in 2023 and list of independent audit companies for the fiscal year 2023 as follows:

### **1. Approve the appropriation plan for 2022 cumulative undistributed earnings**

Based on the Company’s consolidated financial statements audited by KPMG Limited, the cumulative undistributed earnings as of 31 December 2022 were **VND 12,065 billion**.

The BOD submits to the GMS for approval of the appropriation plan for 2022 cumulative undistributed earnings as follows: **The cumulative undistributed earnings will be retained for use in the Company’s business operation and expansion.**

### **2. Approve the remuneration for members of the BOD and the Supervisory Board in 2023**

The BOD and the Supervisory Board report to the GMS the actual remuneration for the members of the BOD and the Supervisory Board in 2022 and remuneration plan for 2023 as follows:

#### **(i) Actual remuneration for 2022:**

- Remuneration for the BOD was VND 1.8 billion – equivalent to 0.06% of the 2022 profit after tax;
- Remuneration for the Supervisory Board was VND 0.7 billion – equivalent to 0.03% of the 2022 profit after tax.

The total remuneration for the BOD and the Supervisory Board complied with the Resolution of the 2022 Annual GMS.

#### **(ii) Remuneration plan for 2023:**

Based on the 2023 business plan, the BOD and the Supervisory Board submit to the GMS to approve the 2023 remuneration plan for the BOD and the Supervisory Board as follows (consistent with the proposed remuneration plan in 2022):

- 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 2023**

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 2023 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**





Hanoi, 30 March, 2023

No.: 06/2023/TTr-HDQT-VCR

**PROPOSAL OF THE BOARD OF DIRECTORS**

**Re.: Electing members of the Board of Directors for the 2023 – 2028 term**

**Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS**

The 05 (year) term of the Board of Directors of Vincom Retail for the 2018 – 2023 term shall expire in 2023. Pursuant to the provisions of the Law on Enterprises 2020, the Securities Law 2019, the Charter of Vincom Retail Joint Stock Company (“**Company**”), the Board of Directors (“**BOD**”) would like to submit to the General Meeting of Shareholders’ (“**GMS**”) for consideration and approval the followings:

**1. Number of BOD members**

The BOD proposes that for the 2023 – 2028 term, BOD will consist of 06 members.

**2. Eligibility and pre-requisites for BOD candidates**

2.1 Candidates must satisfy all requirements set forth in Article 155 of the Law on Enterprises 2020 in order to become eligible for the election, specifically as follows:

- Are legally competent and not specifically prohibited from establishing and managing enterprises pursuant to Clause 2, Article 17 of the Law on Enterprises 2020;
- Having professional expertise and experience in business administration or specifically relevant to Vingroup’s business segments;
- Not necessarily being Vingroup’s shareholders; and
- Do not simultaneously hold BOD positions at more than 05 other companies.

2.2 The GMS shall elect BOD members for the 2023 – 2028 term in compliance with the Election Regulations approved at the Annual General Meeting of Shareholders (“**AGM**”). A draft of the Election Regulations is attached to this proposal.

**3. Dossier for nominated and self-nominated candidates includes:**

- Nomination/self-nomination application form (in required form);
- Resume of the candidate;
- Copies of Identity Card/Passport and Diplomas and/or certificates of educational qualifications of the candidate (if any);
- Valid power of attorney (in case a shareholder authorizes a proxy to nominate);
- Such aforementioned documents must be sent to the following address and received before 5:00pm on 17 April 2023 by:

**The Organizing Committee of the 2023 Annual General Meeting of Shareholders**

**Vincom Retail Joint Stock Company**

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

**Phone: 024-39749999**

- Only nominated/self-nominated candidates that meet the requirements set forth shall be included in the list of candidates announced at the AGM.

4. Information of candidates for the BOD, Draft Regulations on election of members of the BOD, forms of votes for the BOD are posted on the Company's website at the link: <https://vincom.com.vn/> under the Investor Relations//Information Disclosure/General Meeting of Shareholders.

Respectfully submit to the GMS for consideration and approval procedures for electing the BOD for the term 2023 - 2028.

Thank you./.

To:

- *As stated above;*
- *Company Archives*

**ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRMAN**

**(signed)**

**THAI THI THANH HAI**



Hanoi, 30 March 2023

**REGULATIONS ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF  
VINCOM RETAIL JOINT STOCK COMPANY FOR THE TERM 2023 – 2028**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 dated 27 June 2020 and its guiding documents (“Law on Enterprises”);*
- *The Law on Securities No. 54/2029/QH14 dated 26 November 2019 and its guiding documents (“Law on Securities”);*
- *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;*
- *The Charter of Vincom Retail Joint Stock Company (“Company”).*

**Article 1 Principles of election and eligibility to vote:**

**1.1. Principles of election:**

- a. The election is carried out in compliance with relevant laws, the Charter and in line with the Election Regulations in order to ensure democratic and legal entitlements of all shareholders.
- b. The election is carried out publicly via sealed ballots.

- 1.2. **Eligibility to vote:** Shareholders who own shares with voting rights that matches the list of shareholders issued by the Vietnam Securities Depository Center (VSD) on 20 March 2023, or their proxies who attend the General Meeting of Shareholders in person.

**Article 2 Number, criteria, and requisites of members of the Board of Directors for the term 2023 – 2028:**

2.1 The number of members of the Board of Directors to be elected: 06 members.

2.2 Criteria and requisites to be a member of the BOD for the new term:

Candidates are required to satisfy all requirements set forth in Article 155 of the Law on Enterprises as follows:

- Are legally competent and not specifically prohibited from establishing or managing an enterprise pursuant to Clause 2, Article 17 of the Law on Enterprises.
- Having professional expertise and experience in general business management or specifically related to Company’s core business segments;
- Not necessarily being a Company shareholder; and
- Do not simultaneously hold BOD positions at more than 05 other companies.

**Article 3 Nomination/self-nomination of member of the BOD for the 2023 – 2028 term:**

The nomination and candidacy for members of the Board of Directors is carried out as follows:

- 3.1. Shareholder or a group of shareholders holding at least 10% of total voting shares for a minimum consecutive period of 6 months shall have the right to nominate a candidate to the

BOD.

- 3.2 In such cases where the number of nominated/self-nominated candidates does not meet the minimum number specified in Company's Charter or required by law, the incumbent Board of Directors may nominate or conduct the nomination of additional candidates up to the minimum number required. The list of candidates that the incumbent Board of Directors nominate must be announced at the General Meeting of Shareholders before the nomination can proceed.

**Article 4 Dossier for nomination/self-nomination of candidate for the 2023 – 2028 term**

- 4.1 Dossier for nomination/self-nomination of candidate shall consist of:

- Nomination/self-nomination application form (in required form);
- Resume filled out by the candidate;
- Copies of Identity Card/Passport and Diplomas and/or certificates of educational qualifications of the candidate (if any).
- Valid power of attorney (if the shareholder has a proxy)

- 4.2 The dossier for the nomination must be sent to the Organizing Committee before 5:00pm, 17 April 2023 at the following address:

**The Organizing Committee of the 2023 Annual General Meeting of Shareholders  
Vincom Retail Joint Stock Company**

**Address: 7 Bang Lang 1 Street, Vinhomes Riverside Urban Area, Viet Hung Ward,  
Long Bien District, Hanoi, Vietnam**

**Phone: 024-39749999 Fax: 024-39748888**

- 4.3 Only nominated/self-nominated candidates that meet with requirements set forth shall be included in the list of candidates announced at the Annual General Meeting of Shareholders ("AGM").

**The attachment to this Regulation includes:**

***Form 1: The BOD member self-nomination form***

***Form 2: The BOD member nomination form***

**Article 5 Election procedure:**

- 5.1. The vote-casting to elect members of the BOD shall be conducted by way of cumulative voting, whereby each shareholder or the proxy attending the Meeting shall have the total number of votes equals to the total number of shares owned/authorized multiplied by the number of members to be elected.
- 5.2. A shareholder or the proxy attending the AGM may cast all of his or her votes for 01 candidate or divide the votes among nominated candidates such that the total number of votes for candidates cannot exceed their total number of eligible votes.

For example:

- a. A shareholder owning 100 VRE ordinary shares and the General Meeting of Shareholders shall vote to elect 6 members of the BOD;
- b. The shareholder shall have:  $100 \text{ (shares)} * 6 \text{ (members of the BOD to be elected)} = 600$  votes (on the ballot given to each shareholder, Company has readily provided the total number of votes of each shareholder);
- c. The shareholder may use all 600 votes for 01 candidate or divide the votes among the candidates as long as the total votes casted are equal to or smaller than 600.

**Article 6 Election methodology:**

- 6.1. Ballot

Each shareholder or the proxy attending the Meeting shall be given a ballot, on which the

code and name of the shareholder, the total number of votes (equals to the number of shares multiplied by the number of the BOD members to be elected) and the list of candidates being nominated to the BOD are stated.

- a. The ballot bears Company's official stamp.
- b. The ballot may use digital code or a bar code to help the Vote Counting Committee to proceed with the checking of votes in a timely and accurate manner.

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

- a. Valid ballot is:
  - Released by the Organizing Committee with official stamp of Company
  - Signed by the shareholder or the proxy;
  - Not torn, erased or scratched.
- b. Invalid ballot is:
  - Issued by anyone other than the Organizing Committee;
  - Without Company's official stamp;
  - Torn, erased or scratched and/or containing names of candidates who are not on the list of candidates approved by the General Meeting of Shareholders prior to the vote-casting;
  - Without signature of the shareholder or the proxy;
  - Containing unauthorized additional information and symbols;
  - Having the total number of votes casted for candidates in excess of the total votes entitled;
  - Voting for a number of candidates exceeding the number of BOD members to be elected;
  - Submitted to the Vote Counting Committee after the vote-casting has finished and the voting box has been sealed off.

The invalid ballots are dismissed from the election results.

- c. Filling a ballot:
  - The shareholder shall write the number of votes he/she wants to cast for a candidate on the column "number of votes" and the row corresponding to that candidate's name.
  - If the shareholder does not elect a particular candidate, he/she shall put the number "0" or leave blank on the column "number of votes" and the row corresponding to that candidate.
  - Each shareholder/proxy can use the total given votes for one or multiple or none of the candidates.
  - Should the shareholder make mistakes while filling out the ballot, provided that it has not been put into the voting box, he/she may contact the Head of the Vote Counting Committee directly to exchange the ballot in order to uphold the shareholder's right.

6.3. General principles of vote-casting for the BOD members:

- a. Before the vote-casting, the Vote Counting Committee shall conduct the inspection of the voting box status as witnessed by the shareholders.
- b. The vote-casting is commenced upon the order of the Head of the Vote Counting Committee and finished when the final shareholder puts his or her ballot into the voting box or after 15 minutes from the commencement, whichever comes first. Any shareholder or proxy who participates in the General Meeting of Shareholders shall

cast his/her votes into the voting box to elect members of the Board of Directors. After the vote-casting is completed, the voting box shall be sealed off by the Vote Counting Committee.

- c. The vote counting process shall be conducted immediately after the vote-casting is completed and the voting box is sealed.

6.4. Regulations on vote counting process:

a. The Vote Counting Committee:

- Shall conduct the work in a separate room.
- May use electronic devices and technical experts to support the vote counting process.
- Shall check the validity of the ballots.
- Shall check each ballot in turn and record in writing vote counting results.
- Shall seal off all ballots, and hand over to the Head of the Vote Counting Committee.

b. Establishing and disclosing minutes of vote counting:

- Upon completion of the vote counting, the Vote Counting Committee shall write the minutes of vote counting results
- Contents of the minutes must include:
  - Time and location of the vote counting;
  - Members of the Vote Counting Committee;
  - Total shareholders attending the General Meeting of Shareholders;
  - Total shareholders casting votes;
  - Number and proportion of valid and invalid ballots;
  - Number and proportion of votes for each respective candidate;
  - The vote counting minutes must include signatures of all members of the Vote Counting Committee.
- Announcement of the Minutes of Votes Counting:

Based on the minutes, the Vote Counting Committee shall announce the results of the election at the GMS. The election results shall be recorded in the GMS Resolution.

**Article 7      Electronic voting**

- 7.1 Shareholders use the Access Account provided by the Group to log into the System to conduct electronic voting.
- 7.2 Shareholders shall conduct electronic voting according to the instructions of the Organizing Committee at the General Meeting.
- 7.3 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.
- 7.4 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.
- 7.5 Voting results will be announced by the Vote Counting Committee at the General Meeting right after the counting of votes is completed.

**Article 8      Selection criteria**

- 8.1. The candidates to win the election as member of the Board of Directors 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.
- 8.2. In the case where there are two or more candidates with the same number of votes for the remaining position in the Board of Directors, preferential treatment shall be given to the one who owns higher number of shares in Company. In the case where the candidates do not own shares or possess the same number of shares, the General Meeting of Shareholders shall re-elect among candidates with equal number of votes. The successful candidate shall be the one with the higher number of votes.

**Article 9      Complaints over vote-casting and vote counting**

Any complaints over vote-casting and vote counting shall be addressed by the Chairman of the General Meeting of Shareholders and recorded in the minutes of the General Meeting of Shareholders.

**Article 10      Effectiveness**

These regulations consist of 10 Clauses, which shall come into effect immediately upon approval by Company's General Meeting of Shareholders and shall only apply to the BOD election for the term 2023-2023 at the 2023 AGM.

**On behalf of  
The General Meeting of Shareholders**

*(signed)*

**Thai Thi Thanh Hai  
Chairman of the Board of Directors**

**FORM 1: THE BOARD OF DIRECTORS SELF-NOMINATION**

(Attached to Regulations on election of the Board of Directors members for the term 2023 – 2028)

**VINCOM RETAIL JOINT STOCK  
COMPANY**



**THE SOCIALIST REPUBLIC OF VIETNAM**

Independence - Freedom - Happiness



Hanoi, , 2023

**THE BOARD OF DIRECTORS SELF-NOMINATION FORM**

**VINCOM RETAIL JOINT STOCK COMPANY**

**Respectfully submitted to: The Organizing Committee of the 2023 Annual General Meeting of Shareholders**

My name is.....

Shareholder Code: .....

Date of Birth: ..... Place of Birth.....

Residential Address: .....

ID/Passport Number: ..... Date of issue .....Place of issue.....

Degree: ..... Major.....

Share ownership: ..... shares, equivalent to.....% Charter Capital of Vincom Retail JSC (“Company”).

Pursuant to the provisions of the Law on Enterprise and the Company’s Charter, I am nominating myself for the position of a member of the Board of Directors of Company for the term 2023 - 2028.

I undertake that I meet all the eligibility requirements for the nomination of member of the Board of Directors in accordance with Company’s Charter and the Law on Enterprises.

Thank you.

**NOMINATING SHAREHOLDER**

*(Signature and full name)*

Enclosure:

1. Resume of the candidate
2. Copy of a valid Identity Card/Passport of the candidate
3. Copy of Diplomas and/or certificates of educational qualifications of the candidate



**FORM 2: THE BOARD OF DIRECTORS NOMINATION**

**(Attached to Regulations on election of the Board of Directors members for the term 2023 – 2028)**

**VINCOM RETAIL JOINT STOCK  
COMPANY**



**THE SOCIALIST REPUBLIC OF VIETNAM**

Independence - Freedom - Happiness



Hanoi, , 2023

**THE BOARD OF DIRECTORS NOMINATION FORM**

**VINCOM RETAIL JOINT STOCK COMPANY**

**Respectfully submitted to: The Organizing Committee of the 2023 Annual General Meeting of Shareholders**

The shareholder(s) of Vincom Retail Joint Stock Company (the “**Company**”) listed below

<b>No.</b>	<b>Full name of shareholder</b>	<b>ID/ Passport/ Business Registration Certificate No., date and place of issue</b>	<b>Number of shares owned</b>	<b>% of Charter Capital owned</b>	<b>Signed by individual shareholder, or signed and sealed by Legal representative of corporate shareholder</b>

Pursuant to the provisions of the Law on Enterprises and the Company’s Charter, we would like to nominate:

Mr. /Ms.....

Date of Birth: ..... Place of Birth.....

Residential Address: .....

ID/Passport Number: ..... Date of issue .....Place of issue.....

Degree: ..... Major.....

for the position of a member of the Board of Directors of the Company for the term 2023 – 2028.

I/We undertake that Mr. /Ms..... meet all the eligibility requirements for the nomination of member of the Board of Directors in accordance with the Company’s Charter and the Law on Enterprises.

Thank you

Enclosure:

1. Resume of the candidate
2. Copy of a valid Identity Card/Passport of the candidate
3. Copy of Diplomas and/or certificates of educational qualifications of the candidate
4. Valid power of attorney (in case the shareholder(s) authorize(s) a proxy)



## PROPOSAL OF THE SUPERVISORY BOARD

### Re: Election of the Supervisory Board members for the term 2023 – 2028

#### To: THE GENERAL MEETING OF SHAREHOLDERS

In 2022, the office five-year term (2017 – 2022) of the Supervisory Board of Vincom Retail Joint Stock Company (“**Company**”) will expire. According to the provisions of the Law on Enterprises, In case the term of office of all Controllers expires before an election can be carried out, the existing Controllers shall keep performing until Controllers are elected and take over the job. Therefore, the Supervisory Board of the Company continues to exercise the relevant rights and obligations of the Controller from the end of the term until now.

According to the provisions of the Law on Enterprises and the Charter of Company, the Supervisory Board would like to submit proposed election of the Supervisory Board members for the term 2023 - 2028 to the AGM for review and approval with the following details:

- 1. The number of members of the Supervisory Board elected:** 03 members.
- 2. Eligibility and pre-requisites for Supervisory Board candidates.**
  - 2.1. Members of the Supervisory Board shall meet qualifications and conditions prescribed in Article 169 of the Law on Enterprises and Company Charter, specifically as follows:
    - 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 Company'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 of Company;
    - d) He/she is not a manager of Company;
    - e) Not necessarily being a Company shareholder or employee.

In addition, a member of the Supervisory Board does not fall into the following cases:

- (i) Any person working for financial, accounting department of the Group;
  - (ii) Be a member or an employee of the independent accredited audit organization that audited the Group's financial statements over the last 03 years.
- 2.2. The AGM shall conduct the election of members of the Supervisory Board for the term 2023 – 2028 in accordance with the Election Regulations. The draft policy on election of the Supervisory Board members are attached to this Proposal.

#### **3. Dossier for nominated and self-nominated candidates includes:**

- a) Nomination/self-nomination application form (in required form);
- b) Resume of the candidate;
- c) Copies of Identity Card/Passport and Diplomas and/or certificates of educational qualifications of the candidate (if any);
- d) A valid power of attorney for nomination (in case the shareholder authorizes another person to nominate)
- e) Dossier for nominated and self-nominated candidates shall be sent to:

**The Organizing Committee of the 2023 Annual General Meeting**

**Vincom Retail Joint Stock Company**

**No. 7 Bang Lang 1 Street, Vinhomes Riverside Urban Area, Viet Hung Ward, Long Bien District, Hanoi, Vietnam**

**Telephone: 024-39749999.**

Only nominated/self-nominated candidates that meet with requirements set forth shall be included in the list of candidates announced at the Annual General Meeting of Shareholders.

- 4. Information on candidates for the Supervisory Board, the draft policy on election of the Supervisory Board members and the sample voting forms for such election are posted on the Company's website at: <https://vincom.com.vn/>, under Investor Relations/Information Disclosure/Annual General Meeting section.

We hereby would like to have the AGM to consider and perform the procedures to elect the Supervisory Board members of Company for the term 2023-2028 in accordance with regulations.

Thank you.

**ON BEHALF OF**

To:

**THE SUPERVISORY BOARD HEAD**

- *As above*

- *Company Archives*

**(signed)**

**CHU ANH DUNG**



Hanoi, 30 March, 2023

**REGULATIONS ON ELECTION OF SUPERVISORY BOARD MEMBERS**

**TERM 2023 - 2028**

**Article 1: Principles of election and eligibility to vote**

1.1 Principles of election:

- a. The election is carried out in compliance with relevant laws, Vincom Retail Joint Stock Company Charter and in line with the Election Regulations in order to ensure democratic and legal entitlements of all shareholders.
- b. The election is carried out publicly via sealed ballots at the AGM.

1.2 Eligibility to vote: Shareholders who own shares with voting rights on the list of shareholders issued by the Vietnam Securities Depository Center (VSD) on 20 March 2023, or their proxies who attend the General Meeting of Shareholders in person.

**Article 2: Number, criteria, and requisites of members of the Supervisory Board for the term 2023 - 2028**

2.1 The number of members of the Supervisory Board to be elected: 03 members.

2.2 Criteria and requisites to be a member of the Supervisory Board for the new term:

Members of the Supervisory Board shall meet qualifications and conditions prescribed in Article 169 of the Law on Enterprises and Vincom Retail Joint Stock Company Charter, specifically as follows:

- 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 Vincom Retail Joint Stock Company'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 of Vincom Retail Joint Stock Company;
- d) He/she is not a manager of Vincom Retail Joint Stock Company;
- e) Not necessarily being a Vincom Retail Joint Stock Company shareholder or employee.

In addition, a member of the Supervisory Board does not fall into the following categories:

- (i) Any person working for financial, accounting department of the Vincom Retail Joint Stock Company;
- (ii) Be a member or an employee of the independent accredited audit organization that audited the Vincom Retail Joint Stock Company's financial statements over the last 03 years.

**Article 3: Nomination/self-nomination of member of the Supervisory Board for the 2023 - 2028 term**

The nomination and self-nomination for members of the Supervisory Board is carried out as follows:

- 3.1. Shareholders or groups of shareholders (combining the number of shares of each shareholder) holding at least 10% of the total number of common shares have the voting rights to nominate candidates as members of the Supervisory Board.
- 3.2. In such cases where no shareholders / groups of shareholders nominate or the number of nominated/self-nominated candidates does not meet the minimum number specified in Vingroup's Charter or required by law, the incumbent Supervisory Board may nominate additional candidates up to the minimum number required. The list of candidates that the incumbent Supervisory Board nominate must be announced at the General Meeting of Shareholders before the nomination can proceed.

**Article 4: Dossier for nomination/self-nomination of Supervisory Board candidate for the 2023 - 2028 term**

- 4.1 Dossier for nomination/self-nomination of Supervisory Board candidate shall consist of:
  - a) Nomination/self-nomination application form (in required form);
  - b) Resume of the candidate;
  - c) Copies of Identity Card/Passport and Diplomas and/or certificates of educational qualifications of the candidate (if any);
- 4.2 Dossiers for nomination/self-nomination of candidate shall be sent to Organizing Committee before 5:00 pm, 17 April 2023.
- 4.3 Only nominated/self-nominated candidates that meet with requirements set forth in accordance with the regulations of the laws shall be sent to the Organizing Committee before the deadline mentioned above and shall be included in the list of Supervisory Board candidates announced at the Annual General Meeting (“AGM”).

**The attachment to this Regulation includes:**

- *Form 1: The Supervisory Board member self-nomination form.*
- *Form 2: The Supervisory Board member nomination form.*

**Article 5: Election procedure**

- 5.1 The vote-casting to elect members of the Supervisory Board shall be conducted by way of cumulative voting, whereby each shareholder or the proxy attending the Meeting shall have the total number of votes equal to the total number of shares owned/authorized multiplied with 3 (the number of members to be elected per Article 2.1).
- 5.2 A shareholder or the proxy attending the AGM may cast all of his or her votes for 01 candidate or divide the votes among nominated candidates such that the total number of votes for candidates cannot exceed their total number of eligible votes.

**For example:**

- a. *A shareholder owning 100 VRE ordinary shares and the General Meeting of Shareholders shall vote to elect 3 members of the Supervisory Board;*
- b. *The shareholder shall have: 100 (shares) x 03 (members of the Supervisory Board to be elected) = 300 votes*
- c. *The shareholder may use all 300 votes for 01 candidate or divide the votes among the candidates as long as the total votes casted are equal to or smaller than 300.*

## **Article 6: Election methodology**

### 6.1 Ballot.

Each shareholder or the proxy attending the Meeting shall be given a ballot, on which the code and name of the shareholder, the total number of shares, the total number of votes (equal to the number of shares multiplied by the number of the Supervisory Board members to be elected) and the list of candidates being nominated to the Supervisory Board are stated.

- a. The ballot bears Vincom Retail Joint Stock Company's official stamp;
- b. The ballot may use digital code or a bar code to help the Vote Counting Committee to proceed with the checking of votes in a timely and accurate manner.

### 6.2 Regulations on filling out ballot and the validity of the vote.

- a. Writing instructions: Shareholders shall write their Voting Cards according to the instructions of the Vote Counting Committee at the General Meeting.
- b. Valid ballot is:
  - Released by the Organizing Committee with official stamp of Vincom Retail Joint Stock Company;
  - Signed by the shareholder or the proxy;
  - Not torn, erased, revised or scratched.
- c. Invalid ballot is either:
  - Issued by anyone other than the Organizing Committee;
  - Without Vincom Retail Joint Stock Company's official stamp;
  - Torn, erased, revised or scratched and/or containing names of candidates who are not on the list of candidates approved by the General Meeting of Shareholders prior to the vote-casting;
  - Without signature of the shareholder or the proxy;
  - Containing unauthorized additional information and symbols;
  - Having the total number of votes casted for candidates in excess of the total votes entitled;
  - Voting for a number of candidates exceeding the number of Supervisory Board members to be elected; or
  - Submitted to the Vote Counting Committee after the vote-casting has finished and the voting box has been sealed off.

The invalid ballots are dismissed from the election results.

### 6.3 General principles of vote-casting for the Supervisory Board members.

- a. Before the vote-casting, the Vote Counting Committee shall conduct the inspection of the voting box status as witnessed by the shareholders;
- b. Voting starts at the signal of the Head of the Supervisory Board and ends when the last shareholder casts his vote in the ballot box.
- c. The vote counting process shall be conducted immediately after the vote-casting is

completed and the voting box is sealed.

6.4 Regulations on vote counting process:

- a. 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 for Supervisory Board Member.
- b. The Vote Counting Committee shall count the ballots cast as follows:
  - The Vote Counting Committee shall conduct the work in a separate room.
  - May use electronic devices and technical experts to support the vote counting process;
  - Shall check the validity of the ballots;
  - Shall check each ballot in turn and record in writing vote counting results;
  - Shall seal off all ballots, and hand over to the Head of the Vote Counting Committee.

6.5. Establishing and disclosing minutes of vote counting.

6.6. Based on the minutes, the Vote Counting Committee shall announce the results of the election at the AGM. The election results shall be recorded in the AGM Resolution.

**Article 7. Electronic voting**

- 7.1. The Organizing Committee provides shareholders attending the General Meeting with 01 access account to log in to the electronic voting system (in case the Group applies information technology to the election of members of the Supervisory Board at the General Meeting of Shareholders);
- 7.2. Shareholders use the Account provided by the Organizer to log in to the System and conduct electronic voting.
- 7.3. Shareholders shall conduct electronic voting according to the instructions of the Organizing Committee at the General Meeting.
- 7.4. From the time the System closes the voting content, the shareholder has no right to change any of the voting 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.
- 7.5. The election results will be announced by the Vote Counting Committee at the General Meeting right after the voting is completed.

**Article 8. Selection criteria**

- 8.1 The candidate to be elected as a member of the Supervisory Board must have valid votes of more than 50% of the total voting shares of Vincom Retail Joint Stock Company.
- 8.2 In case there are 02 or more candidates with the same number of votes for the remaining member of the Supervisory Board, priority will be given to selecting the person who owns more shares of Vingroup. In case the candidates do not own shares or the number of shares of these candidates is equal, the General Meeting will conduct re-election among the candidates with the same number of votes. The winner is the person with the highest number of votes.

**Article 9. Effectiveness**

These regulations consist of 9 Clauses, which shall come into effect immediately upon approval by AGM and shall only apply to the Supervisory Board election for the term 2023-2028 at the 2023 AGM of Vincom Retail Joint Stock Company.

**HEAD OF THE SUPERVISORY BOARD**

*(signed)*

**CHU ANH DUNG**



**FORM 1: SELF-NOMINATION OF SUPERVISORY BOARD MEMBERS**

*(Attached to Regulations on election of the Supervisory Board members for the term 2023 - 2028)*

**VINCOM RETAIL JOINT STOCK  
COMPANY**



**THE SOCIALIST REPUBLIC OF VIETNAM**

*Independence - Freedom - Happiness*

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*Hanoi, 2023*

**SELF-NOMINATION OF SUPERVISORY BOARD MEMBERS**

**VINCOM RETAIL JOINT STOCK COMPANY**

To: **The Organizing Committee of the 2023 Annual General Meeting**

My name is .....

Shareholder code: .....

Date of birth:.....Place of birth.....

Residential

Address:.....

ID/Passport Number:.....Date of issue.....Place of issue:.....

Degree:.....Major:.....

Number of shares owned: .....shares, corresponding to: .....% of Vincom Retail Joint Stock Company's capital.

Pursuant to the provisions of the Law on Enterprises and the Charter of Vincom Retail Joint Stock Company, I am nominating myself for the position of a member of the Supervisory Board of Company for the term 2023 - 2028.

I undertake that I meet all the eligibility requirements for the nomination of member of the Supervisory Board in accordance with Charter of Company and the Law on Enterprises.

Thank you.

**CANDIDATE**

*(Signature and full name)*

**Enclosure:**

- Resume of the candidate
- Copy of a valid Identity Card/Passport of the candidate
- Copy of Diplomas and/or certificates of educational qualifications of the candidate (if any)

**FORM 2: NOMINATION OF SUPERVISORY BOARD MEMBERS**

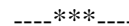
*(Attached to Regulations on election of the Supervisory Board members for the term 2023 - 2028)*

**VINCOM RETAIL JOINT STOCK  
COMPANY**



**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**



*Hanoi, 2023*

**NOMINATION OF SUPERVISORY BOARD MEMBERS**

**VINCOM RETAIL JOINT STOCK COMPANY**

**To: The Organizing Committee of the 2023 Annual General Meeting**

The shareholder(s) of Vincom Retail Joint Stock Company (the “**Company**”) are listed below

No.	Full name of shareholder	ID/ Passport/ Business Registration Certificate No., date and place of issue	Number of shares owned	Percentage of ownership	Signed by individual shareholder, or signed and sealed by Legal representative of institutional shareholder

Pursuant to the provisions of the Law on Enterprises and the Company Charter, we would like to nominate:

Mr. /Ms.....

Date of birth:..... Place of birth.....

Residential

Address:.....

ID/Passport Number:.....

Date of issue:.....Place of issue.....

Degree:.....Major:.....

for the position of a member of the Supervisory Board of the Company for the term 2023 - 2028.

I/We undertake that Mr. /Ms. meets all the eligibility requirements for the nomination of member of the Supervisory Board for the term 2023 - 2028 in accordance with the Company Charter and the Law on Enterprises.

**Enclosure:**

- Resume of the candidate
- Copy of a valid Identity Card/Passport of the candidate
- Copy of Diplomas and/or certificates of educational qualifications of the candidate (if any)