

**PROPOSAL LETTER TO
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024 MOBILE
WORLD INVESTMENT CORPORATION (“MWG”)**

- Pursuant to Law on Enterprise 2020 No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020.
- Pursuant to the Charter and Internal Management Regulations of Mobile World Investment Corporation.
- Pursuant to Resolution of Board of Directors No 06/NQ/HĐQT-2024 issued on March 19th, 2024.

The BOD kindly proposes this letter to seek approvals of the Annual General Meeting of Shareholders on the following matters:

**ARTICLE 1. REPORT OF THE BOARD OF DIRECTORS IN 2023 AND THE
IMPLEMENTATION OF THE RESOLUTION OF THE ANNUAL
GENERAL MEETING OF SHAREHOLDERS IN 2023, NO.
01_2023/NQDHCD/TGDD ON APRIL 08th, 2023**

1.1 BOD’s Report on Company’s Performance in 2023

- 1.1.1 The Company’s operational status in 2023;
- 1.1.2 Operation of the Board of Directors in 2023;
- 1.1.3 Report on the activities of the Audit Committee;

Please refer to the above information in the 2023 Annual Report and the Report on Corporate Governance, which are published on the Company’s website at <https://mwg.vn/eng/reports>.

1.2 Report on the dividend payment from 2022 retained earnings

Pursuant to Articles 10 of the resolution of the 2023 Annual General Meeting of Shareholders No. 01_2023/NQDHCD/TGDD dated April 8th, 2023, of Mobile World Investment Corporation, in August 2023, the Company completed the payment of cash dividends from retained earnings according to the audited financial statements for 2022, as follows:

- 1.2.1 Type of shares : Common shares
- 1.2.2 Par value : VND 10,000/share
- 1.2.3 Payment ratio : 5%/share equivalent to VND 500/share
- 1.2.4 Beneficiaries : Existing shareholders in the VSD’s shareholder list at the record date on July 28th, 2023 – The last day of shareholder registration to exercise the right to receive cash dividends

- 1.2.5 Payment method : Cash payment
- 1.2.6 Payment date : August 10th, 2023
- 1.2.7 Total payment amount : VND 731,280,023,500, of which:
- Paid PIT on behalf of the shareholders: VND 7,425,113,550
 - Dividend transferred to the shareholders via VSD: VND 723,851,897,500
 - Dividend paid to shareholders (received at the head office): VND 1,747,050
 - Remain amount payable to the shareholders (have not received at the head office): VND 1,265,400

This amount belongs to shareholders who owned undeposited shares and did not come to MWG's office to receive the cash dividend.

1.3 Report on Treasury Stock transactions in 2023

Pursuant to Article 5 of the Resolution of the 2023 Annual General Meeting of Shareholders No. 01_2023/NQDHCD/TGDD dated April 8th, 2023, the Company has reduced its charter capital due to the Company bought back shares of employees who resigned from the Company. As a result, 502,564 treasury shares were successfully canceled in May 2023.

In addition, as of March 4th, 2024, the Company has completed the redemption of 1,132,539 shares of employees who resigned from the Company as treasury shares, specifically as follows:

No.	Transaction time	Number of treasury shares purchased	Repurchase value	Transaction object
1	May 2023	366,122	VND 3,661,220,000	Resigned Employee
2	July 2023	450,547	VND 4,505,470.000	Resigned Employee
3	October and November 2023	161,659	VND 1,616,590.000	Resigned Employee
4	February and March 2024	154,211	VND 1,542,110,000	Resigned Employee
Total		1,132,539	VND 11,325,390,000	

In accordance with the law, all 1,132,539 treasury shares will be reported to the General Meeting of Shareholders for cancellation, resulting in a reduction of charter capital as stated in Article 6 of this proposal.

ARTICLE 2. AUDITED FINANCIAL STATEMENTS OF 2023

The Board of Directors kindly proposes to the General Meeting of Shareholders a resolution to approve the financial statements for 2023 audited by Ernst & Young Vietnam Co., Ltd.

Details of the business results, balance sheet, and cash flow statement are as follows and posted on the company's website: <https://mwg.vn/bao-cao>.

ARTICLE 3. BUSINESS PLAN AND DIRECTIONS IN 2024

3.1 The Board of Directors proposes to the General Meeting of Shareholders to approve the business plan for 2024 as follows:

Unit: Billion dong	2024 Targets	2023 Actual	2024 Target vs. 2023 Actual
Net Revenue	125,000	118,280	+6%
Net Profit After Tax	2,400	168	+1329%

The Vietnamese economy is expected to encounter challenges in 2024 due to unpredictable macroeconomic developments on a global scale. In response, the Company will not rely on a positive recovery in purchasing power at this stage. Consumer shopping demand is expected to remain flat or decrease for certain non-essential goods compared to 2023. Despite this, MWG has undergone a comprehensive restructuring process, resulting in a lean organization and a strong financial foundation. As a result, the company is well-prepared to adapt to the changing business landscape and determined to achieve the net revenue target of VND125,000 billion and NPAT of VND2,400 billion in the current year.

3.2 The Company's directions for 2024 will be as follows:

3.2.1 Comprehensive restructuring focusing on "Reducing Quantity and Increasing Quality" will enhance internal strength and pave the way for a new sustainable growth phase.

3.2.2 Developing business strategies and setting goals for each chain based on its corresponding stage in the business life cycle and market potential:

- a. Thegioididong.com (TGDD, including Topzone) and Dien May Xanh (DMX) are the main contributors, accounting for approximately 65% of MWG's consolidated revenue and generating most of the profits in 2024.
 - Efforts to maintain total revenue by (i) optimizing store networks, (ii) maintaining and improving service quality to increase same-store sales growth, exploiting opportunities, and (iii) continuously gaining market share in potential categories, brands, and segments.
 - Improving business performance and absolute profits.
- b. Bach Hoa Xanh (BHX): accounting for c.30% of MWG's consolidated revenue, achieving double-digit revenue growth, increasing market share, and bringing net profits to MWG from 2024.
 - Opening new stores selectively to ensure efficiency;

- Increasing same-store sales growth: (i) ensuring the quality, safety, and stable output of the fresh produce; (ii) proactively seeking and exploiting opportunities to achieve growth for FMCGs;
 - Optimize costs, especially logistics expenses, to make full-year net profits at the Company level.
- c. An Khang: achieving double-digit revenue growth, increasing market share, and reaching break-even point before Dec 31, 2024.
- Investing in depth to turn An Khang into the leading pharmaceutical chain in “Healthcare” by (i) diversifying the product offerings, (ii) ensuring sufficient drugs to serve most demands, (iii) improving the competency of pharmacists, and (iv) deploying technology to bring convenience and the best healthcare solutions to customers.
 - In 2024, An Khang may enter the expansion phase if the chain operates stably and effectively and successfully develops its business model.
- d. Avakids: achieving double-digit revenue growth, increasing market share, and reaching break-even point before Dec 31, 2024.
- Expansion does not prioritize physical stores. Instead, these stores act as display points to maintain product range and create consumer trust.
 - Focusing all resources on promoting sales through online channels.
- e. EraBlue: achieving double-digit revenue growth, increasing market share, and becoming Indo's No.1 electronics retailer in 2024.
- Fine-tuning the business model to be ready for expansion;
 - Opening new stores selectively to ensure efficiency and continuously increasing same-store sales growth;
 - Seeking opportunities to improve profitability through diversifying product offerings and boosting sales output; developing outstanding services to set the company apart and provide customers with differentiated experiences.;
 - Controlling costs to ensure business performance aligns with the joint venture's approved budget.

3.2.3 Omni-channel business strategy:

- MWG has a competitive advantage over other retailers as it owns an entire ecosystem. This allows the Company to proactively control its operational activities and not depend on external partners to ensure service quality at all customer contact points. Thanks to that strength, MWG will continue innovating and providing customers with enjoyable, convenient, and seamless omnichannel shopping experiences at physical stores and online channels.

- The Company expects to grow online sales and estimates that, depending on their characteristics, they will contribute 5% to 30% of each category's revenue.

3.3 Implementing business activities aligned with the sustainable development goals (ESG):

3.3.1 Regarding the environmental aspect

- Minimizing emissions in scopes 1 and 2 by promoting renewable energy projects and prioritizing low-impact fuels; prepare a roadmap to achieve zero in the future.
- Controlling the consumption of resources (electricity, water...) with IoT applications;
- Significantly reducing the amount of waste released into the environment by using biodegradable bags and promoting reusable bags, reducing the number of plastic bags used, and actively cooperating with our partners and suppliers to implement circular economy solutions for collecting and recycling relevant wastes.

3.3.2 Regarding the people aspect

- Respecting diversity, empowering employees, and fostering equal learning and development opportunities. Raising employee awareness through building a knowledge library and implementing ESG training courses on E-learning channels;
- Ensuring products with good quality and safety as well as outstanding services, protecting privacy to increase customers' engagement and loyalty;
- Establishing and strengthening healthy, long-term, stable cooperative relationships with suppliers;
- Continuing the volunteer activities to contribute practical values to the community.

3.3.3 Regarding the corporate governance

- Ensuring compliance with the laws, regulations, and ethical standards while aligning with MWG's culture of transparency;
- Attempts to implement sustainability report according to GRI standards;
- Building a system to track ESG indicators for planning specific goals and measurable KPIs.

ARTICLE 4. APPROVAL OF CASH DIVIDEND FROM RETAINED EARNINGS

The Board of Directors kindly seeks the General Meeting of Shareholders' approval for the cash dividend policy from the retained earnings for existing shareholders as follows:

4.1 Type of shares : Common shares (not applicable for treasury shares)

4.2 Par value : VND 10,000/share

- 4.3 Payment ratio : 5% on par value (VND 500/share)
- 4.4 Beneficiaries : All existing shareholders on the record date in the shareholder list of VSD are eligible for dividend payments.
- 4.5 Payment method : Cash payment
- 4.6 Expected payment time : In 2024
- 4.7 The General Meeting of Shareholders authorizes the Board of Directors to execute the following activities:
- 4.7.1 Entirely decide on specific payment time;
- 4.7.2 Decide, modify the detailed dividend payment plan, and select the appropriate time for preparing the related documents;
- 4.7.3 Perform all necessary procedures to complete the issuance plan and comply with current laws and regulations.

ARTICLE 5. APPROVAL OF EMPLOYEE STOCK OPTION PLAN FOR EXECUTIVE BOARD AND KEY MANAGEMENT PERSONNEL OF MOBILE WORLD INVESTMENT CORPORATION AND ITS SUBSIDIARIES BASED ON BUSINESS RESULTS IN 2024 (ESOP 2024).

5.1 The Board of Directors kindly proposes to the General Meeting of Shareholders to approve the plan of issuing Employee Stock Option Plan for the Executive Board and Key Management Personnel of MWG and its subsidiaries in 2024 (“ESOP 2024) as follows:

5.1.1 Issuance Plan:

- a) Maximum **2.0%** (two percent) of total outstanding shares at the time of issuance. The issuance rate will be determined as follows:

% completion of Net Profit After Tax target of 2024	% ESOP (No more than 2% in any case)
< 110%	0%
≥ 110%	<i>Starting with an ESOP issuance rate of 1.0% if realizing the 110% NPAT target, every 1% of NPAT exceeding the 110% target increases the ESOP issuance rate by 0.05%</i>

Example:

- If the actual NPAT 2024 = 109% * NPAT target <110%
→ ESOP issuance rate = 0%
- If the actual NPAT 2024 = 120% * NPAT target
→ ESOP issuance rate = 1% + 10*0,05% = 1,5%

- *If the actual NPAT 2024 = 140% * NPAT target*
 ➔ *ESOP issuance rate = 1% + 30*0,05% = 2,5% > 2%, maximum 2%*

- b) The ESOP issuance rate mentioned above will be reduced to 80% if the average share price performance of MWG in 2024 is not at least 10% higher than the average performance of VN-Index in 2024 compared to 2023.

Of which:

- ***The average share price performance of MWG in 2024 compared to 2023*** will be calculated by taking the average closing price of all trading sessions in 2024 divided by the average closing price of all trading sessions in 2023;
- ***The average performance of the VN-Index in 2024 compared to 2023*** will be calculated by taking the average closing value of the VN-Index for all trading sessions in 2024 divided by the average closing value of the VN-Index for all trading sessions in 2023.

5.1.2 Total ESOP shares = Issuance rate x Total number of outstanding shares at the time of issuance. The total ESOP shares to be issued will not exceed 29,250,000 shares (this number is estimated based on the current total outstanding shares).

5.1.3 Par value: VND 10,000/share.

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

5.1.5 The targets of issuance are key managers who successfully achieve their assigned performance indicators (KPIs) and make important contributions to the Company's realization of the 2024 targets, as per the Board of Directors' decision.

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

5.1.7 Issuance time: in 2025

5.1.8 Other regulations:

- a. The number of shares to be issued under this Article will have a lock-up period of 2 years from the date of issuance. After each year, 50% of the issued shares will become unlocked. This means that 50% of the issued shares will be unlocked after the first year, and the remaining 50% will become unlocked after the second year.
- b. If employees terminate labor contracts with the Company for any reason or the Board of Directors decides to withdraw the issued ESOP shares because the employees violate the Company's regulations, the Company will purchase the employees' shares, which are locked at the par value.
- c. The Company will carry out this purchase of shares unless the Board of Directors decides not to purchase a part or all of the shares that are still in the lock-up period of that specific staff.

- d. If an employee dies while his/her labor contract is still valid, the employee's locked shares shall be automatically unlocked, and the employee's legal heirs will inherit the unlocked shares in accordance with the applicable laws.

5.2 The General Meeting of Shareholders authorizes the Board of Directors:

- 5.2.1 Entirely determine the list and number of employees participating in ESOP issuance.
- 5.2.2 Decide the actual number of shares to be issued based on the total number of outstanding shares at the time of issuance. The Board of Directors must ensure that the ESOP issuance rate complies with the regulations in this Article.
- 5.2.3 Prepare and modify the detailed issuance plan and select a specific time to conduct relevant activities to complete the issuance and comply with laws and regulations.
- 5.2.4 Carry out all necessary procedures for implementing, depositing, listing, and completing the plan in accordance with the law.

ARTICLE 6. APPROVAL OF REDUCTION OF CHARTER CAPITAL DUE TO SHARES REPURCHASED FROM EMPLOYEE RESIGNATION

According to Point 6, Article 36 of the Law on Securities, the Board of Directors kindly proposes to the General Meeting of Shareholders to approve the following:

- 6.1 Conducting the procedure to reduce the Company's charter capital due to shares repurchased from employee resignation as treasury shares:
 - 6.1.1 The total treasury shares are repurchased until the current time (date of proposal letter): 1,132,539.
 - 6.1.2 Total current number of shares 1,463,376,716 (equivalent to current charter capital is VND 14,633,767,160,000)
 - 6.1.3 After excluding treasury shares, the company will conduct the procedures to reduce the charter capital recorded on the Business Registration Certificate from VND 14,633,767,160,000 to VND 14,622,441,770,000 dong.
- 6.2 The General Meeting of Shareholders authorizes the Board of Directors to perform necessary procedures to reduce the charter capital and complete the revision of the Business Registration Certificate in accordance with the law.

ARTICLE 7. APPROVAL OF THE SHARE BUYBACK PLAN

The Board of Directors kindly proposes to the General Meeting of Shareholders the repurchase plan of issued shares as follows:

- 7.1 Purpose: to reduce the charter capital, reduce the number of outstanding shares, and increase the ownership ratio for existing shareholders.
- 7.2 Implementation budget: maximum VND100 ("one hundred") billion
- 7.3 Fund source: undistributed retained earnings.

- 7.4 Expected implementation time: in 2024
- 7.5 Execution method: order matching.
- 7.6 Pricing principles: complying with the related provisions of law and applicable regulations of securities trading of the Ho Chi Minh City Stock Exchange.
- 7.7 Daily bid volume: complying with the related provisions of law and applicable regulations of securities trading of the Ho Chi Minh City Stock Exchange.
- 7.8 Price (price range): complying with the related provisions of law and applicable regulations of securities trading of the Ho Chi Minh City Stock Exchange.
- 7.9 The General Meeting of Shareholders authorizes the Board of Directors to execute the following activities:
 - 7.9.1 Entirely decide on (a) a detailed budget (not exceeding VND100 billion); (b) a specific number of repurchased shares according to the implementation budget; (c) a specific purchased price (price range); (d) a specific time of purchase and (e) other matters to implement in detail the approved plan to buy back shares;
 - 7.9.2 Prepare and modify the detailed share buyback plan and select a specific time to conduct relevant activities to complete the plan and comply with laws and regulations;
 - 7.9.3 Carry out all necessary procedures and requirements for implementing, adjusting the deposited and listed shares, and completing the plan in accordance with the law.

ARTICLE 8. APPROVAL OF AMENDMENTS TO THE CHARTER OF MOBILE WORLD INVESTMENT CORPORATION

The Board of Directors kindly proposes to the General Meeting of Shareholders regarding:

- 8.1 Revising point 1, article 5 of the Charter of Mobile World Investment Corporation dated 15th May 2021 as a result of a reduced charter capital due to shares repurchased from employee resignation.

The new charter capital of the Company will be equal to the charter capital at the time of registration for capital reduction minus the value of treasury shares (1,132,539 shares equal to the value of VND 11,325,390,000).

- 8.2 Revising point 1, article 5 of the Charter of Mobile World Investment Corporation dated 15th May 2021, as a result of reduced charter capital due to shares repurchased according to article 7 mentioned above after completing the share buyback.

The new charter capital of the Company will be equal to the charter capital at the time of registration for capital reduction minus the value of treasury shares determined after the buyback is complete.

- 8.3 The General Meeting of Shareholders authorizes the General Director and the Company's Legal Representative to issue the appendix revising the Charter after completing the reduction of charter capital and updating the Business Registration Certificate per the law.

ARTICLE 9. SELECTION OF AUDITOR FOR 2024 FINANCIAL YEAR

The Board of Directors kindly seeks the General Meeting of Shareholders' approval and authorization of selecting one of the following companies to audit the 2024 financial statements of the Company and its subsidiaries:

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

ARTICLE 10. APPROVAL OF THE REMUNERATION AND RELATED PARTIES' TRANSACTIONS WITH THE MEMBERS OF BOD AND INTERNAL AUDIT COMMITTEE IN 2024

The Board of Directors kindly proposes the remuneration and related parties' transactions with the members of the Board of Directors and Audit Committee in 2024 to the General Meeting of Shareholders for approval as follows:

10.1 Total remuneration of non-executive Board members in 2024: VND 0.

10.2 Total remuneration of Audit Committee members in 2024: VND 0.

10.3 Approve the transaction with a member of the Board as a related party of the Company – Mr. Robert Alan Willett through an advisory contract with an expected value of VND 2,500,000,000.

Empower BOD to perform the necessary procedures mentioned in this proposal letter in accordance with the Enterprise Law, the Company's Charter, and other relevant documents.

ON BEHALF OF THE BOARD
Chairman

(Signed and sealed)

Nguyen Duc Tai