
No: 01_2021/NQĐHĐCĐ/TGDĐ

Hochiminh City, 15th May, 2021

**PROPOSAL RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2021
MOBILE WORLD INVESTMENT CORPORATION**

- Pursuant to Law on Enterprise 2020 No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 17th June 2020;
- Pursuant to Charter of organization and activity of Mobile World Investment Joint Stock; and
- Pursuant to the meeting minutes of Annual General Meeting Of Shareholders 2021 No 01_2021/BBĐHĐCĐ/TGDĐ, dated on 15th May, 2021 and contents stated in Proposal Letter No. 01_2021 / TT / DHĐCĐ / MWG of the Board of Directors dated April 20th, 2021 (“Proposal Letter”);

**DECISIONS OF ANNUAL GENERAL MEETING OF
SHAREHOLDERS**

- ARTICLE 1. Approve the report of Board of Directors (“BOD”) 2020 as in the Proposal Letter.**
- ARTICLE 2. Approve the report of Internal Audit Committee (“IAC”) 2020 as in the Proposal Letter.**
- ARTICLE 3. Approve the audited financial statement of 2020 (attached hereof).**
- ARTICLE 4. Approve the business plan of 2021 as in the Proposal Letter.**
- ARTICLE 5. Approve the report on cash dividend payment from 2019 retained earnings as in the Proposal Letter.**
- ARTICLE 6. Approve the report on the result of ESOP issuance to executive board and key management personel of Mobile World Investment Corporation and its subsidiaries based on 2019 business results (ESOP 2019) as in the Proposal Letter.**
- ARTICLE 7. Approve the report on the result of ESOP issuance to executive board and key management personel of Mobile World Investment Corporation and its subsidiaries based on 2020 business results (ESOP 2020) as in the Proposal Letter.**
- ARTICLE 8. Approve the cash dividend policy based on 2020 business result**

The General Meeting of Shareholders approves the cash dividend policy base on business results of 2020 for existing shareholders as follows:

- 8.1 Type of shares : Common shares

- 8.2 Par value : VND 10,000/share
- 8.3 Payout ratio : maximum 15% on par value (VND 1,500/share),
: the specific payout ratio will be decided by the BOD
- 8.4 Beneficiaries : Existing shareholders in the VSD's shareholder
: list at the record date. These shareholders are
eligible for receiving dividend payment
- 8.5 Payment method : Cash payment
- 8.6 Expected payment time : In 2021
- 8.7 The General Meeting of Shareholders authorizes the BOD to execute the following activities:
- 8.7.1 Entirely decide on dividend payment ratio and specific payment time;
- 8.7.2 Decide, modify detailed dividend payment plan and select appropriate time for preparing the related documents;
- 8.7.3 Perform all necessary procedures to complete the issuance plan and comply with current laws and regulations.

ARTICLE 9. Approve the stock dividend for all existing shareholders

The General Meeting of Shareholders approves the proposal of paying the stock dividend as follows:

- 9.1 Issuance : newly issued shares of Mobile World Investment Corporation (MWG).
- 9.2 Type of share : Common shares
- 9.3 Par value : VND 10,000/share
- 9.4 Charter Capital : 4,754,311,970,000 VND
- 9.5 Outstanding shares : 475,431,197 shares
- 9.6 The treasury shares : 0 shares
- 9.7 The payment ratio : 2:1 on outstanding shares (This means that each shareholder who owns two (02) shares in the VSD's shareholder list at the record date will receive one (01) additional share).
- 9.8 Expected number of issued shares : 237,715,598 shares (this number may be adjusted accordingly at the time of issuance if any changes of the total outstanding shares).
- 9.9 Expected issue value at par value : 2,377,155,980,000 VND.

- 9.10 Capital source : from Retained Earnings in the latest audited financial statements.
- 9.11 Beneficiaries : Existing shareholders in the VSD's shareholder list at the record date. The treasury shares (if any) will not be counted for this stock dividend payment.
- 9.12 Method of issuance : Existing shareholders' shares will be distributed based on the exercise of rights.
- 9.13 The additional issued shares are not restricted to transfer, but the right to receive them is not transferable.
- 9.14 Handling the odd number of shares that may arise (if any): The number of shares received by shareholders will be rounded to the nearest unit, and any decimal part will be omitted.
- For example, if shareholder A owns 115 shares in the VSD's shareholder list at the closing date and the stock dividend payment is 2: 1, the number of shares received by Mr. A is $(115/2) \times 1 = 57.5$ shares. Mr. A will receive 57 shares in accordance with the regulations governing the handling of odd shares*
- 9.15 Increasing the Company's charter capital by an amount equal to the total par value of successfully issued shares, as recorded in Report on the Results of the Share Issue to the State Securities Commission after completion.
- 9.16 The General Meeting of Shareholders authorizes the BOD to execute the following activities:
- 9.16.1 Entirely decide on the last registration date for exercising rights, determine the actual number of shares issued based on outstanding shares at the time of issuance.
- 9.16.2 Prepare, modify detailed dividend payment plan and select appropriate time for preparing the related documents;
- 9.16.3 Adjust an enterprise registration certificate, adjust the charter capital according to the actual amount of capital issued, list shares after obtaining the necessary approvals from state agencies and deposit under actual issued shares.
- 9.16.4 Perform all necessary procedures to complete the issuance plan and comply with current laws and regulations.

ARTICLE 10. Approve the adjustment to the second issuance of the ESOP 2020 after the stock dividend payment

The General Meeting of Shareholders approves the share adjustment to the number of remaining shares for Management and Key Personnel of Mobile World Investment Corporation and its subsidiaries based on 2020 business results (ESOP 2020) as follows:

- 10.1 The expected number of shares to be issued in the second tranche of ESOP 2020 is adjusted from 932,250 shares (mentioned in Article 7.10 above) to 1,398,375 shares.
- 10.2 Reason: due to the stock dividend payment that is specified in ARTICLE 9.
- 10.3 Method of issuance: comply with the plan specified in ARTICLE 9 of General Meeting of Shareholders Resolution No. 01_2020/NQHC/TGDD dated 06/06/2020 and BOD's Resolution No. 03/NQ/HDQT-2021 dated 08/03/2021.
- 10.4 The General Meeting of Shareholders authorizes the BOD to execute the following activities:
- 10.4.1 Entirely decide on the target of issuance.

- 10.4.2 Decide on the number of shares which will be actually issued based on the outstanding shares at the time of issuance.
- 10.4.3 Prepare, modify detailed dividend payment plan and select appropriate time for preparing the related documents;
- 10.4.4 Perform other necessary procedures to implement, deposit and list and complete the issuance plan in accordance with the law.
- 10.4.5 BOD is allowed to combine this share issuance of ESOP 2020 second (2nd) tranche into the same issuance of ESOP 2021 (stated in Article 11) if deemed appropriate.

ARTICLE 11. Approve the employee stock option plan for executive board and key management personnel of mobile world investment corporation and its subsidiaries (ESOP 2021)

The General Meeting of Shareholders approved the regulation on share issuance for Executive Board and Key Management Personnel (ESOP) of Mobile World Investment Corporation and its subsidiaries based on 2021 business results as follows:

11.1 Issuance Plan:

- 11.1.1 Percentage: maximum 3% of total outstanding shares at the time of issuance and not exceeding 21,500,000 shares (this number is estimated based on the total shares after the stock dividend in 2021). The issuance rate and the total share to be issued will be determined as follows:

Growth rate of Net Profit After Tax	ESOP issuance rate <i>(Maximum of 3%)</i>
< 10%	0%
≥ 10%	<i>NPAT growth rate x 0.1</i>

NPAT growth rate = [(NPAT of FY2021/ NPAT of FY2020) – 1] * 100%

Example: Actual NPAT of 2021: VND4,750 billion

$$1. \text{ ESOP issuance ratio} = 0.1 \times [(4,750/3,920) - 1] \times 100\% = 2.1\%$$

11.1.2 The total issued shares

Total ESOP shares = Issuance rate x Total number of outstanding shares at the time of issuance.

- 11.1.3 Use of treasury shares (if any): allowed to use treasury shares at the time of issuance to allocate to employees if appropriate.
- 11.1.4 Par value: VND 10,000/share.
- 11.1.5 Offer price for ESOP share: VND 10,000/share
- 11.1.6 Target of issuance: management personnel or employees are Vietnamese citizens, who contribute to the successful business performance of the Company and its subsidiaries in 2021.
- 11.1.7 Type of shares: common shares with limitation
- 11.1.8 Time of issuance: In 2022.

11.1.9 Other regulations:

- a. All issued shares shall be locked for 4 years, in which 25% of issued shares will be unlocked for each year. It means that 25% of issued shares will be unlocked after the 1st year; 50% of issued shares will be unlocked after the 2nd year; 75% of issued shares will be unlocked after the 3rd year and the remaining 25% will be unlocked after 4th years;
- b. If employees terminate labor contracts with the Company for any reason, the Company will purchase employees' shares which are locked at the par value;
- c. This purchase of shares will be carried out by the Company unless the Board of Directors makes decision of not purchasing a part or all of shares that are still in lock-up period of that specific staff;
- d. If any employee dies during the period in which his/her labor contract is still valid, employee's locked shares shall automatically unlocked and the legal heirs of this employee will inherit the unlocked shares in accordance with the applicable law.

11.2 The General Meeting of Shareholders authorizes the BOD to execute the following activities:

11.2.1 Empower to decide on the target of issuance.

11.2.2 Decide on the number of shares which will be actually issued based on the outstanding shares at the time of issuance.

11.2.3 Prepare, modify detailed dividend payment plan and select appropriate time for preparing the related documents;

11.2.4 Perform other necessary procedures to implement, deposit and list and complete the issuance plan in accordance with the law.

11.2.5 BOD is allowed to combine this issuance of ESOP 2021 into the second issuance of ESOP 2020 (the 2nd tranche) (stated in ARTICLE 10) if deemed appropriate.

ARTICLE 12. Approve the foreign ownership in the Company not exceeding 49% of the charter capital

ARTICLE 13. Approve the new business lines

13.1 The General Meeting of Shareholders approves the changes of business lines as follows:

No	Code	Detail	Changes
1	2610	Manufacture of electronic components and boards.	Remove
2	2620	Manufacture of computers and peripheral equipment.	Remove
3	2630	Manufacture of communication equipment.	Remove

4	4651	Wholesale of computers, computer peripheral equipment and software.	It is adjusted as follows: “Wholesale of computers, computer peripheral equipment and software (except items containing images on any material)”.
5	4652	Wholesale of electronic and telecommunications equipment and parts.	It is adjusted as follows: “Wholesale of computers, computer peripheral equipment and software (except items containing images on any material)”.
6	7020	Management consultancy activities. (Except financial, accounting consulting). (main line)	Unchange
7	4722	Retail sale of food in specialized stores.	Newly added

13.2 Authorize the BOD and/or the legal representative to implement a registration of changing business lines at business registration authority and amend the charter in accordance with the law.

ARTICLE 14. Approve the changes in internal management regulations

The General Meeting of Shareholders approves the new Internal Management Regulations updated according to the new Law on Enterprise, Law on Securities (enclosed hereof), replacing for Internal Regulations of Corporate Governance issued on 06th June 2020.

ARTICLE 15. Approve the new charter of Mobile World Investment Corporate

15.1 The General Meeting of Shareholders approves the new Charter of Mobile World Investment Corporation (attached file), replacing for the Charter of Corporate Governance issued on 06th June 2020.

15.2 The Legal Representative of the Company will be responsible to promulgate and disclose the Charter’s information in accordance with the applicable law

ARTICLE 16. Approve the selection of auditor for 2020 financial year

The General Meeting of Shareholders authorizes BOD to select one of the following companies to audit 2021 financial statements of the Company and its subsidiaries:

- Ernst & Young Vietnam Limited
- KPMG Vietnam
- PricewaterhouseCoopers (Vietnam) Limited
- Deloitte Vietnam

ARTICLE 17. Approve the allocating vnd10 billion from the NPAT for to “Mai Am The Gioi Di Dong” Charity Fund for charity activities

The General Meeting of Shareholders approves to allocate VND10 (ten) billion from the Company's NPAT to “Mai Am The Gioi Di Dong” Charity Fund (<https://www.maiamtgdd.vn/>).

ARTICLE 18. Approve the remuneration of the members of BOD and board of supervisors in 2020 and proposal for 2021

18.1 The General Meeting of Shareholders approves the remuneration for the members of BOD and BOS in 2020 to the General Meeting of Shareholders for approval as follows:

	Remuneration approved by AGM 2020	Actual remuneration paid
Independent Board members	VND 2,300,000,000	VND 2,139,920,184
Members of Internal Audit Committee	VND 0	VND 0

18.2 The General Meeting of Shareholders fully authorizes BOD to distribute the remuneration to the Non-Executive Directors.

ARTICLE 19. Approve the election of board of directors’ members for the term 2021-2024

19.1 The General Meeting of Shareholders approves the appointment of the following members as members of the Board of Directors for the term 2021-2024:

No	Full name	Position
1.	Mr. Nguyen Duc Tai	Non-Executive Member.
2.	Mr. Tran Kinh Doanh	Executive Member
3.	Mr. Dang Minh Luom	Executive Member
4.	Mr. Doan Van Hieu Em	Executive Member
5.	Mr. Robert A. Willett	Non-Executive Member
6.	Mr. Thomas Lanyi	Non-Executive Member
7.	Mr. Tran Huy Thanh Tung	Non-Executive Member
8.	Mr. Dao The Vinh	Independent Member
9.	Mr. Nguyen Tien Trung	Independent Member
10.	Mr. Do Tien Si	Independent Member

The candidates’ information as presented in the meeting document to the General Meeting of Shareholders.

19.2 The current members of BOD are dismissed when new members of BOD above are replaced and take over the duties.

ARTICLE 20. Empower BOD to perform necessary procedures and implement contents mentioned in this resolution in accordance with the applicable laws.

ARTICLE 21. This resolution shall be effective from 15th May, 2021. BOD, BOM and related individuals are responsible for implementing this resolution.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Nguyen Duc Tai