

No: 01\_2022/NQĐHĐCĐ/TGDĐ

*Binh Duong, April 23<sup>rd</sup>, 2022*

## **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 17<sup>th</sup> 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\_2022/BBĐHĐCĐ/TGDĐ, dated on April 23<sup>rd</sup>, 2022 and contents stated in Proposal Letter No. 01\_2022 / TT / ĐHĐCĐ / MWG of the Board of Directors dated March 31<sup>st</sup>, 2022 (“Proposal Letter”);
- Pursuant to the 1<sup>st</sup> Amendment for the Proposal Letter No. 02\_2022/TT/ĐHĐCĐ/MWG dated April 13<sup>th</sup>, 2022.

### **DECISIONS OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- ARTICLE 1.** Approve the report of Board of Directors (“BOD”) 2021 as in the Proposal Letter.
- ARTICLE 2.** Approve the report of activities of Independent Board Members in Audit Committee 2021 as given in the Proposal Letter.
- ARTICLE 3.** Approve the audited financial statement of 2021 (attached hereof).
- ARTICLE 4.** Approve the business plan of 2022 as given in the Proposal Letter.
- ARTICLE 5.** Approve the report on cash dividend payment from retained earnings of 2020 as in the Proposal Letter.
- ARTICLE 6.** Approve the report on stock dividend payment for all existing shareholders based on retained earnings of 2020 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 according to Article 10 and 11 of the Resolution of the General Meeting of Shareholders 2021 (ESOP 2021) as in the Proposal Letter.**

**ARTICLE 8. Approve the cash dividend policy based on business results of 2021**

The General Meeting of Shareholders approves the cash dividend policy base on business results of 2021 for existing shareholders as follows:

- 8.1 Type of shares : Common shares
- 8.2 Par value : VND 10,000/share
- 8.3 Payment ratio : 10% on par value (VND 1,000/share)
- 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 2022
- 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 existing shareholders based on retained earnings of 2021**

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 Company (MWG).
- 9.2 Type of share : Common shares
- 9.3 Par value : VND 10,000/share
- 9.4 Charter Capital : VND 7,322,564,650,000
- 9.5 Outstanding shares : 732,024,465 shares
- 9.6 The treasury shares : 232,000 shares
- 9.7 The payment ratio : 1:1 on outstanding shares (This means that each shareholder who owns one (01) share in the VSD's shareholder list at the record date will receive one (01) additional share).

- 9.8 Expected number of issued shares : Not more than 732,024,465 shares at the time of issuance.
- 9.9 Capital source : from Retained Earnings in the audited financial statements of 2021.
- 9.10 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.
- 9.11 Method of issuance : Existing shareholders' shares will be distributed based on the exercise of rights.
- 9.12 The additionally issued shares are not restricted to transfer, but the right to receive them is not transferable.
- 9.13 Increasing the Company's charter capital by an amount equal to the total par value of successfully issued shares, as recorded in the report on share issuance submitted to the State Securities Commission after completion.
- 9.14 The General Meeting of Shareholders authorizes the Board of Directors to execute the following activities:
- 9.14.1 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.
- 9.14.2 Prepare, modify detailed dividend payment plan and select appropriate time for preparing the related documents;
- 9.14.3 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.
- 9.14.4 Perform all necessary procedures to complete the issuance plan and comply with current laws and regulations.

**ARTICLE 10. Approve the Employee Stock Option Plan for executive board and key management personnel of Mobile World Investment Corporation and its subsidiaries based on business results of 2022 (ESOP 2022)**

The General Meeting of Shareholders approves on the plan of issuing Employee Stock Option Plan for the Executive Board and Key Management Personnel of MWG and its subsidiaries based on business results in 2022 ("ESOP 2022) as follows:

10.1 Issuance Plan:

- 10.1.1 Percentage: maximum 2.5% (two-point-five percent) of total outstanding shares at the time of issuance. The issuance rate will be determined as follows:

<b>Growth rate of Net Profit After Tax</b>	<b>ESOP issuance rate</b> <i>(Maximum 2.5% in any case)</i>
< 10%	0%

$\geq 10\%$	$NPAT \text{ growth rate} \times 0.1$
-------------	---------------------------------------

$$\text{NPAT growth rate} = [(\text{NPAT of FY2022} / \text{NPAT of FY2021}) - 1] * 100\%$$

*Example: Actual NPAT of 2021: VND6,350 billion*

**→ ESOP issuance ratio = 2.5% because  $0.1 \times [(6,350/4,901) - 1] \times 100\% = 3\% > 2.5\%$**

10.1.2 The total issued shares

**Total ESOP shares = Issuance rate x Total number of outstanding shares at the time of issuance** but not exceeding 37,000,000 shares (this number is estimated based on the total shares after the stock dividend in 2022).

10.1.3 Par value: VND 10,000/share.

10.1.4 Offer price for ESOP share: VND 10,000/share

10.1.5 Target of issuance: management personnel or employees are Vietnamese citizens, who contribute to the successful business performance of the Company and its subsidiaries in 2022.

10.1.6 Type of shares: common shares with lock-up limitation

10.1.7 Time of issuance: In 2023.

10.1.8 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 be automatically unlocked and the legal heirs of this employee will inherit the unlocked shares in accordance with the applicable law.

10.2 The General Meeting of Shareholders authorizes the Board of Directors to execute the following activities:

10.2.1 Entirely decide on the target of issuance.

10.2.2 Decide on the number of shares which will be actually issued based on the outstanding shares at the time of issuance. The Board of Directors must also ensure the ratio of ESOP shares as prescribed in this Article;

10.2.3 Prepare, modify detailed issuance plan and select appropriate time for preparing the related documents;

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

**ARTICLE 11. Approval of reduction of charter capital due to repurchasing of shares from employee resignation**

The General Meeting of Shareholders approves:

11.1 Conducting the procedure to reduce the Company's charter capital due to repurchasing shares from employee resignation

- Total treasury shares are repurchased till the current time (date of the proposal letter): 232.000 shares.
- Total outstanding shares: 732,256,465 shares (equivalent to the current charter capital of VND 7,322,564,650,000)
- After eliminating the treasury shares, the company will conduct the procedure to reduce the charter capital in the Business Registration Certificate from VND 7,322,564,650,000 to VND7,320,244,650,000.

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

11.1.1 Perform necessary procedures to reduce the charter capital and complete the revision of the Business Registration Certificate.

11.1.2 Carry out other necessary procedures with the State Securities Commission, Ho Chi Minh City Stock Exchange and Vietnam Securities Depository to complete the capital reduction in accordance with the law.

**ARTICLE 12. Approval of changes in the charter of Mobile World Investment Corporate**

The General Meeting of Shareholders approves:

12.1 Revising the point 1, article 5 of the Charter of Mobile World Investment Corporation adopted by decision of the General Meeting of Shareholders on 15th May 2021 as a result of reduction in charter capital due to repurchasing shares from employee resignation.

The new charter capital of the Company will equal to the charter capital at the time of reduction registration minus the value of treasury shares (232,000 shares that is equivalent to VND2,320,000,000)

12.2 The General Meeting of Shareholders authorizes the General Director and the Legal Representative of the Company issuing the appendix to revise the Charter after completing the reduction of charter capital and update of the Business Registration Certificate in accordance with the law.

**ARTICLE 13. Approval on resignation of Mr. Tran Kinh Doanh as a member of the Board of Directors**

The General Meeting approves the resignation of Mr. Tran Kinh Doanh as a member of the Board of Directors in according to the Charter and article 160 of Law on Enterprise. The remaining number of the Board of Directors is still complying with the law, thus there is no new appointment required by the law.

**ARTICLE 14. Approve the selection of auditor for 2021 financial year**

The General Meeting of Shareholders authorizes BOD to select one of the following companies to audit 2022 financial statements of the Company and its subsidiaries:

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

**ARTICLE 15. Approve the remuneration of the members of BOD and Audit Committee proposal for 2022**

The General Meeting of Shareholders approves the remuneration for the members of BOD and Audit Committee in 2022 as follows:

- 15.1 Expected remuneration of non-executive Board members in 2022: VND 2,500,000,000.
- 15.2 Remuneration of Audit Committee members in 2022: VND 0.
- 15.3 The General Meeting of Shareholders fully authorizes BOD to distribute the remuneration to the non-executive BOD members in the point 14.1.

**ARTICLE 16. Approve the allocating VND10 billion from the NPAT for to “Mai Am The Gioi Di Dong” Charity Fund for charity activities**

- 16.1 The General Meeting of Shareholders approves to VND10 (ten) billion from the Company's Net Profit After Tax to finance for Mobile World Group Charity Foundation..
- 16.2 The General Meeting of Shareholders fully authorizes Board of Directors to use and distribute this amount to the Projects for charity activities.

**ARTICLE 17. Approval on transferring all shares owned by Mobile World Investment Corporation in Bach Hoa Xanh Trading Joint Stock Company to Bach Hoa Xanh Technology and Investment Joint Stock Company**

The General Meeting of Shareholders approves the transfer of all shares of Bach Hoa Xanh Trading Joint Stock Company owned by MWG to Bach Hoa Xanh Technology and Investment Joint Stock Company as follows:

- 17.1 Total transferred shares: 1,279,529,591 shares of Bach Hoa Xanh Trading Joint Stock Company (Business Registration Certificate no.: 0310471746)
- 17.2 Transfer Value: authorize the Board of Directors to make decision.

17.3 Transferee: Bach Hoa Xanh Technology and Investment Joint Stock Company (100% local ownership and a subsidiary of Mobile World Investment Corporation);

17.4 Purposes:

- (i) Bach Hoa Xanh Technology and Investment Joint Stock Company will be the entity conducting the private placement and listing on the stock exchange in the future,
  - (ii) Bach Hoa Xanh Trading Joint Stock Company (“Bach Hoa Xanh”) continues to operate the grocery retail business in compliance with Decree 09/2018/ND-CP detailing the Commercial Law, and
  - (iii) Bach Hoa Xanh Technology and Investment Joint Stock Company may invest in other businesses in related sectors that are expected to contribute for long-term development of Bach Hoa Xanh and MWG.
- 17.5 General Meeting of Shareholders authorizes the Board of Directors General Meeting of Shareholders authorizes the Board of Directors to entirely determine the transfer value, transfer plan and other related issues to complete the transaction as mentioned above complying with current laws and regulations.

**ARTICLE 18. Empower BOD to perform necessary procedures and implement contents mentioned in this resolution in accordance with the applicable laws.**

**ARTICLE 19. This resolution shall be effective from April 23<sup>rd</sup>, 2022. BOD, BOM and related individuals are responsible for implementing this resolution.**

**ON BEHALF OF BOARD OF DIRECTORS**

**CHAIRMAN**

**Nguyen Duc Tai**