



No.: 30/2024/CV-VCR



Hanoi, 23 April 2024

**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 23 April, 2024, Vincom Retail successfully held the Annual General Meeting of Shareholders. (“AGM”) in 2024

Vincom Retail announces the 2024 AGM’s Resolution and Minute attached.

This information is disclosed on Vincom Retail’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./.

**THE LEGAL REPRESENTATIVE OF THE COMPANY**

*(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. 01/2024/NQ-ĐHĐCĐ-VINCOM RETAIL issued by 2024 Annual General Meeting of Shareholders ("GMS"), Meeting Minutes No. 03/2023/BBH-HDQT-VCR of the Board of Directors ("BOD") and Meeting Minutes No. 02/2024/BBH-BKS-VCR of the Supervisory Board of Vincom Retail Joint Stock Company on April 23, 2024, we would like to announce the change in personnel of Vincom Retail Joint Stock Company as below:

**I. In case of Election/appointment:**

**1. Ms. Tran Mai Hoa**

- Title before election: The deputy chairperson of the BOD
- Title after election: The chairperson 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: 23 April 2024

**2. Mr. Nguyen Hoai Nam**

- Title before election: None
- 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: 23 April 2024

**3. Mr. Nguyen Thanh Trung**

- Title before election: None
- 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: 23 April 2024

**4. Mr. Tran Xuan Hai**

- Title before election: None
- 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: 23 April 2024

**5. Mr. Hoang Duc Hung**

- Title before election: None

- 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: 23 April 2024

**II. In case of dismissal/resignation:**

**1. Ms. Thai Thi Thanh Hai**

- Dismissed/Resigned position: The chairperson of the BOD
- Effective Date: 23 April 2024

**2. Ms. Le Mai Lan**

- Dismissed/Resigned position: Member of the BOD
- Effective Date: 23 April 2024

**3. Ms. Chu Anh Dung**

- Dismissed/Resigned position: The Chairman of the Supervisory Board
- Effective Date: 23 April 2024

**4. Ms. Tran Thanh Tam**

- Dismissed/Resigned position: Member of the Supervisory Board
- Effective Date: 23 April 2024

**5. Ms. Nguyen Thu Phuong**

- Dismissed/Resigned position: Member of the Supervisory Board
- Effective Date: 23 April 2024

This information was published on the company's website on 23/04/2024, as in the link <http://ir.vincom.com.vn/>

**VINCOM RETAIL JOINT STOCK COMPANY**

*(signed)*

**TRAN MAI HOA**



No.: 01/2024/NQ-DHDCD-VINCOM RETAIL



Hanoi, 23 April 2024

**RESOLUTION OF 2024 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 2024 Annual General Meeting of Shareholders (the “AGM”) meeting minutes dated 23 April 2024;*
- *The vote counting minutes of the 2024 AGM dated 23 April 2024.*

**RESOLVES:**

- 1. Approve the Report of the Board of Directors (the “BOD”).**
- 2. Approve the Proposal of the BOD on 2023 Business Performance and 2024 Business Plan.**
- 3. Approve the 2023 audited Financial Statements according to the Proposal of the BOD.**
- 4. Approve the Report of the Supervisory Board on the business results of the Company and activities of the BOD and Management in 2023.**
- 5. Approve the Appropriation plan for 2023 cumulative undistributed earnings according to the proposal of the BOD.**
- 6. Approve the Remuneration for the BOD Members and the Supervisory Board in 2024 according to the proposal of the BOD.**
- 7. Approve the list of independent audit companies according to the proposal of the BOD.**
- 8. Approve the amendment the Company’s business lines according to the proposal of the BOD.**
- 9. Approve amendments and supplements to the Company’s Charter according to the proposal of the BOD.**
- 10. Approve amendments and supplements to the Internal Management Regulations and Operational Regulations of the BOD according to the proposal of the BOD.**
- 11. Approve the dismissal of Ms. Thai Thi Thanh Hai from the position of member of the Board of Directors**
- 12. Approve the dismissal of Ms. Le Mai Lan from the position of member of the Board of Directors**
- 13. Approve the dismissal of Mr. Chu Anh Dung from the position of member of the Supervisory Board**

**14. Approve the dismissal of Ms. Tran Thanh Tam from the position of member of the Supervisory Board**

**15. Approve the dismissal of Ms. Nguyen Thu Phuong from the position of member of the Supervisory Board**

**16. Appointment of members of the BOD for the term 2023 - 2028:**

No.	Full name of BOD members	Votes	Ratio (%)
1	Mr. Nguyen Hoai Nam	1,796,795,710	100.00%

The term of the additional BOD member is the remaining tenure of the incumbent BOD (2023 – 2028). After the step-down and additional election members, the BOD includes the following members:

1. Mr. Nguyen The Anh
2. Ms. Tran Mai Hoa
3. Mr. Sanjay Vinayak
4. Mr. Ernest Fong, Ming
5. Mr. Nguyen Hoai Nam

Term of the Board of Directors: 05 years (2023 – 2028)

The member of the BOD will hold the first meeting to elect the Chairperson for the remaining term.

**17. Appointment of members of the Supervisory Board for the term 2023 - 2028:**

No.	Full name of Supervisory Board members	Votes	Ratio (%)
1	Mr. Tran Xuan Hai	1,767,766,497	98.27%
2	Mr. Hoang Duc Hung	1,814,372,114	100.86%
3	Mr. Nguyen Thanh Trung	1,814,372,114	100.86%

The term of the additional Supervisory Board member is the remaining tenure of the incumbent Supervisory Board (2023 – 2028). After the step-down and additional election members, the Supervisory Board includes the following members:

1. Mr. Tran Xuan Hai
2. Mr. Hoang Duc Hung
3. Mr. Nguyen Thanh Trung

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

**18. 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)*

**TRAN MAI HOA**

*Hanoi, 23 April 2024*

**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 23 April 2024 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 2024 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 **33** people, representing **1,494,988,673** shares, equivalent to **1,494,988,673** votes, representing **65.79%** of the total number of votes (based on the Shareholder Register with the list of shareholders having the rights to attend the 2024 AGM as of 21 March 2024 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 – Deputy Chairperson of the BOD, Chairperson of the Meeting
- Ms. Pham Thi Thu Hien – CEO

- Mr. Nguyen Duy Khanh – Deputy CEO
  - Ms. Pham Thi Ngoc Ha – Chief Financial Officer
  - Mr. Tran Hong Duong – Chief Investment 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:**
- Ms. Pham Thi Hien – Head of the Vote Counting Committee
  - Ms. Dang Thi Chau Ha – Member of the Vote Counting Committee
  - Ms. Tran Phuong Mai – 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 2024 (*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 – CEO, briefly presented the Proposals of the Board of Directors, including:
  - (i) Report of the BOD (*attached document*)
  - (ii) Proposal of the BOD on 2023 business performance and 2024 business plan (*attached document*)
2. Ms. Tran Mai Hoa – Deputy chairperson of the BOD, briefly presented the Proposals of the Board of Directors, including:
  - (i) Proposal on step-down and election of additional member of the Board of Directors for the term 2023 – 2028 (*attached document*)
3. Ms. Pham Thi Ngoc Ha – CFO briefly presented the Proposals of the Board of Directors, including:
  - (i) Proposal of the BOD on 2023 Financial Performance according to the 2023 Financial Statements
  - (ii) Proposal of the Appropriation plan for the 2023 cumulative undistributed earnings
  - (iii) Proposal of the Remuneration for the members of BOD and the Supervisory Board in 2024
  - (iv) Proposal of the list of independent audit companies
4. Mr. Chu Anh Dung – Head of the Supervisory Board briefly presented the reports and proposals, including:



- (i) Performance report of the Supervisory Board in 2023 (*attached document*).
  - (ii) Proposal on on the step-down and election of the Supervisory Board member for the term 2023 – 2028 (*attached document*)
5. Mr. Nguyen Duy Khanh – Deputy CEO briefly presented the Proposals of the Board of Directors, including:
- (i) Proposal of the BOD on the amendment of business lines (*attached document*).
  - (ii) Proposal of the BOD on the amendment and supplement to Company’s Charter (*attached document*).
  - (iii) Proposal of the BOD on the Amendment and supplement to Regulations (*attached document*).

### **III. DISCUSSION SESSION**

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

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

### **IV. VOTING ON THE ISSUES DISCUSSED AT THE AGM AND ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS, ELECTION 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 10:05 AM:  
  
Total number of shareholders attending in person and by authorized proxy was 136 people, representing **1,802,763,631** shares, equivalent to **1,802,763,631** votes, accounting for **79.33%** 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 2024).

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

#### **1. Approved the Report of the Board of Directors (the “BOD”) in 2023.**

This Report was adopted with 1,796,578,120 approving votes, accounting for 99.66% of the total number of votes of all attending and voting shareholders at the meeting.

#### **2. Approved the Proposal of the BOD on 2023 Business Performance and 2024 Business Plan.**

This Report was adopted with 1,796,336,910 approving votes, accounting for 99.65% of the total number of votes of all attending and voting shareholders at the meeting.

#### **3. Approved the Proposal of the BOD on 2023 Financial Performance according to the 2024 Financial Statements.**

This Report was adopted with 1,791,082,620 approving votes, accounting for 99.36% of the total number of votes of all attending and voting shareholders at the meeting.

**4. Approve the Report of the Supervisory Board on the business results of the Company and activities of the BOD and Management in 2023.**

This Report was adopted with 1,796,578,120 approving votes, accounting for 99.66% of the total number of votes of all attending and voting shareholders at the meeting.

**5. Approved the Appropriation plan for 2023 cumulative undistributed earnings according to the proposal of the BOD.**

This Report was adopted with 1,799,040,220 approving votes, accounting for 99.80% of the total number of votes of all attending and voting shareholders at the meeting.

**6. Approve the Remuneration for the BOD Members and the Supervisory Board in 2024 according to the proposal of the BOD.**

This Report was adopted with 1,799,069,120 approving votes, accounting for 99.80% of the total number of votes of all attending and voting shareholders at the meeting.

**7. Approve the list of independent audit companies according to the proposal of the BOD.**

This Report was adopted with 1,717,713,748 approving votes, accounting for 95.29% of the total number of votes of all attending and voting shareholders at the meeting.

**8. Approve the amendment the Company's business lines according to the proposal of the BOD**

This Report was adopted with 1,799,074,120 approving votes, accounting for 99.80% of the total number of votes of all attending and voting shareholders at the meeting.

**9. Approve amendments and supplements to the Company's Charter according to the proposal of the BOD**

This Report was adopted with 1,799,074,120 approving votes, accounting for 99.80% of the total number of votes of all attending and voting shareholders at the meeting.

**10. Approve amendments and supplements to the Internal Management Regulations and Operational Regulations of the BOD according to the proposal of the BOD.**

This Report was adopted with 1,799,074,120 approving votes, accounting for 99.80% of the total number of votes of all attending and voting shareholders at the meeting.

**11. Approve the dismissal of Ms. Thai Thi Thanh Hai from the position of member of the Board of Directors**

This Report was adopted with 1,799,074,120 approving votes, accounting for 99.80% of the total number of votes of all attending and voting shareholders at the meeting.

**12. Approve the dismissal of Ms. Le Mai Lan from the position of member of the Board of Directors**

This Report was adopted with 1,799,074,120 approving votes, accounting for 99.80% of the total number of votes of all attending and voting shareholders at the meeting.

**13. Approve the dismissal of Mr. Chu Anh Dung from the position of member of the Supervisory Board**

This Report was adopted with 1,799,074,120 approving votes, accounting for 99.80% of the total number of votes of all attending and voting shareholders at the meeting.

**14. Approve the dismissal of Ms. Tran Thanh Tam from the position of member of the Supervisory Board**

This Report was adopted with 1,799,074,120 approving votes, accounting for 99.80% of the total number of votes of all attending and voting shareholders at the meeting.

**15. Approve the dismissal of Ms. Nguyen Thu Phuong from the position of member of the Supervisory Board**

This Report was adopted with 1,799,074,120 approving votes, accounting for 99.80% of the total number of votes of all attending and voting shareholders at the meeting.

**16. Appointment of members of the BOD for the term 2023 – 2028:**

No.	Full name of BOD members	Votes	Ratio (%)
1	Mr. Nguyen Hoai Nam	1,796,795,710	100.00%

The member of the BOD will hold the first meeting to elect the Chairperson for the remaining term.

**17. Appointment of members of the Supervisory Board for the term 2023 - 2028.**

No.	Full name of Supervisory Board members	Votes	Ratio (%)
1	Mr. Tran Xuan Hai	1,767,766,497	98.27%
2	Mr. Hoang Duc Hung	1,814,372,114	100.86%
3	Mr. Nguyen Thanh Trung	1,814,372,114	100.86%

The member of the Supervisory Board will hold the first meeting to elect the Head of the Supervisory Board for the remaining term

**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 11:15 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**

(signed)

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

**PROPOSED AGENDA**  
**2024 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 2023 business performance and 2024 business plan	Presiding Committee
	3. Proposal of the BOD on 2023 financial performance according to the 2023 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 2023 cumulative undistributed earnings;</li> <li>- Remuneration for BOD Members and the Supervisory Board for 2024;</li> <li>- List of independent audit companies;</li> <li>- Proposal on the amendment of business lines;</li> <li>- Proposal on the amendment and supplement to Company’s Charter;</li> <li>- Proposal on amendment and supplements to the Regulations;</li> <li>- The proposal on the step-down and election of BOD member for the term 2023 – 2028 and the Regulations on the election of additional BOD members;</li> <li>- The proposal on the step-down and election of Supervisory Board member for the term 2023 – 2028 and the Regulations on the election of additional Supervisory Board members;</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 additional 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 additional members of the BOD and Supervisory Board for the term of 2023 – 2028	Vote Counting Committee
<b>11:35 – 11:45</b>	Introduction of the additional BOD Members and Supervisory Board	MC
<b>11:45 – 12:00</b>	Approval of the AGM's Meeting Minutes and Closing Ceremony	Presiding Committee

**Note:**

*Further amendments and supplements to the meeting agenda may be made until the AGM.*



Hanoi, 23 April 2024

**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 “**AGM**”) 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 AGM 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 and Clearing Corporation (VSDC) 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 Ballot, 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 Meeting);
- e) Any shareholder or proxy arriving late at the Meeting before the end of the Meeting is entitled to register and vote at the Meeting on the matters yet to be voted. In such case, 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 when attending the AGM:

- 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 access account and other identifiers provided by the Company 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 Meeting and vote electronically for another individual/organization, the shareholder and the proxy 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 the Ballot 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 AGM:
    - + Before the Meeting begins;
    - + Prior to each voting session at the Meeting;
  - e) Identifying related 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 (01) 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 related shareholders having no right to vote (if any) from voting on each matter. In case the Vote Counting Committee are unable to identify the exact number of the related 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 related 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 AGM Chairperson, the Presiding Committee and Secretary**

- 5.1 The Chairperson of the BOD is the Chairperson of the AGM or authorizes a member of BOD to chair the AGM 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 AGM 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 AGM shall preside the AGM to elect the chairperson of the Meeting and the person with the highest number of votes will chair the Meeting.
- 5.3 The AGM Chairperson shall designate one or several Secretaries of the Meeting.
- 5.4 The AGM Chairperson's decisions with regards to order, procedures, as well as matters arising beyond the approved agenda shall be final.
- 5.5 The AGM 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 AGM.
- 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 Company 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 AGM will be published on the Company's website within 24 hours of the AGM.
- 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 AGM.

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

*(signed)*

**TRAN MAI HOA**



No.: 01/2024/BC-HDQT-VCR

Independence – Freedom – Happiness

Hanoi, 30 March 2024

**REPORT OF THE BOARD OF DIRECTORS  
AT THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

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

In 2023, Vietnam's economy continued to grow resiliently in the context of global economy turmoil. With an annual GDP growth marking at 5%, Vietnam is among the countries with the highest growth in Southeast Asia and in the world. Total retail sales of goods and consumer service revenue at current price are estimated at nearly VND 6,232 billion, up 9.6% compared to the previous year. In addition, total foreign direct investment (FDI) capital registered in Vietnam reached USD 36.6 billion, in which the wholesale and retail industry ranked number one in the number of capital contribution transactions, accounting for 43% of the total number of transactions, showing that distribution and retail remain an attractive sector.

Regarding business performance of Vincom Retail, in 2023, the Company achieved a record revenue since the establishment, with total revenue reaching VND 9,791 billion, up 33% over the same period thanks to progressive initiatives in improving the operating efficiency of 83 operating shopping malls while recognizing rather high revenue by delivering the majority of shophouses at the Dong Ha project in Quang Tri province. Profit after tax reached VND 4,409 billion, up 59% compared to the previous year. Accordingly, thanks to the initiatives on optimizing energy costs and operational efficiency of existing shopping malls, Vincom Retail continued to witness improvement in gross profit margin, increasing from 51,8% to 54,7%, affirming its leading position in performance in the retail real estate market.

In terms of scale, Vincom Retail continued to lead the market with 83 shopping malls in 44 provinces and cities, providing unique shopping, entertainment, culinary experiences and improving the living quality of Vietnamese people across the country.

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

**2.1 General activities**

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

In 2023, 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.

The BOD has 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 matters in relations to the operation and development of the Company. In 2023, the BOD conducted four regular meetings with an attendance rate of 100% and issued 12 Resolutions approving a number of key issues as follows:

- Approving matters related to the organization of the 2023 Annual General Meeting of

Shareholders (“GMS”);

- Approving framework for transactions between the Company and related parties in 2024;
- Approving some other important matters within the competence of the BOD.

The list of Resolutions/Decisions of the BOD issued in 2023 has been announced in the Company’s 2023 Corporate Governance Report.

## **2.2 The BOD’s supervisory activities**

In 2023, 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;
- Chaired and directed the Management and successfully organized the 2023 Annual GMS on 26 April, 2023;
- Organized and directed the implementation of the 2023 financial statements, semi-annual financial statements, quarterly financial statements and annual report;
- Supervised the implementation of the resolutions issued by the GMS and the BOD, inspected the Management's operations in business activities;
- Supervised information disclosure to ensure transparency and timeliness in accordance with regulations;
- Supervised the work of the Management to improve business performance and to accomplish planned goals.

## **2.3 Independent BOD members’ activities and their assessment of the BOD’s activities**

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

The 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**

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 in implementation of business objectives, strategies and plans.

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

The report on remuneration for the BOD in 2023 is presented specifically in the Proposal of the BOD on the remuneration of members of the BOD in 2024.

In addition, 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 from time to time.

## **4. Related party transactions**

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

Transactions between the Company and related parties approved by the BOD are disclosed in the Company's 2023 Corporate Governance Report.

**5. Vincom Retail's 2024 business plan:**

With a strong foundation and achievements in 2023, Vincom Retail looks forward to 2024 by maintaining its pioneering position as the largest developer, owner and operator of shopping malls in Vietnam. With the aim of becoming an inspiring and unique destination and leading the consumer trends in the country, Vincom Retail adheres to the following directions:

1. Continuing to increase coverage in provinces and cities across the country, launching 6 new shopping malls with about 171,000 m<sup>2</sup> of retail floor area, increasing the total number of shopping malls to 89 shopping malls across 48/63 provinces and cities by the end of 2024.
2. Regarding product development strategy, Vincom Retail focuses on developing new and unique retail real estate models, creating new trends such as Retail Tourism.
3. Implementing initiatives related to optimizing energy costs, operations management, and human resources, in addition to cooperating & accompanying existing tenants and expanding the network of new tenants to continue improve the occupancy rate and operational efficiency of the shopping mall portfolios.
4. Regarding the customer community development strategy, Vincom Retail aims to build loyal customer communities in each locality where Vincom shopping centers are present to improve service quality, making Vincom shopping centers become popular destinations for local people.
5. Build excellent customer experience through the Service From The Heart program, coordinate with tenants to improve the service quality of tenant's stores and promoting joint-marketing programs.
6. Implement initiatives to improve sustainable operations, cooperate with tenants to carry out environmental protection activities, keeping up with the "green" consumption trend of consumers.

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**



Số: 02/2024/TTr-HĐQT-VCR

Independence – Freedom – Happiness

Hanoi, 30 March 2024

## PROPOSAL OF THE BOARD OF DIRECTORS

**Re: Business performance in 2023 and business plan in 2024 of the Company**

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

In 2023, global economics growth has shown signs of slowing down and being uneven due to increasing geoeconomic fragmentation, along with the long-term impact of the political conflict between Russia and Ukraine and other cyclical factors such as tightening monetary and fiscal policies in the context of rising debt and inflation.

However, Vietnam's economy continued to grow resiliently in the context of global economy turmoil. In 2023, annual GDP growth marked at 5% compared to 2022, although lower than the target set by the Government, but among the countries with the highest growth in Southeast Asia and globally. Vietnam also managed to control inflation at 3.25%, below the target set by the National Assembly of 4.5%.

In that context, Vincom Retail Joint Stock Company (the "**Company**" or "**Vincom Retail**") has achieved positive results in business operations in 2023, specifically as follows:

#### **I. Vincom Retail's performance in 2023**

Vincom Retail achieved a record growth in revenue and profits. In 2023, Vincom Retail marked VND 9,791 billion in total revenue, an increase of 33% year on year. Profit after tax reached VND 4,409 billion, up 59% year on year. Thanks to the initiatives on optimizing operational efficiency, energy costs, and operational management of existing shopping malls, Vincom Retail continues to record an impressive gross profit margin at 54.7% of revenue, affirming the leading position in performance in the retail real estate market.

By the end of December 31, 2023, Vincom Retail owns and operates a portfolio of 83 Vincom shopping malls across 44 provinces and cities with a total retail gross floor area of 1.75 million m<sup>2</sup>, maintaining its pioneer position in the market in terms of scale and footprint.

Vincom Retail was honored with prestigious international awards in 2023 thanks to its proud achievements. Vincom Mega Mall Smart City won the "Best Shopping Center in Vietnam" award at the Asia Pacific Real Estate Awards (APPA). At the Asian Retail Awards, Vincom Mega Mall Ocean Park was honored with the title "Shopping Center of the Year - Vietnam" and Vincom Mega Mall Smart City won the "Retail Store Initiative of the Year - Vietnam" award. .

Vincom Retail leads the market in terms of introducing new products and experience to customers, being the first retail real estate developer to bring 11 major international brands such as Lush, ADLV, Wulao,... to Vietnam and has Flagship stores Nike Live, Pizza 4P's Premium, Aldo and Swarovski opened at Vincom shopping centers.

In 2023, Vincom Retail strategically partnered with Vingroup ecosystem to launch a new retail real estate model Grand World in Ocean City Hanoi, with nearly 500 stores in various categories

combining a series of entertainment activities, with modern outdoor experience areas, creating new vitality for the retail, tourism and real estate markets in the capital city.

In addition, Vincom Retail progressively implements green & sustainable projects, typically installing solar panels at 54 shopping malls, helping save VND 12.2 billion and reduce about 12 thousand tons of CO<sub>2</sub> emitted into the environment in 2023. Vincom Retail also started to deploy the first installation of the BPP air conditioning operating cost control system at Vincom Center Tran Duy Hung in June 2023, helping to save about 88,796 kWh of electricity, equivalent to VND 266 million within 6 months of operation. Efforts to classify waste at source, including calls to action for stores at Vincom shopping malls, have also brought initial results with a total volume of recyclable waste reaching 81 tons/year in the entire system.

## **II. Business results of Vincom Retail in 2023 (Based on the 2023 Audited Consolidated Financial Statements in accordance with the Vietnamese Accounting Standards)**

### **1. Revenue:**

Total revenue increased to VND 9,791 billion in 2023. Of which, revenue from Leasing Activities and Rendering of Related Services was VND 7,796 billion. Revenue from the Sale of Inventory Properties was VND 1,772 billion and Other Revenue was VND 223 billion. Revenue from leasing activities and rendering of related services increased by 13.6% compared to 2022, mainly thanks to the growth in average rental prices and increased occupancy rate at shopping malls, which correspondingly leads to increase in revenue from electricity, water and other added services.

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

Profit After Tax was VND 4,409 billion, an increase of 59% compared to 2022.

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

In 2023, the Company incurred a total of VND 1,837 of tax payables and the Company has paid a total of VND 1,174 billion to the State budget.

## **III. 2024 Business plan:**

In 2024, the global economy is forecasted to improve slightly compared to 2023 as challenges and difficulties related to geopolitical fragmentation and tightened monetary and fiscal policies in many countries would still remain. However, Vietnam growth prospects is expected to be more positive since the domestic economy has already had fundamental advantages from the macroeconomic stability. In addition, the retail real estate market is anticipated to gradually return to a stable growth trajectory regarding that the real estate market and retail market would gradually recover from the low base in 2023, and have better consumer sentiment in 2024.

In terms of scale, in 2024, Vincom will maintain its pioneering position in the market, with the expected launching of six new shopping malls, including two Vincom Mega Malls and four Vincom Plaza shopping malls, with a total gross floor area of around 171,000 m<sup>2</sup>, bringing the total number of shopping malls to 89.

In 2024, Vincom Retail continues to focus on upgrading positioning and improving operational efficiency of the operating shopping malls. The focus of the business plan lies in implementing initiatives related to optimizing energy costs, operational optimization, and human resources, in addition to collaborating & accompanying strategic tenants and expanding network of new tenants to continue improving occupancy rates and operating efficiency.

In terms of product development, Vincom Retail continues to build and develop the new generation Vincom Mega Mall product – Life-Design Mall model with unique, iconic architecture, integrating shopping, dining and entertainment, becoming a creative destination for a modern, dynamic lifestyle for the young generation.



In terms of customer experience, Vincom Retail will continuously improve the infrastructure system, build a high level of customer service quality, and spread the “Culture From The Heart” service mindset.

In addition, Vincom Retail will also continue to implement initiatives to improve sustainable operations, cooperate with customers to carry out environmental protection activities, and keep up with “green” consumption trends of Vietnamese consumers.

With the action plan above, the Board of Directors would like to submit to the General Meeting of Shareholders (the “GMS”) for approval the 2024 Business plan in accordance with the Vietnam Accounting Standards as follows:

- Net revenue: around VND 9,500 billion
- Profit after tax: around VND 4,420 billion.

The proposed 2024 Business plan is based on management’s expectation of improved economic prospects and business environment in 2024 as compared to 2023, recovering retail market and the launching of six new shopping malls which will altogether drive the leasing revenue growth, while revenue selling shophouses is expected to be lower than that in 2023 as the company has delivered the majority of shophouses in 2023, mostly from the Dong Ha – Quang Tri project.

Kindly submitted to the General Meeting of Shareholders for consideration and approval of the 2024 business plan.

Thank you./

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRPERSON**

(signed)

**THAI THI THANH HAI**



No.: 03/2024/TTr-HDQT-VCR

Independence – Freedom – Happiness

Hanoi, 30 March 2024

**PROPOSAL OF THE BOARD OF DIRECTORS****Re: Financial performance in 2023****Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS**

In 2023, the financial results of Vincom Retail Joint Stock Company (the “**Company**” or “**Vincom Retail**”) and its subsidiaries are shown in the audited consolidated financial statements as follows:

**1. Assets growth:**

Total Assets of Vincom Retail reached VND 47,654 billion. Items with major changes in the year are presented below:

- *Current Assets* decreased by VND 498 billion from VND 10,535 billion in 2022 to VND 10,036 billion in 2023 mainly due to a decrease in inventory value of shophouse real estate projects built in Dien Bien and Quang Tri handed over to customers in 2023. In addition, part of the cash flow was used to increase deposits for investment purposes in other short-term assets.
- *Non-Current Assets* increased by VND 5,451 billion from VND 32,166 billion in 2022 to VND 37,617 billion in 2023, mainly due to an increase in the long-term project development investment deposit for a number of new Shopping Malls.

**2. Resources and liabilities:**

*Owners’ Equity* increased by VND 4,402 billion from VND 33,425 billion in 2022 to VND 37,827 billion in 2023, driven by an increase in retained earnings.

*Total Borrowing* of Vincom Retail increased by VND 749 billion from VND 3,178 billion in 2022 to VND 3,936 billion in 2023 mainly due to the Company’s finalization of the bond at the amount of VND 1,050 billion and increase of the short-term loan of VND 1,772 billion for production and business activities.

*Current Ratio* remains very healthy, decreased slightly from 1.81 times to 1.61 times, as *Current Liabilities* increased, *Current Assets* slightly decreased. Specifically, *Current Liabilities* has increased mainly due to the increase in loans, bonds issued and short-term lease debt.

By the end of the fiscal year 2023, *Total Liabilities/Total Resources* slightly decreased from 22% to 21% while *Owner’s Equity/Total Resources* ratio slightly increased from 78% to 79%. Vincom Retail’s financial indicators remain 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* of 2023 reached VND 9,791 billion in 2023, increasing by 33% YoY. *Revenue from Leasing of Investment Properties and Rendering of Related Services* reached VND 7,796 billion, increasing by around 14% YoY as the market being more stable in 2023 after the impact of the Covid-

19 pandemic. *Real estate transfer revenue* reached VND 1,772 billion, increasing by 365% compared to 2022 due to the fact that in 2023, the Company has handed over the majority of shophouse real estate in Dien Bien and Quang Tri projects to customers.

After focusing on optimizing operational efficiency with a series of initiatives on cost saving, ranging from energy costs, to operational, human resources, and marketing costs, Vincom Retail's profit margin has been improved significantly. *Profit After Tax* in 2023 was VND 4,409 billion, increasing by 59% YoY and equivalent to 94% of the plan approved in the 2023 AGM.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval of the Company's 2023 financial statements with the criteria and financial results as mentioned above.

Thank you.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRPERSON**

(signed)

**THAI THI THANH HAI**

**Note:** *Vincom Retail's 2023 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.: 04/2024/BC-BKS-VCR

Independence – Freedom – Happiness

Hanoi, 30 March 2024

**REPORT OF THE SUPERVISORY BOARD  
AT THE 2024 ANNUAL MEETING OF SHAREHOLDERS**

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

In 2023, the Supervisory Board coordinated closely with the Board of Directors (the “**BOD**”) and Management Board to supervise issuance and implementation of the Resolutions of the General Meeting of Shareholders (the “**AGM**”) and the BOD. Concurrently, the Supervisory Board also participated in the review and coordination with the internal control division 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 2023 as audited by KPMG Limited. The financial statements give an accurate view of the financial position of the Company as of 31 December 2023 and the results of operations and cash flows for the financial year from 01/01/2023 to 31/12/2023 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 2023 consolidated financial statements were as follows:

a) Consolidated business performance:

- Net revenue : VND 9,791 billion
- Total profit before tax : VND 5,526 billion
- Net profit after tax : VND 4,409 billion

b) Consolidated assets:

- Current assets : VND 10,036 billion
- Non-current assets : VND 37,617 billion
- Total assets : VND 47,654 billion

c) Owners' equity : VND 37,827 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 2023 and 2024 Action plan of the Supervisory Board**

In 2023, the Supervisory Board promoted control and supervisory activities, and collaborated with the BOD and Management Board to monitor the issuance and implementation and to evaluate the implementation of GMS and BOD resolutions. In performing the functions and duties specified in the Law of Enterprises, the Charter and the issued Regulations, the Supervisory Board has also tracked audits, internal control of the Company and its affiliates, ensuring business and operation activities are in compliance with the provisions of the law and the Internal regulations on corporate governance of the Company, contributing to minimize risks in business operations.

In 2023, the Supervisory Board carried out these functions during the year:

- Oversaw the implementation of GMS and BOD resolutions in 2023;
- Supervised and evaluated on the implementation of business plans to achieve the revenue and profit plans of the Company;
- Appraised the quarterly, semi-annual and annual financial statements to ensure the accuracy and fairness of financial data in accordance with Vietnam accounting standards, and other accounting policies and regulations;
- Ensured the compliance of the Company with the regulations on Company information disclosure under the laws; and
- Reviewed and evaluated the Company and its affiliates' key related-party transactions.

In 2024, 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 Board 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 2023, members of the Supervisory Board have fully participated in 03 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.

We submit this to the GMS for consideration and approval.

Thank you./.

**ON BEHALF OF THE SUPERVISORY BOARD**

**HEAD OF THE SUPERVISORY BOARD**

(signed)

**CHU ANH DUNG**



No.: 05/2024/TTr-HĐQT-VCR

Independence – Freedom – Happiness

Hanoi, 30 March 2024

**PROPOSAL OF THE BOARD OF DIRECTORS**

**Re: Approve the Appropriation plan for 2023 cumulative undistributed earnings, Remuneration for members of the Board of Directors and the Supervisory Board in 2024 and list of independent audit companies for the fiscal year 2024**

**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 2023 cumulative undistributed earnings, remuneration for members of the BOD and the Supervisory Board in 2024 and list of independent audit companies for the fiscal year 2024 as follows:

**1. Approve the appropriation plan for 2023 cumulative undistributed earnings**

Based on the Company’s consolidated financial statements audited by KPMG Limited, the cumulative undistributed earnings as of 31 December 2023 were **VND 16,476 billion**.

The BOD submits to the GMS for approval of the appropriation plan for 2023 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 2024**

The BOD and the Supervisory Board report to the GMS the actual remuneration for the members of the BOD and the Supervisory Board in 2023 and remuneration plan for 2024 as follows:

**(i) Actual remuneration for 2023:**

- Remuneration for the BOD was VND 2.9 billion – equivalent to 0.07% of the 2023 profit after tax;
- Remuneration for the Supervisory Board was VND 0.8 billion – equivalent to 0.02% of the 2023 profit after tax.

The total remuneration for the BOD and the Supervisory Board complied with the Resolution of the 2023 Annual GMS.

**(ii) Remuneration plan for 2024:**

Based on the 2024 business plan, the BOD and the Supervisory Board submit to the GMS to approve the 2024 remuneration plan for the BOD and the Supervisory Board as follows (slightly increased compared to the level submitted in 2023) as follows:

- Remuneration for the BOD is limited to a maximum of VND 5 billion;
- Remuneration for the Supervisory Board is limited to a maximum of VND 1.5 billion.

The BOD and the Supervisory Board propose to the GMS to authorize 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 2024**

Based on the assessment of quality and reputation of 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 2024 fiscal year:

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

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

Thank you.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRPERSON**

(signed)

**THAI THI THANH HAI**





No.: 06/2024/TTr-HĐQT-VCR

Independence – Freedom – Happiness

Hanoi, 30 March 2024

**PROPOSAL OF THE BOARD OF DIRECTORS****Re: Amendment of the Company's business lines****Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors (“**BOD**”) would like to submit to the General Meeting of Shareholders (“**GMS**”) for consideration and approval of the amendment of the business lines of Vincom Retail Joint Stock Company (“**Company**”) as follows:

No	Business line registered	Business line to be amended	Code	Reason for amendment
1	Preschool education Foreign-invested educational institutions must apply for the license to operate the educational institution in accordance with the Decree No. 73/2012/ND-CP dated 26 September 2012 on the foreign cooperation and investment in education.	Removed	8512	Practically inactive in this area
2	Primary education Foreign-invested educational institutions must apply for the license to operate the educational institution in accordance with the Decree No. 73/2012/ND-CP dated 26 September 2012 on the foreign cooperation and investment in education.	Removed	8521	Practically inactive in this area
3	Preschool education Foreign-invested educational institutions must apply for the license to operate the educational institution in accordance with the Decree No. 73/2012/ND-CP dated 26 September 2012 on the foreign cooperation and investment in education.	Removed	8511	Practically inactive in this area

4	<p>Lower secondary education</p> <p>Foreign-invested educational institutions must apply for the license to operate the educational institution in accordance with the Decree No. 73/2012/ND-CP dated 26 September 2012 on the foreign cooperation and investment in education.</p>	Removed	8522	Practically inactive in this area
5	<p>Upper secondary education</p> <p>Foreign-invested educational institutions must apply for the license to operate the educational institution in accordance with the Decree No. 73/2012/ND-CP dated 26 September 2012 on the foreign cooperation and investment in education.</p>	Removed	8523	Practically inactive in this area
6	<p>Basic-level training</p> <p>Foreign-invested vocational training institutions must apply for the certificate of vocational education registration in accordance with the Decree No. 48/2015/ND-CP of the Government dated 15 May 2015 on guidelines for Law on vocational education.</p>	Removed	8531	Practically inactive in this area
7	<p>Intermediate-level training</p> <p>Foreign-invested vocational training institutions must apply for the certificate of vocational education registration in accordance with the Decree No. 48/2015/ND-CP of the Government dated 15 May 2015 on guidelines for Law on vocational education.</p>	Removed	8532	Practically inactive in this area
8	<p>College-level training</p> <p>Foreign-invested vocational training institutions must apply for the certificate of vocational education registration in accordance with the Decree No. 48/2015/ND-CP of the Government dated 15 May 2015 on guidelines for Law on vocational education.</p>	Removed	8533	Practically inactive in this area

The Chief Executive Officer - The legal representative of Company is assigned to implement necessary procedure according to the competent authorities in order to amend the business lines of the Company as regulated by the law and in accordance with the content approved by the GMS.

The GMS approves the amendment and supplementation of the Company's Charter to suit the amendment of the above business lines and assigns the legal representative to complete, sign and issue the Company's Charter in accordance with regulations and prevailing laws.

The BOD respectfully submits to the GMS for consideration and approval.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRPERSON**

(signed)

**THAI THI THANH HAI**



No.: 07/2024/TTr-HĐQT-VCR

Independence – Freedom – Happiness

Hanoi, 30 March 2024

**PROPOSAL OF THE BOARD OF DIRECTORS**

**Re.: Amending and supplementing the Company's Charter**

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

Based on the actual needs 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 of the amendment and supplement of the Company’s Charter. The contents of amendments and supplements to the Charter are according to the Appendix attached to this Proposal (“**Amendments**”).

The BOD respectfully submits to the GMS to consider and approve the new Charter of the Company including the amended contents. Other provisions of the Charter that are not amended or supplemented remain in full force and effect.

The new Charter takes effect from the date it is approved by the GMS and replaces the full Charter issued on May 10, 2022 and the Appendices amending and supplementing the Charter previously issued.

Assigning the Chief Executive Officer and Legal Representative of the Company to complete and sign the new Charter according to regulations.

After being issued, the new Charter will be published on the Company's website at the link: <https://vincom.com.vn/>, Investor Relations/Corporate Documents section.

Thank you.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRPERSON**

(signed)

**THAI THI THANH HAI**

**APPENDIX**

**AMENDMENT AND SUPPLEMENT TO THE CHARTER OF VINCOM RETAIL JOINT STOCK COMPANY**

No.	Relevant Article	Content in prevailing Charter	Amended, supplemented content	Reason for change
1	<b>Article 3.3</b>	The Company's registered head office: 7 Bang Lang 1 Road, Vinhomes Riverside Ecological Urban Area, Viet Hung Ward, Long Bien District, Hanoi, Vietnam. Tel: (+84) 24 3974 9999	The Company's registered head office: Symphony Office Building, Chu Huy Man street, Vinhomes Riverside Ecological Urban Area, Viet Hung Ward, Long Bien District, Hanoi, Vietnam. Tel: (+84) 24 3974 9999 Email: info@vincom.com.vn	To be in accordance with the Company's actual activities
2	<b>Article 3.7</b>	The seal of the Company: a) The BOD shall decide the type, quantity, form and content of the seals of the Company, its branches and representative offices from time to time. b) The CEO shall be responsible for use and manage the seals in accordance with applicable regulations of law.	The seal of the Company: a) Seals include seals made at establishments engraved with seals or seals in the form of digital signatures in accordance with the law on e-transactions. b) The BOD shall decide the type, quantity, form and content of the seals of the Company, its branches and representative offices from time to time. c) The CEO shall be responsible for use and manage the seals in accordance with applicable regulations of law.	Add seals in the form of digital signatures because businesses have now registered and used this form.
3	<b>Article 21.2</b>	The invitations to attend the GMS shall be sent to mailing addresses of all Shareholders by express mail and published on the websites of the Company, State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered. The convener shall send invitations to all Shareholders on the list of Shareholders eligible to attend the GMS at least 21 days before the opening day of the GMS. The agenda of the GMS and documents relevant to the matters to be voted on at the GMS shall be sent to the Shareholders and/or	The invitation shall be sent to the contact address of each Shareholder having the right to attend the meeting. The Shareholder's contact address is one of the following types of information: registered head office address for the organization; permanent residence address, work place address, family address or other individual address that such person has registered with the Company as a contact address; phone number; electronic mail (email). In case the	To be in accordance with the Company's application of information technology in organizing the GMS and facilitating the

		<p>published on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for the following documents:</p> <p>a) The meeting agenda and documents to be used during the meeting;</p> <p>b) List and details of candidates in case of election of members of the Board of Directors and members of the Supervisory Board;</p> <p>c) Voting ballot;</p> <p>d) Draft resolution on each matter mentioned in the meeting agenda</p>	<p>Company sends the meeting invitation by sending electronic mail (email), the email address of the Shareholder receiving the invitation is the address stored and provided by the Viet Nam Securities Depository and Clearing Corporation, or the email address registered by the Shareholder to the Company.</p> <p>The invitation shall be sent to all Shareholders in the List of Shareholders having the right to attend the meeting by no later than twenty-one (21) days before the opening day of the GMS. The holding of GMS, the agenda of the GMS and documents relevant to the matters to be voted on at the GMS shall be sent to the Shareholders and/or published on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for the following documents:</p> <p>a) The meeting agenda and documents to be used during the meeting;</p> <p>b) List and details of candidates in case of election of members of the Board of Directors and members of the Supervisory Board;</p> <p>c) Voting ballot;</p> <p>d) Draft resolution on each matter mentioned in the meeting agenda.</p>	<p>flexibility of the forms sending meeting invitations from time to time.</p>
4	<b>Article 4.1</b>	Amending the Company's business lines (details in the Proposal for business line amendment)		Amending some business lines to suit the Company's actual scope of operations



No.: 08/2024/TTr-HĐQT-VCR

Hanoi, 30 March 2024

**PROPOSAL OF THE BOARD OF DIRECTORS**  
*(Regarding Amendment and supplement to Regulations of Company)*

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

The Board of Directors ("BOD") respectfully submit to the General Meeting of Shareholders (GMS) a proposal based on the actual organization and operations of the Vincom Retail Joint Stock Company ("Company"), in compliance with the provisions of the law and the Company Charter, to evaluate and approve the following changes to the Company's Regulations:

- 1. Internal Regulations on corporate governance:** Appendix 1, attached to this Proposal, contains the amendments and supplements.
  - 2. Regulations on the operations of the BOD:** Appendix 2, attached to this Proposal, contains the amendments and supplements.
- (The regulations in sections 1 and 2 are collectively referred to as the "**Regulations**").

Other articles and clauses of the Regulations which are not amended or supplemented under this Proposal shall remain in full force and effect.

The Chairman of the BOD is authorized to facilitate the completion and sign to publish the Regulations that will be updated with the Proposal's amendments and supplements.

After being published, the new Regulations will replace the regulations dated June 23, 2021, with effect from the date of approval by the GMS, and will be posted on the Company's website at the following link: <https://vincom.com.vn/> in the Investor Relations/Corporate Documents section.

Kindly submit to the GMS for consideration and approval.  
Thank you.

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

*(signed)*

**THAI THI THANH HAI**

**APPENDIX 01 – AMENDMENT AND SUPPLEMENT TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**  
**VINCOM RETAIL JOINT STOCK COMPANY**  
*(Attached to the Proposal of the Board of Directors dated March 30, 2024)*

No.	Relevant articles	Current regulations	Proposed regulations	Rationale
1.	<b>Article 2</b> <b>Clause 2.12</b> <b>Item a,</b> <b>Item b</b>	<p><b>Conditions for the approval of the resolutions:</b></p> <p>a) Resolutions on the following matters shall be approved if they receive at least 65% affirmative votes from participating shareholders:</p> <ul style="list-style-type: none"> <li>- Types of shares and the quantity of each type;</li> <li>- Change of business lines;</li> <li>- Changes to the Company’s organizational structure;</li> <li>- Investment projects or sale of assets that are worth at least 50% of the total assets reported on the Company’s latest financial statement.</li> <li>- Re-organization, dissolution of the Company;</li> </ul> <p>b) The resolutions on matters which are not mentioned in the Item (a) above shall be approved when they are voted on by a number of shareholders holding more than 50% of the total votes of all participating shareholders.</p>	<p><b>Conditions for the approval of the resolutions:</b></p> <p>a) Resolutions on the following matters shall be approved if they receive at least 65% affirmative votes from <b>the shareholders participating and voting at the meeting:</b></p> <ul style="list-style-type: none"> <li>- Types of shares and the quantity of each type;</li> <li>- Change of business lines;</li> <li>- Changes to the Company’s organizational structure;</li> <li>- Investment projects or sale of assets that are worth at least 50% of the total assets reported on the Company’s latest financial statement.</li> <li>- Re-organization, dissolution of the Company;</li> </ul> <p>b) The resolutions on matters which are not mentioned in the Item (a) above shall be approved when they are voted on by a number of shareholders holding more than 50% of the total votes of all <b>the shareholders participating and voting at the meeting.</b></p>	In compliance with the Law No. 03/2022/QH 15 amending and supplementing a number of articles of the Law on Enterprises.
2.	<b>Article 2</b> <b>Clause 2.13</b>	<p><b>Protocol for announcing vote counting results:</b></p> <p>The vote counting results will be announced by the Chairperson at the GMS, before the closing of the GMS.</p>	<p><b>Protocol for announcing vote counting results:</b></p> <p>The vote counting results will be announced by the <b>Vote Counting Committee</b> at the GMS, before the closing of the GMS.</p>	In accordance with the Company’s Charter and the actual meeting of the GMS



No.	Relevant articles	Current regulations	Proposed regulations	Rationale
3.	<b>Article 3 Clause 2 Item 2.4</b>	The members of the BOD shall satisfy the requirements and conditions specified in Clause 1 and Clause 2 of Article 155 of the Law on Enterprises and the Company's Charter.	The members of the BOD shall satisfy the requirements and conditions specified in Article 155 of the Law on Enterprises and the Company's Charter. <b>A member of the BOD of the Company is only allowed to concurrently be a member of the BOD in no more than 5 other companies.</b>	In accordance with the Company's Charter and Decree 155
4.	<b>Article 3 Clause 2 Item 2.5</b>	Not regulated	<b>Supplementing Item 2.5: The members of The Board of Directors shall be elected by universal suffrage or cumulative voting in accordance with the Regulation on Election approved by the GMS from time to time.</b>	In accordance with the Company's Charter.
5.	<b>Article 4</b>	Not regulated	<b>Supplementing Clause 4: The members of the Supervisory Board shall be elected by universal suffrage or cumulative voting in accordance with the Regulations on Election approved by the GMS from time to time.</b>	In accordance with the Company's Charter.

**APPENDIX 02 – AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON THE OPERATIONS OF THE BOD  
VINCOM RETAIL JOINT STOCK COMPANY**

*(Attached to the Proposal of the Board of Directors dated March 30, 2024)*

No.	Relevant articles	Current regulations	Proposed regulations	Rationale
1.	<b>Article 6</b>	<p><b>Requirements to be satisfied as members of the BOD</b></p> <p>A member of the BOD shall meet the following requirements:</p> <ol style="list-style-type: none"> <li>1. He/she is not any of the persons specified in Clause 2 of Article 17 of the Law on Enterprises;</li> <li>2. He/she has qualifications and experience in business administration or in same fields or business lines of the Company. A member is not necessarily a shareholder of the Company, unless otherwise prescribed by the Company Charter;</li> <li>3. A member of the BOD may concurrently hold the position of member of BOD of another company;</li> <li>4. He/she satisfies other requirements specified in the Company Charter.</li> </ol>	<p><b>Requirements to be satisfied as members of the BOD</b></p> <ol style="list-style-type: none"> <li>1. The members of the BOD shall satisfy the requirements and conditions specified in Article 155 of the Law on Enterprises and the Company Charter.</li> <li>2. <b>A member of the BOD of the Company is only allowed to concurrently be a member of the BOD in no more than 5 other companies and is not necessarily a Shareholder of the Company.</b></li> <li>3. He/she satisfies other requirements specified in the Company Charter.</li> </ol>	In accordance with the Company Charter.
2.	<b>Article 7</b>	Not regulated	<p>Supplement to Clause 4:</p> <p><b>If it is deemed necessary and does not violate any prohibition under the law, the Chairman of the BOD may authorize on a case by case or regular basis or delegate the Vice Chairperson(s) to sign documents on behalf of the Chairman of the BOD and perform a number of rights, responsibilities, and duties of the Chairman of the BOD. The authorized Vice Chairperson(s) are accountable to the Chairman of the BOD for completing the assigned responsibilities.</b></p>	In accordance with the Company Charter.
3.	<b>Article 9, Clause 3</b>	The voting on members of the BOD shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the BOD, and may cast all or some of the votes for one or a number of candidates. Elected members of the BOD shall be chosen according to the number of votes received in descending order until the minimum number specified in the Company Charter is reached. In case 02 or	<p><b>The members of the BOD shall be elected by universal suffrage or cumulative voting in accordance with the Regulation on Election approved by the GMS from time to time. In case of cumulative voting, the procedure is as follows:</b></p> <p>Each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the BOD, and may cast all or some of the votes for one or a number of candidates. Elected members of the BOD shall be chosen</p>	In accordance with the Company Charter and Law on Enterprises

No.	Relevant articles	Current regulations	Proposed regulations	Rationale
		more candidates for the last member of the BOD receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company Charter.	according to the number of votes received in descending order until the minimum number specified in the Company Charter is reached. In case two or more candidates for the last member of the BOD receive the same number of votes, they will undergo another round of voting or be selected according to the voting regulations or the Company Charter.	
4.	<b>Article 9, Clause 4</b>	The election, dismissal and discharge of members of the BOD shall be decided by the GMS by voting.	The election, dismissal and discharge of members of the BOD shall be decided by the GMS by <b>direct voting or collecting shareholder's written opinions.</b>	In accordance with the Company Charter and Law on Enterprises
5.	<b>Article 15 Clause 2</b>	The BOD shall have at least 01 meeting per quarter and may have extraordinary meetings.	The BOD shall have at least one meeting per quarter and may have extraordinary meetings <b>or collect member's written opinions.</b>	In accordance with the Company Charter.
6.	<b>Article 15, Clause 6</b>	The Chairperson of the BOD or the person who convenes the meeting of the BOD shall send invitations at least 03 working days before the meeting. The invitation shall specify the meeting time, location, agenda, and matters that need to be discussed and decided. The invitation shall be enclosed with documents and ballots to be used at the meeting.	The Chairperson of the BOD or the person who convenes the meeting of the BOD shall send invitations at least <b>five days</b> before the meeting. The invitation shall specify the meeting time, location, agenda, and matters that need to be discussed and decided. The invitation shall be enclosed with documents and ballots to be used at the meeting.	In accordance with the Company Charter.
7.	<b>Article 17, Clause 1</b>	<b>Submission of annual reports</b> 1. At the end of the fiscal year, the BOD shall submit the following reports to the GMS: <ul style="list-style-type: none"> <li>a) Report on business performance of the Company;</li> <li>b) Financial statements;</li> <li>c) Report on management and administration of the Company;</li> <li>d) Evaluation report by the Supervisory Board.</li> </ul>	<b>Submission of annual reports</b> 1. At the end of the fiscal year, the BOD shall submit the following reports to the GMS: <ul style="list-style-type: none"> <li>a) Report on business performance of the Company;</li> <li>b) Financial statements;</li> <li>c) Report on the corporate governance and performance of the BOD and each of its members;</li> </ul>	In accordance with the Company Charter.



No.: 09/2024/TTr-HĐQT-VCR

Hanoi, 30 March 2024

**PROPOSAL OF THE BOARD OF DIRECTORS**

*(Regarding the step-down and election of additional member of the Board of Directors  
for the term 2023 – 2028)*

**To: THE GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors ("**BOD**") of the Vincom Retail Joint Stock Company ("**Company**") respectfully submit the General Meeting of Shareholders ("**GMS**") to approve the step-down and election of members of the BOD for the term of 2023 – 2028 as follows:

- Ms. Thai Thi Thanh Hai stepped down from being the BOD member.
- Ms. Le Mai Lan stepped down from being the BOD member.
- Elect Mr. Nguyen Hoai Nam as a member of the BOD.

The term of additionally elected member of the BOD is the remaining tenure of the incumbent BOD members are published 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 endorsement of the step-down and election of additional members of the BOD for the term of 2023 – 2028 in accordance with regulation.

Thank you.

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

(signed)

**THAI THI THANH HAI**

**CIRRICULLUM VITAE OF CANDIDATES TO THE BOARD OF DIRECTORS  
FOR THE TERM 2023 – 2028  
VINCOM RETAIL JOINT STOCK COMPANY**

**I. MR NGUYEN HOAI NAM**

1. Full name: **NGUYEN HOAI NAM**
2. Gender: Male
3. Date of birth: 20/12/1970
4. Nationality: Vietnam
5. Ethnicity: Kinh
6. Telephone number:
7. Qualification: Bachelor and Master of Business Administration,  
University of Southern California
8. Experience:

<b>Year</b>	<b>Employer and Designation</b>
1992 – 1998	Sales Director at 3C Corporation
1998 – 2005	Chief Financial Officer at TTT Corporation
2005 – 2006	Chief Executive Officer at Viet Au Investment Company
2006 – current	Chief Executive Officer of Berjaya Group in Vietnam

9. Other managerial positions:

9.1. Chairman of the Board of Directors of companies: Nam Huong Media and Investment Joint Stock Company, Saigon Berjaya Securities Joint Stock Company; NP Business Investment Joint Stock Company

9.2. Chairman of the Board of Members of JVA Ho Chi Minh City Co., Ltd. (Jeep Vietnam).

9.3. Members of the Board of Members:

- Berjaya - West Lake Joint Venture Company (Owner of Sheraton Hanoi Hotel)
- Berjaya Company Limited - Handico12
- Berjaya Company Limited - D2D

10. Interest related to Vincom Retail and its related parties: None



Independence – Freedom – Happiness

Hanoi, 23 April 2024

## REGULATIONS ON ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS FOR THE 2023 – 2028 TERM

### Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated 17 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 (“Decree No. 155/2020/ND-CP”);*
- *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 conducted in compliance with applicable laws, the Company’s Charter, and this Regulation to ensure democratic and legal entitlements of all shareholders.
  - b. The election is conducted publicly via sealed ballots at the Annual General Meeting of Shareholders (“AGM”).
- 1.2. Eligibility to vote: Shareholders who own shares with voting rights that matches the list of shareholders issued by the Vietnam Securities Depository and Clearing Corporation (VSDC) on 21 March 2024, or their proxies who attend the General Meeting of Shareholders in person

### Article 2: Number, requirements and conditions of additional BOD members in the term of 2023-2028

- 2.1. The number of additional BOD members to be elected: 01 member
- 2.2. Requirements and conditions to be an additionally elected BOD member:  
Candidates for Additional members of the BOD shall satisfy the requirements and conditions as specified in Article 155 of the Law on Enterprises and Article 275 of Decree No. 155/2020/ND-CP.

### Article 3: Election procedure:

- 3.1. The election of additional BOD members shall be conducted through secret voting at the AGM by cumulative voting, with each shareholder having a total number of votes equal to the total number of shares owned/authorized multiplied by the number of additional BOD members to be elected.
- 3.2. Shareholders or their proxies may cast all of their votes for one candidate or divide the votes among candidates, but they are not allowed to cast more votes than their total number of eligible votes.

### For example:

- a) *A shareholder owns 100 ordinary shares of Company and the GMS shall vote to elect one additional member of the BOD;*
- b) *The shareholder shall have: 100 (shares) x 1 (members of the BOD to be elected) = 100 votes;*
- c) *Shareholders may cast all of their 100 votes for one candidate or divide the votes among*

*nominated candidates, but the total number of votes must be smaller than (<) 100 (e.g.: 30 votes, 50 votes, 80 votes).*

#### **Article 4: Election by Ballot**

##### 4.1. Ballot:

Each shareholder/proxy is given one (1) ballot to elect BOD members (“**Ballot**”), on which the code of the shareholder, the number of shares owned/authorized, the total number of votes which is equal to the number of shares owned/authorized multiplied by the number of additional BOD members to be elected are stated.

##### 4.2. Regulations on filling out ballot and the validity of the Ballot:

###### a) A valid ballot must meet the following requirements:

- Released by the Organizing Committee with official stamp of Company
- Signed by the shareholder or the proxy;
- Not torn, strikethrough, erased or repaired.
- The total number of votes for the candidate is equal to (=) or smaller (<) than the total number of votes given to the shareholders

###### b) An invalid ballot has one or several of the following:

- Not issued by the Organizing Committee of the AGM;
- Without Company's official stamp;
- Torn, strikethrough, erased, or scratched, repaired and/or added the names of candidates who are not on the list of candidates approved by the GMS before voting;
- Without the signature of the shareholder or the proxy;
- When the total number of votes for the candidate is more than the total number of votes given to the shareholders;
- Vote for a total number of candidates that exceeds the number of elected BOD members;

The invalid ballots are dismissed from the election results.

###### c) Filling a ballot:

- The shareholder writes down the number of votes he/she wants to cast in the column “Number of votes” or check (x) or (v) in the row of the elected candidate.
- 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” in the row of the elected candidate;
- Sign on the ballot.

##### 4.3. Regulations on vote counting process

The Vote Counting Committee is responsible for counting the votes in accordance with the following regulations:

- Check the validity of the ballots;
- Check each ballot in turn and record in writing vote counting results;
- Seal all the ballots and hand over to the Head of the Vote Counting Committee.

##### 4.4. Prepare the report on vote counting results for additional BOD members for early announcement.

#### **Article 5. Electronic voting**

5.1. The Organizing Committee provides shareholders/proxies attending the AGM with one access account to log into the electronic voting system (in case Company applies information technology to the election of members of the Board of Directors at the AGM);

5.2. Shareholders use the account provided by the Organizing Committee to log into the System and conduct electronic voting.

5.3. Shareholders shall conduct electronic voting according to the instructions of the Organizing Committee at the AGM.

5.4. Shareholders have no right to amend their votes once the System closes the voting. The voting results of the shareholders using the provided accounts recorded on the System are final and no complaint/claims are allowed in relation to these results.

5.5. The Vote Counting Committee will announce the election results at the AGM immediately following the completion of voting.

**Article 6. Principles of winning election as BOD members.**

6.1. The candidate to win the election as a BOD member must get the valid votes reaching over 50% of the total number of votes of all the shareholders participating and voting at the AGM.

6.2. All complaints regarding election results are considered only at the AGM, shareholders must not object to this validity at any other time.

**Article 7. Announcement of election results for additional Board of Directors members.**

The election results of additional BOD members are announced at the AGM and are disclosed in accordance with regulations and posted on Company's website together with the AGM minutes and resolutions.

**Article 8. Effectiveness.**

These regulations were approved at the 2024 Annual General Meeting of Shareholders of Company.

**ON BEHALF OF GENERAL  
MEETING OF SHAREHOLDERS**

*(signed)*

**TRAN MAI HOA**





No.: 10/2024/TTr-BKS-VCR

Independence – Freedom – Happiness

Hanoi, 30 March 2024

**PROPOSAL OF THE SUPERVISORY BOARD**

*(Regarding the step-down and election of additional member of the Supervisory Board  
for the term 2023 – 2028)*

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

The Supervisory Board of the Vincom Retail Joint Stock Company ("Company") respectfully submit the General Meeting of Shareholders ("GMS") to approve the step-down and election of members of the Supervisory Board for the term of 2023 – 2028 as follows:

- Dismissing Mr. Chu Anh Dung from the Supervisory Board member position.
- Dismissing Ms. Tran Thanh Tam from the Supervisory Board member position.
- Dismissing Ms. Nguyen Thu Phuong from the Supervisory Board member position.
- Additionally electing Mr. Tran Xuan Hai as a member of the Supervisory Board.
- Additionally electing Mr. Hoang Duc Hung as a member of the Supervisory Board.
- Additionally electing Mr. Nguyen Thanh Trung as a member of the Supervisory Board.

The term of additionally elected member of the Supervisory Board is the remaining tenure of the incumbent Supervisory Board (2023-2028).

The information of the candidates for the additionally elected Supervisory Board members, Draft of Regulations on election of additional members of the Supervisory Board term are published 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 endorsement of the step-down and election of additional members of the Supervisory Board for the term of 2023 – 2028 in accordance with regulation.

Thank you./.

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

*(signed)*

**CHU ANH DUNG**



Hanoi, 23 April 2024

## REGULATIONS ON ELECTION OF ADDITIONAL MEMBERS OF THE SUPERVISORY BOARD FOR THE 2023 – 2028 TERM

### Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated 17 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 conducted in compliance with applicable laws, the Company’s Charter, and this Regulation to ensure democratic and legal entitlements of all shareholders.
  - b. The election is conducted publicly via sealed ballots at the Annual General Meeting of Shareholders (“AGM”).
- 1.2. Eligibility to vote: Shareholders who own shares with voting rights that matches the list of shareholders issued by the Vietnam Securities Depository and Clearing Corporation (VSDC) on 21 March 2024, or their proxies who attend the General Meeting of Shareholders in person.

### **Article 2: Number, requirements and conditions of additional Supervisory Board members in the term of 2023-2028**

- 2.1. The number of additional Supervisory Board members to be elected: 03 members
- 2.2. Requirements and conditions to be an additionally elected Supervisory Board member:
 

Candidates for the 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 one of the majors in economics, finance, accounting, audit, law, business administration or another major that is relevant to Vincom Retail Joint Stock Company's operation activities;
  - 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: Election procedure:**

- 3.1. The election of additional Supervisory Board members shall be conducted through secret voting at the AGM by cumulative voting, with each shareholder having a total number of votes equal to the total number of shares owned/authorized multiplied by the number of additional Supervisory Board members to be elected.
- 3.2. Shareholders or their proxies may cast all of their votes for one candidate or divide the votes among candidates, but they are not allowed to cast more votes than their total number of eligible votes.

**For example:**

- a. *A shareholder owns 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 4: Election by Ballot**

- 4.1. Ballot:  
Each shareholder/proxy is given one (1) ballot to elect Supervisory Board members (“**Ballot**”), on which the code of the shareholder, the number of shares owned, the total number of votes which is equal to the number of shares owned/authorized multiplied by the number of additional Supervisory Board members to be elected are stated.
- 4.2. Regulations on filling out ballot and the validity of the Ballot:
  - a) A valid ballot must meet the following requirements:
    - Released by the Organizing Committee with official stamp of Company
    - Signed by the shareholder or the proxy;
    - Not torn, strikethrough, erased, or repaired.
    - The total number of votes for the candidate is equal to (=) or smaller (<) than the total number of votes given to the shareholders
  - b) An invalid ballot has one or several of the following:
    - Not issued by the Organizing Committee of the AGM;
    - Without Company's official stamp;
    - Torn, strikethrough, erased, or scratched, repaired and/or added the names of candidates who are not on the list of candidates approved by the GMS before voting.
    - ;
    - Without the signature of the shareholder or the proxy;
    - When the total number of votes for the candidate is more than the total number of votes given to the shareholders;
    - Vote for a total number of candidates that exceeds the number of elected Supervisory Board members;
    - ;
 The invalid ballots are dismissed from the election results.
  - c) Filling a ballot:
    - The shareholder writes down the number of votes he/she wants to cast in the column “Number of votes” or check (x) or (v) in the row of the elected candidate.
    - 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” in the row of the elected candidate;

- Sign on the ballot.
- 4.3. Regulations on vote counting process  
The Vote Counting Committee is responsible for counting the votes in accordance with the following regulations:
- Check the validity of the ballots;
  - Check each ballot in turn and record in writing vote counting results;
  - Seal all the ballots and hand over to the Head of the Vote Counting Committee.
- 4.4. Prepare the report on vote counting results for additional Supervisory Board members for announcement.

**Article 5. Electronic voting**

- 5.1. The Organizing Committee provides shareholders/proxies attending the AGM with one access account to log into the electronic voting system (in case Company applies information technology to the election of members of the Supervisory Board at the AGM);
- 5.2. Shareholders use the account provided by the Organizing Committee to log into the System and conduct electronic voting.
- 5.3. Shareholders shall conduct electronic voting according to the instructions of the Organizing Committee at the AGM.
- 5.4. Shareholders have no right to amend their votes once the System closes the voting. The voting results of the shareholders using the provided accounts recorded on the System are final and no complaint/claims are allowed in relation to these results.
- 5.5. The Vote Counting Committee will announce the election results at the AGM immediately following the completion of voting.

**Article 6. Principles of winning election as Supervisory Board members.**

- 6.1. The candidate to win the election as a Supervisory Board member must get the valid votes reaching over 50% of the total number of votes of all the shareholders participating and voting at the AGM.
- 6.2. All complaints regarding election results are considered only at the AGM, shareholders must not object to this validity at any other time.

**Article 7. Announcement of election results for additional Supervisory Board members.**

The election results of additional Supervisory Board members are announced at the AGM and are disclosed in accordance with regulations and posted on Company's website together with the AGM minutes and resolutions.

**Article 8. Effectiveness.**

These regulations were approved at the 2024 Annual General Meeting of Shareholders of Company.

**ON BEHALF OF THE GENERAL MEETING  
OF SHAREHOLDERS  
HEAD OF THE SUPERVISORY BOARD**

*(signed)*

**CHU ANH DŨNG**

**CIRRICULLUM VITAE OF CANDIDATES FOR THE SUPERVISORY BOARD  
FOR THE TERM 2023 – 2028  
VINCOM RETAIL JOINT STOCK COMPANY**

**I. MR TRAN XUAN HAI**

1. Full name: TRAN XUAN HAI
2. Gender: Male
3. Date of birth: 23/01/1983
4. Nationality: Vietnamese
5. Ethnicity: Kinh
6. Phone number:
7. Education/Qualification: Bachelor of Public Administration, major in State Management, National Academy of Public Administration
8. Experience:
  - 2006 – 2007: Human Resources Executive of FPT Software Solution Co., Ltd.
  - 2007 – 2011: Head of Human Resources Group of FPT Corporation
  - 2012 – 2015: Head of Project and Human Resources Policy Department, FPT Corporation
  - 2015 – 2017: Director of Hanoi 12 branch, FPT Telecom Joint Stock Company (FPT Telecom)
  - 2017 – 2018: Human Resource Creation Manager, VP Bank
  - 2018 – 2019: HR Project Manager in charge of Technology Companies - Human Resources Department, Vingroup
  - 2019 – 2022: Human Resources Director of Adayroi Company, Vinsmart Joint Stock Company, Human Resources Operation Director of Vinfast Company
  - 2022 – current: Director of Human Resources at Vincom Retail Joint Stock Company
9. Positions in other companies: None
10. Interest related to Vincom Retail and its related parties: None

**II. MR HOANG DUC HUNG**

1. Full name: HOANG DUC HUNG
2. Gender: Male
3. Date of birth: 19/03/1989
4. Nationality: Vietnamese
5. Ethnicity: Kinh
6. Phone number:
7. Education/Qualification: BSc Accounting & Finance, Oxford Brookes University,
8. Experience: UK
  - 7/2016 – 5/2018: Consultant, Ernst & Young Vietnam Limited

- 6/2018 – 8/2019: Investment Banking Service Executive, KB Vietnam Securities JSC
  - 9/2019 – 12/2020: Senior Executive, Financial Advisory, Deloitte Vietnam Company Limited
  - 01/2021 – 10/2022: Investment Management, Investment Department, Sovico Group JSC
  - 11/2022 – 10/2023: Investment Management, Investment Department, Vingroup Joint Stock Company
  - 10/2022 – current: Manager, Capital Market, Vincom Retail Joint Stock Company
9. Positions in other companies: None
10. Interest related to Vincom Retail and its related parties: None

### **III. MR NGUYEN THANH TRUNG**

1. Full name: NGUYEN THANH TRUNG
2. Gender: Male
3. Date of birth: 08/09/1993
4. Nationality: Vietnamese
5. Ethnicity: Kinh
6. Phone number:
7. Education/Qualification: Bachelor of International Trade Law and Bachelor of Foreign Economics, Foreign Trade University, Hanoi
8. Experience:
  - 2014 – 2015: Assistant Counsel, ATS Law Firm Limited
  - 2015 – 2018: Material Specialist – Import Export, Hoa Phat Spare Parts Equipment Co., Ltd
  - 2019 – 2020: Product Manager, Vinh Xuan Computer Joint Stock Company
  - 2020 – 2022: Manager of Legal Department, Formosa Ha Tinh Iron and Steel Co., Ltd.
  - 2022 – 2023: Legal Expert, Sunshine Group
  - 2023 – current: Head of Legal Compliance Control Department, Vincom Retail Joint Stock Company
9. Positions in other companies: None
10. Interest related to Vincom Retail and its related parties: None

**2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF VINCOM RETAIL JOINT STOCK COMPANY**

-----  
**BALLOT**

**Name of shareholder:**

**Shareholder Code:**

**Number of Shares owned:**

**MATTERS FOR VOTING:**

Please tick here if you agree with all voting matters

<b>1. Approve the Report of the Board of Directors (the “BOD”)</b> <input type="checkbox"/> Agree <input type="checkbox"/> Disagree <input type="checkbox"/> Abstain
<b>2. Approve the 2023 Business Performance and 2024 Business Plan according to the Proposal of the BOD</b> <input type="checkbox"/> Agree <input type="checkbox"/> Disagree <input type="checkbox"/> Abstain
<b>3. Approve the 2023 audited financial statements according to the Proposal of the BOD</b> <input type="checkbox"/> Agree <input type="checkbox"/> Disagree <input type="checkbox"/> Abstain
<b>4. Approve the Report of the Supervisory Board</b> <input type="checkbox"/> Agree <input type="checkbox"/> Disagree <input type="checkbox"/> Abstain
<b>5. Approve the Appropriation plan for the 2023 cumulative undistributed earnings according to the Proposal of the BOD</b> <input type="checkbox"/> Agree <input type="checkbox"/> Disagree <input type="checkbox"/> Abstain
<b>6. Approve the Remuneration for the members of BOD and the Supervisory Board in 2024 according to the Proposal of the BOD</b> <input type="checkbox"/> Agree <input type="checkbox"/> Disagree <input type="checkbox"/> Abstain
<b>7. Approve the list of independent audit companies according to the Proposal of the BOD</b> <input type="checkbox"/> Agree <input type="checkbox"/> Disagree <input type="checkbox"/> Abstain
<b>8. Approve the amendment the Company’s business lines according to the Proposal of the BOD</b> <input type="checkbox"/> Agree <input type="checkbox"/> Disagree <input type="checkbox"/> Abstain
<b>9. Approve amendments and supplements to the Company’s Charter according to the Proposal of the BOD</b> <input type="checkbox"/> Agree <input type="checkbox"/> Disagree <input type="checkbox"/> Abstain
<b>10. Approve amendments and supplements to the Internal Management Regulations and Operational Regulations of the BOD according to the Proposal of the BOD</b> <input type="checkbox"/> Agree <input type="checkbox"/> Disagree <input type="checkbox"/> Abstain

**11. Approve the dismissal of Ms. Thai Thi Thanh Hai from the position of member of the Board of Directors**

Agree

Disagree

Abstain

**12. Approve the dismissal of Ms. Le Mai Lan from the position of member of the Board of Directors**

Agree

Disagree

Abstain

**13. Approve the dismissal of Mr. Chu Anh Dung from the position of member of the Supervisory Board**

Agree

Disagree

Abstain

**14. Approve the dismissal of Ms. Tran Thanh Tam from the position of member of the Supervisory Board**

Agree

Disagree

Abstain

**15. Approve the dismissal of Ms. Nguyen Thu Phuong from the position of member of the Supervisory Board**

Agree

Disagree

Abstain

**Signature of Shareholder (or Authorized Proxy)**

*(Signature and Full name)*



**2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
VINCOM RETAIL JOINT STOCK COMPANY**

-----o0o-----

**BOARD OF DIRECTORS ELECTION BALLOT**

**Shareholder code:**

**Name of shareholder:**

Number of voting shares	Number of Board of Directors members to be elected	Number of votes (Number of voting shares x members of the Board of Directors)

No.	Name of candidates	Votes (Pick one option)	
		Allocate all votes to the candidate marked with "x" (*)	Cast votes for specific candidates <i>(please write down the exact number of votes casted for each candidate)</i>
1			
2			
3			

(\*) The number of votes in this column must not exceed the number of voting shares of the shareholder

**Signature of Shareholder  
(or Authorized Proxy)  
(Signature and Full name)**

**2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
VINCOM RETAIL JOINT STOCK COMPANY**

-----o0o-----

**SUPERVISORY BOARD ELECTION BALLOT**

**Name of shareholder:**

**Shareholder code:**

Number of voting shares	Number of Supervisory Board members to be elected	Number of votes (Number of voting shares x members of the Supervisory Board)

No.	Name of candidates	Votes (Pick one option)	
		Divide total votes equally among candidates marked with “x” (*)	Cast votes for specific candidates (please write down the exact number of votes casted for each candidate)
1			
2			
3			

(\*) If this option is chosen, all the candidates must have an “x” marked

<b>Signature of Shareholder (or Authorized Proxy) (Signature and Full name)</b>
---