



VINHOMES JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Hanoi, April 18, 2022

## INVITATION LETTER FORM

### TO THE 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To: Shareholder:

Address:

Phone No.:

Shareholder Code:

Dear Valued Shareholder,

#### VINHOMES JOINT STOCK COMPANY

Company code: 0102671977

Head office address: Symphony Office Tower, Chu Huy Man Street, Vinhomes Riverside Eco-Urban Area, Phuc Loi Ward, Long Bien District, Hanoi, Vietnam

The Board of Directors of Vinhomes Joint Stock Company would like to make the following announcements:

#### I. Convening of the 2022 Annual General Meeting of Shareholders (the “AGM”):

- Time: **9:00 AM – Thursday, 12 May 2022**

Venue: *The 2022 AGM will be held in the form of a multi-location video conference at the following venues:*

1. *Vingroup Head Office, No. 7 Bang Lang 1 Street, Vinhomes Riverside Ecological Urban Area, Viet Hung Ward, Long Bien District, Hanoi, Vietnam (Main venue).*
2. *Almaz Convention Center, Hoa Lan Street, Vinhomes Riverside Ecological Urban Area, Phuc Loi Ward, Long Bien District, Hanoi, Vietnam.*

Note: Shareholders are arranged to attend the AGM at Venue No. 2.

- Attendants: Shareholders on the Shareholder Register as of 8 April 2022 provided by the Vietnam Securities Depository are entitled to participate in the 2022 AGM.

#### II. Registration time and attendance confirmation:

Shareholders are requested to kindly confirm your attendance either by phone at: **(84-24) 3974 9999** – ext. **5131** (Ms. Le Thu Dieu Huong) or email: [v.huongltd2@vinhomes.vn](mailto:v.huongltd2@vinhomes.vn) before **4:30 PM** of **7 May 2022**.

We look forward to welcoming you to the 2022 AGM.

#### Notes:

- *Shareholders are responsible for their own travel and accommodation costs;*

- *Please bring your Invitation, ID card/Passport, Power of Attorney (for individuals holding Shareholders' proxy to attend the AGM)<sup>1</sup>;*
- *Meeting materials can be downloaded from Vinhomes' official website at <https://vinhomes.vn/en/ir> under the Information Disclosure/Annual General Meeting of Shareholders section.*

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRPERSON**

*(Signed)*

**NGUYEN DIEU LINH**

---

<sup>1</sup>*Proxies must present a Power of Attorney under the form issued by Vinhomes or a Power of Attorney established in accordance with the Civil Law, which must clearly state the name of authorized individual or organization and the number of authorized shares. The proxies without a valid Power of Attorney are not allowed to attend the General Meeting of Shareholders under all circumstances.*



THE SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness



POWER OF ATTORNEY<sup>1</sup>

FOR THE ATTENDANCE AT THE 2022 ANNUAL GENERAL MEETING  
OF SHAREHOLDERS  
VINHOMES JOINT STOCK COMPANY  
(Form for Individual Shareholders)

**To: The Organizing Committee of the General Meeting of Shareholders  
Vinhomes Joint Stock Company**

Today, ....., 2022, at.....

My name is: .....

ID Card/Passport No.: .....

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

Address: .....

I am currently holding: ..... shares in Vinhomes Joint Stock Company.

I hereby give power of attorney to:

Mr./Ms.:.....

ID Card/Passport No.: .....

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

Address: .....

Mr./Ms.....shall be my authorized representative in respect of .....shares owned by me and shall, on my behalf, attend the 2022 Annual General Meeting of Shareholders of Vinhomes Joint Stock Company to exercise shareholder rights and obligations for the number of the aforementioned shares in accordance with the law.

This Power of Attorney shall only be valid for the 2022 Annual General Meeting of Shareholders of Vinhomes Joint Stock Company.

**The proxy**  
(Signature and full name)

**Shareholder**  
(Signature and full name)

<sup>1</sup>Proxies must present their ID/passport together with a Power of Attorney under the form issued by Vinhomes or a Power of Attorney established in accordance with the Civil Law. The proxies without a valid Power of Attorney are not allowed to attend the General Meeting of Shareholders under all circumstances.



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

-----  
**POWER OF ATTORNEY<sup>1</sup>**

**FOR THE ATTENDANCE AT THE 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
VINHOMES JOINT STOCK COMPANY  
(Form for Institutional Shareholders)**

**To: The Organizing Committee of the General Meeting of Shareholders  
Vinhomes Joint Stock Company (“Company”)**

Today, ....., 2022, at.....

Name of the Institution: .....

Represented by Mr./Ms.:..... Position: .....

Enterprise Registration Certificate/Ownership Registration No.: .....

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

Address: .....

We are currently holding: .....shares of Vinhomes Joint Stock Company.

We hereby give power of attorney to:

Mr./Ms.: .....

Position: .....

ID Card/Passport No.: .....

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

Address: .....

Mr./Ms..... shall be our authorized representative in respect of  
..... shares owned by us and shall, on our behalf, attend the 2022  
Annual General Meeting of Shareholders of Vinhomes Joint Stock Company to exercise shareholder rights  
and obligations for the number of the aforementioned shares in accordance with the law.

This Power of Attorney shall only be valid for the 2022 Annual General Meeting of Shareholders of Vinhomes  
Joint Stock Company.

**Shareholder**

*(Signature and full name, stamp)*

**The proxy**

*(Signature and full name)*

---

<sup>1</sup> Proxies must present their ID/passport with a Power of Attorney under the form issued by Vinhomes or a Power of Attorney established in accordance with the Civil Law. The proxies without a valid Power of Attorney are not allowed to attend the General Meeting of Shareholders under all circumstances.



**TENTATIVE AGENDA OF THE 2022 ANNUAL GENERAL MEETING**

**VINHOMES JOINT STOCK COMPANY**

<b>Time</b>	<b>Content</b>	<b>Chaired by</b>
<b>08:30 – 09:00</b>	Shareholder registration & distribution of meeting materials	Organizing Committee
<b>09:00 – 09:05</b>	Shareholder Eligibility Verification Report	Head of Eligibility Verification Committee
<b>09:05 – 09:10</b>	Introduction of the Annual General Meeting (“AGM”) Chairperson and Presiding Committee	MC
<b>09:10 – 09:15</b>	Opening ceremony, nomination of the AGM Secretaries and election of Vote Counting Committee	Presiding Committee
<b>09:15 – 09:20</b>	Approval of the regulations on the organization and operation of the AGM 2022	
<b>09:20 – 09:25</b>	Approval of the meeting agenda	
<b>09:25 – 10:00</b>	Presentation of reports and proposals:	
	1. Report of the Board of Directors (“BOD”)	Presiding Committee
	2. Proposal on 2021 business performance and 2022 business plan of the BOD	
	3. Report of the Supervisory Board	Head of the Supervisory Board
	4. Proposal on the 2021 audited financial performance	Presiding Committee
	5. Proposal on the appropriation plan for the 2021 cumulative undistributed earnings	
	6. Proposal on the remuneration for members of the BOD and the Supervisory Board	
	7. Proposal on the addition of registered business lines	
8. Proposal on the amendments and supplements to the Company’s Charter and the Internal Regulations on the Company’s corporate governance		

	9. Proposal on the selection of 2022 independent audit firm	
	10. Proposal on the listing of bonds offered to the public	
<b>10:00 – 10:20</b>	Discussion	Presiding Committee
<b>10:20 – 10:40</b>	Voting execution	Vote Counting Committee
	Counting of shares with voting rights	
	Short break	
<b>10:40 – 10:50</b>	Announcement of the results of vote counting	Vote Counting Committee
	Approval of the AGM's Minutes and Closing	Presiding Committee

**Note:**

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



**2022 ANNUAL GENERAL MEETING  
VINHOMES JOINT STOCK COMPANY**

-----  
**BALLOT**

Name of shareholder

Code of shareholder:

Number of shares with voting rights:

**MATTERS FOR VOTING:**

Please tick here if you agree with all voting matters

---

**1. Approval of the report of the Board of Directors**

Agree                       Disagree                       Abstain

---

**2. Approval of the 2021 business performance and 2022 business plan according to the Board of Directors' proposal**

Agree                       Disagree                       Abstain

---

**3. Approval of the 2021 report of the Supervisory Board**

Agree                       Disagree                       Abstain

---

**4. Approval of the 2021 audited financial performance**

Agree                       Disagree                       Abstain

---

**5. Approval of the appropriation plan for the 2021 cumulative undistributed earnings according to the Board of Directors' proposal**

Agree                       Disagree                       Abstain

---

**6. Approval of the remuneration for members of the Board of Directors and the Supervisory Board according to the proposals of the Board of Directors and the Supervisory Board**

Agree                       Disagree                       Abstain

---

**7. Approval of the supplement of registered business lines**

Agree                       Disagree                       Abstain

---

**8. Approval of amendments and supplements to the Company's Charter and Internal Regulations on the Company's corporate governance**

Agree                       Disagree                       Abstain

---

**9. Approval of the selection of 2022 independent audit firm according to the Board of Directors' proposal**

Agree                       Disagree                       Abstain

---

**10. Approval of the listing of bonds offered to the public**

Agree                       Disagree                       Abstain

---

**Signature of Shareholder**

**(or Authorized Proxy)**

*(Signature and Full name)*



Hanoi, ... 2022



**REGULATIONS ON THE ORGANIZATION AND OPERATION  
OF THE 2022 ANNUAL GENERAL MEETINGS OF SHAREHOLDERS**

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1: Scope and applicability**

- 1.1 These Regulations shall apply to the organization of the 2022 annual general meetings of shareholders (hereinafter referred to as the “**Meeting**” or “**GMS**”) of Vinhomes Joint Stock Company (hereinafter referred to as “**Company**”);
- 1.2 These Regulations set forth provisions on the rights and obligations of shareholders, proxies and relevant parties participating in the Meeting, and on conditions and procedures of the Meeting;
- 1.3 Shareholders or proxies attending the Meeting and relevant parties shall be responsible to follow these Regulations.

**CHAPTER II  
RIGHTS AND OBLIGATIONS OF GMS PARTICIPANTS**

**Article 2: Rights and obligations of shareholders or their proxies**

2.1 Eligibility:

Participants must be shareholders or their proxies as confirmed in writing by one or more shareholders whose names are in the Company's Shareholder Register on the closing date of the list of shareholders entitled to attend the General Meeting.

2.2 Shareholders’ rights with regards to the GMS:

- 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 in accordance with the Law on Enterprises, other legislative documents and the Company Charter;
- c. The Organizing Committee shall provide Shareholders and proxies with a Meeting agenda and related materials;
- d. Each shareholder or proxy attending the Meeting will receive a Voting Card, or use an access account provided by the Organizing Committee to log into the system to perform electronic voting (in case the Company applies information technology for the organization of the General Meeting)

- e. Any shareholder or proxy arriving late at the Meeting before the end of the Meeting is entitled to register and vote on the matters yet to be presented or voted. The Chairperson of the Meeting is not obligated to pause the Meeting and the previously voted matters shall not be affected.

2.3 Shareholders' obligations with regards to the GMS:

- a. Shareholders and proxies must bring their identity card or passport, invitation letter, and valid power of attorney (in the case of authorization or proxies) to the Meeting and register with the Shareholder Eligibility Verification Committee;
- b. Shareholders are responsible for confidentially keeping the account details and other identifiers provided by the Company to ensure that only shareholders have the right to participate in electronic voting on the system. In case a shareholder is authorized to attend the General Meeting and vote electronically for another individual/organization, the shareholder and the authorized person are responsible for the authorization and e-voting results of the granted access account;
- c. All participants must not cause disruption to or disturbance during the GMS;
- d. All voice 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. 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 and will be responsible for the following tasks:

- a. Verifying shareholder and proxy's eligibility: Request shareholders or proxies participating in the Meeting as well as invited guests to present their ID cards/ passports, invitation letters, and power of attorney (in case of proxy);
- b. Handing out ballots and GMS documents to shareholders and proxies: Ballots, voting cards (if any), other relevant meeting documents, or instructions for shareholders to log into the electronic shareholder eligibility checking 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 determine the number of shareholders attending the GMS.
- d. Reporting shareholder attendance results to the GMS:
  - + Before the Meeting begins;
  - + Before the voting session begins.
- e. Identifying interested shareholders who must abstain from voting based on the information obtained by the Shareholder Eligibility Verification Committee or as provided by

shareholders.

- 3.2 The Shareholder Eligibility Verification Committee may form an administrative team to assist in performing its tasks and apply information technology to perform its tasks.

**Article 4: Rights and Obligations of the Vote Counting Committee**

- 4.1 The Vote Counting Committee consists of one head and committee members, nominated by the Presiding Committee's Chairperson and approved by the GMS to conduct the vote counting at the Meeting.
- 4.2 The Vote Counting Committee is responsible for guiding shareholders on the use of ballots, voting methods in electronic form at the GMS;
- 4.3 The Vote Counting Committee counts votes, determines and excludes interested shareholders (if any) from voting on each matter. In case the Vote Counting Committee are unable to identify the exact number of the interested shareholders who must abstain from voting (due to insufficient information or insufficient or unclear statutory regulations), the votes of such shareholders shall still be counted. After voting, if the shareholders are considered as related parties 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 preparing the Vote Counting Minutes and reporting the vote counting results to the Meeting;
- 4.5 The Vote Counting Committee may form an administrative team and use information technology in vote counting;
- 4.6 The Vote Counting Committee is responsible for the accuracy and integrity of the vote counting results.

**Article 5: Rights and obligations of the GMS Chairperson, the Presiding Committee and Secretary**

- 5.1 The GMS shall be chaired by the Chairperson of the BOD or a BOD member authorized by the Chairperson.
- If the Chairperson of the BOD is absent or unable to chair the Meeting or due to unexpected reasons, the BOD shall elect one among the other members to chair the Meeting based on majority voting. If the BOD fails to elect a Chairperson, the Head of Supervisory Board shall take the lead for the Meeting to elect a Chairperson and the person that receives the highest number of votes shall be the Chairperson of the Meeting;
- 5.2 Unless specified in clause 5.1, the person who signed the notice to convene the GMS shall oversee the GMS' election of the Chairperson of the Meeting, and the person that receives the highest number of votes shall chair the meeting;
- 5.3 The GMS Chairperson appoints one or several secretaries of the GMS
- 5.4 The GMS Chairperson's decision with regards to order, procedures, as well as matters arising beyond the approved agenda shall be the final decision;
- 5.5 The GMS Chairperson has the right to implement necessary and reasonable measures chair the Meeting in an appropriate and orderly manner in accordance with the approved program and allow the Meeting to reflect the wishes of the majority of participating shareholders;
- 5.6 At the Chairperson's discretion, the Meeting may be postponed or held at another time in another

location (in compliance with the Law on Enterprises and the Company Charter) if the Chairperson deems that:

- a. The venue of the Meeting is not large enough to provide seats for all participants; or
  - b. The communication system at the Meeting location is not appropriate for shareholders to attend, discuss, and vote; or
  - c. The behaviors of some participants cause disorder and disruptions that hinder the Meeting from proceeding in a fair and lawful manner.
- 5.7 The Chairperson has the right not to respond or just note down comments and suggestions from shareholders if the content of such comments and suggestions are out of the scope of the approved agenda.
- 5.8 The Chairperson has the right to request that all Meeting attendees be subject to security inspection or other legal, reasonable security measures, and ask a competent authority to maintain order at the Meeting, or expel anyone from the Meeting who shows signs of causing disorder, disobeying the Chairperson and the Presiding Committee, hampering the Meeting progress, or decline to follow the security inspection procedures at the Meeting.
- 5.9 The Presiding Committee consists of a number of BOD members and managing executives of the Company as appointed by the Chairperson. The Presiding Committee shall perform necessary tasks to assist the Chairperson in conducting the GMS.
- 5.10 The Secretary will record the minutes of the Meeting and perform other tasks as assigned by the Chairperson and the Presiding Committee. The Secretary may have one or several assistants.

### **CHAPTER III**

#### **MEETING PROCEDURE**

##### **Article 6: Meeting Quorum**

- 6.1 The Meeting shall proceed when shareholders and proxies representing more than 50% of the total voting shares (the “**Quorum**”). If a Quorum is not established within 60 minutes after the opening of the Meeting per the agenda circulated to shareholders with the shareholders and proxies representing less than 50%, the Meeting will be deemed ineligible to proceed;
- 6.2 If the Meeting is deemed ineligible to proceed according to the above provisions, a following 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 in the form of voting 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 more than 50% of the total voting shares of shareholders or proxies attending and voting at the GMS;

- 8.2 Resolutions on the following matters shall be approved if passed by at least 65% affirmative votes from shareholders or proxies attending and voting at the GMS:
- Types of shares and amounts of each type;
  - Additions or changes of business lines;
  - Organizational and management restructure;
  - Amendments and supplements to the Company’s Charter;
  - Project investments or spinoffs worth 35% or more of total assets recorded in the latest financial statements of the Company;
  - Reorganization or dissolution of the Company.

**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. 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 after the counting of votes is completed.

**Article 10: Expressing opinions at the Meeting**

- 10.1 Shareholders or proxies attending the Meeting may express their opinions by raising their ballots or registering. 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.

**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 another person who signed the Meeting Minutes are jointly liable for the truth and accuracy of the 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’ verification report, vote counting minutes, and other materials recording the progress and results of the Meeting must be archived at the Company’s headquarters.
- 11.4 The minutes of the GMS will be published on the Company’s website within 24 hours from the end of the GMS;

11.5 The Meeting minutes will form the basis of the Meeting's resolutions.

**Article 12: Effectiveness of these Regulations**

12.1 These regulations, consisting of three Chapters and twelve Articles, shall take effect immediately after being approved by the GMS.

12.2 Any amendments or supplements to these regulations must be proposed by the BOD Chairperson, then voted and approved by the GMS.

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

**CHAIRPERSON**

**(signed)**

**NGUYEN DIEU LINH**



No: 01/2022/BC-HĐQT-VHM



Hanoi, April 18, 2022

**REPORT OF THE BOARD OF DIRECTORS****AT THE 2022 ANNUAL MEETING OF SHAREHOLDERS****Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS****1. Business performance of Vinhomes Joint Stock Company in 2021**

2021 was a challenging year for all countries due to the multiple Covid-19 variants. With prompt and aggressive measures to contain its spread, Vietnam's vaccination coverage is among the top countries in the world, helping the country to gradually adapt to a new normal. Despite these challenges, the economy recorded positive growth of 2.58% in 2021. In 2021, housing demand remained stable while supply shortages remained. As a result, average selling prices rose in many provinces and cities, including Hanoi and Ho Chi Minh City. With this backdrop, Vinhomes adopted new and flexible business methods and was one of the few developers to launch new projects. As a result, the Company continued to maintain its leadership position, effectively adapting to the pandemic and leveraging new opportunities for growth.

Vinhomes recorded VND 85 trillion in net revenue and VND 39 trillion in profit after tax, growing by 19% and 43%, respectively, compared to 2020, thanks to the completion and delivery of units in Vinhomes Ocean Park, Vinhomes Smart City, and Vinhomes Grand Park mega projects. Also in 2021, the Company sold 39.1 thousand apartments, villas, and shophouses at VND 78.9 trillion, including retail and bulk sales.

In 2021, Vinhomes successfully partnered with prestigious foreign and local sub-developers. Our mega cities are co-designed, built, and operated in line with international standards to elevate residents' lifestyles in Vinhomes projects, and the Vietnamese real estate market. We provide a variety of product offerings to accommodate the increasing demands of our customers.

The Company promoted the implementation of digital transformation solutions to overcome difficulties caused by the pandemic. In early 2021, Vinhomes quickly adopted the O2O (Online-to-Offline) business model. This end-to-end ecosystem includes property sales, leasing, and transfers. It features the Vinhomes' Online Sales Platform – an online secondary property trading platform, and Vinhomes Leasing – an online leasing platform for Vinhomes' products. These tools significantly enhanced the engagement between developers and owners of Vinhomes properties. In addition, a smart phone application for the sales agents called Vinhomes Sales Agent had over 6,000 users since its trial run in May 2021. Meanwhile, Vinhomes Resident, a mobile application for Vinhomes' residents, recorded nearly 121,000 users, a sixfold increase since its launch in the second quarter of 2021.

Technologies were adopted for the optimization of smart cities such as Vinhomes Ocean Park, Vinhomes Smart City, and Vinhomes Grand Park, which include tens of thousands of residents. New smart features were integrated based on the four pillars of Smart Security, Smart Community, Smart Homes, and Smart Operations. Vinhomes is proud to provide our residents with the most modern living experience, on a par with major cities around the world.

With a commitment to continuous innovation and flexible adaptation, 2021 was another successful year for Vinhomes despite the challenges posed by the pandemic. Vinhomes was honored with multiple national and international awards, solidifying its leadership position as the top property developer in Vietnam.

## **2. Activities of the Board of Directors**

### **2.1 General activities**

In 2021, Vinhomes complied with regulations on corporate governance applicable to public companies and information disclosure on the stock market. The Company continued to streamline its administrative processes and optimized resource allocation to maximize contributions and enhance the supervisory functions of the Board of Directors (“BOD”) to ensure a system-wide implementation of its principles and fortify the relationships between them the Company and related parties.

The BOD has delegated and authorized tasks to the Chairperson and the Company’s legal representatives in order to lessen the BOD’s workload overlapping with the expertise of the delegated people. This allows the BOD to focus on the Company’s long-term development policies and plans.

### **2.2. Supervisory activities**

In 2021, in accordance with provisions in the Company’s Charter, corporate governance regulations and prevailing laws, the BOD has completed the following supervisory activities:

- Led, directed and successfully organized the 2021 Annual General Meeting of Shareholders (“the GMS”) on 25 June 2021.
- Supervised the preparation of the quarterly and semi-annual financial statements and annual report;
- Supervised the implementation of decisions made by the AGM and the BOD, and supervised the business activities of the Management;
- Presided over information disclosure to ensure transparent and timely reporting;
- Supervised the Management to improve business performance and accomplish established goals.

In 2021, the BOD issued 31 Resolutions and Decisions, including:

<b>Content</b>	<b>Number of Resolutions</b>
Strengthening the corporate structure, including re-arranging the organization chart, establishing subsidiaries and branches of the Company	25 Resolutions
Appointing directors and managers of subsidiaries, disclosing transactions with related parties, appointing authorized representatives to manage contributed capital in subsidiaries	6 Resolutions
<b>Total</b>	<b>31 Resolutions</b>

### **3. Remuneration, operational cost and other benefits of the Board of Directors**

- A report of remuneration for the BOD in 2021 has been written in details on the 2021 remuneration proposal from the BOD to the General Meeting of Shareholders.
- In addition, the Company also applied other benefits to members of the Board of Directors, such as regular health check-up, health insurance, etc.

### **4. Related party transactions**

- Approval procedures of transactions between related parties and the Company have strictly complied with the Law on Enterprises, Law on Securities and the Company's internal governance regulations.
- Transactions between the Company and related parties approved by the Board of Directors are reported and announced on the Corporate Governance Report 2021.

### **5. Independent BOD members' activities and assessment to the Board's activities**

#### **5.1. Activities of independent BOD members**

The Board of Directors has three independent members, including (1) Mr. Varun Kapur (2) Mr. Mueen Uddeen, and (3) Mr. Hoang D. Quan. All three members are experts with many years of experience in key operational areas of the Company and have a valuable contribution to the decisions of the Board of Directors. In 2021, all three independent members of the Board had fully participated in deciding/issuing related matters under the authority of the Board of Directors, especially transactions between Vinhomes and related parties. This ensures the Company's transparency, control of conflict of interests and protects the Company and its shareholders' interest.

#### **5.2. Assessment of independent BOD members on the Board's activities**

In 2021, due to the Covid-19 pandemic, the Board of Directors has issued flexible decisions to adapt to the business operations changes. Timely strategic instruction from the Board on business plan adjustment has ensured the Company and its subsidiaries achieved targets, which were approved at the 2021 Annual Meeting of Shareholders, ensuring business continuance as well as employees' and customers' safety under the challenging circumstance. The Board of Directors also approved and issued timely decisions on changes in corporate governance and business operations according to its authority. Concurrently, the Board of Directors also instructed and supervised the Management in carrying out the proposed business plan.

### **6. The Company's 2022 Plan of Action**

With the successful launch of the first three smart cities, namely Vinhomes Smart City, Vinhomes Ocean Park, and Vinhomes Grand Park, the Company plans to deploy new mixed-use urban areas on a large-scale, with outstanding infrastructure and amenities in 2022. In particular, Vinhomes will launch mega projects in prime locations with connected transportation infrastructures, green living environments, and high development potential. We will leverage our land bank to develop green mega cities where various smart applications will be adopted to enhance residents' quality of life, targeting sustainable development in line with global practices.

A new business direction is developing social housing for low-income people. With Vinhomes' extensive experience in developing commercial real estate, these future social housing projects will make the dream house come true for the working class, bringing them a modern and all-inclusive living environment while contributing to the local social welfare and economic development.

In the next five years, we aim to complete 500,000 social housing units across Vietnam, serving hundreds of thousands to millions of low-income people. This product line will be named “HAPPY HOME” and have an expected selling price of VND 300 to 950 million per unit.

Digitalization continues to be a major focus when launching new projects and managing existing Vinhomes urban areas in Hanoi and Ho Chi Minh City. The Company will upgrade and complete the O2O (Online-to-Offline) ecosystem, including property sales, leasing, and transfers. The Company's digital platforms will be standardized and integrated to provide an optimal experience for customers, sales staff, and sales agents. In operations management, we continue to seek feedback while researching, developing and upgrading smart amenities to improve the quality of life for our residents and boost our business performance. Digital transformation is an inevitable trend, and Vinhomes is a pioneer, targeting a leading position in scale and quality.

The industrial park market has maintained stable growth and has been a bright spot during the pandemic, a testament to the potential of this segment. Foreign direct investment (FDI) inflows are forecast to grow significantly due to the relocation of production, a series of signed Free Trade Agreements (FTAs), and Vietnam’s strategy for strategic infrastructure developments. These are the key factors driving the demand for industrial parks in the coming period. Vinhomes plans to build industrial parks into one of our key business sectors, contribute stable recurring income to the Company, and spur trade promotion activities in 2022. The Company will welcome tenants to the first industrial park projects in big cities such as Hai Phong and Quang Ninh, once they are launched.

Moving into 2022, Vinhomes is prepared to create state-of-the-art projects in Vietnam that rival premier international projects. We hope to receive your continued support on this journey.

Respectfully submitted to the GMS for consideration and approval.

Thank you.

*To:*

*- As stated above;*

*- The Company archives.*

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRPERSON**

(signed)

**NGUYEN DIEU LINH**

*Note: Further amendments and supplements to this document may be proposed to the GMS for approval at the AGM.*



-----☪ ☪ ☪-----  
 No: 01/2022/TTTr-HĐQT-VHM

-----☪ ☪ ☪-----

Hanoi, April 18, 2022

## PROPOSAL OF THE BOARD OF DIRECTORS

### RE: 2021 BUSINESS PERFORMANCE AND 2022 BUSINESS PLAN

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

The ongoing pandemic Covid-19 and new variants make the future highly unpredictable, causing global economic effects despite attempts to increase vaccination coverage and herd immunity in most countries. For Vietnam's economy, 2021 proved a challenging year as the Delta variant outbreak triggered the fourth Covid wave across the country, with severe impacts on many cities and provinces. The Government responded by taking actions at scale to prevent the virus from spreading while promoting local economic development and ensuring social welfare. GDP growth of 2.58% in 2021 was a great success for Vietnam. Inflation was well controlled. Vietnam's Consumer Price Index (CPI) edged up a mere 1.84 percent year-on-year in 2021, the lowest level recorded in the past six years, contributing to macroeconomic stabilization and enabling the Government to implement financial and fiscal policies to support affected residents and businesses to drive economic growth further. Total foreign direct investment (FDI) capital (newly registered capital, adjusted capital, capital contributions, and share purchase by foreign investors) increased by nearly 10% over 2020, reaching more than USD 31 billion.

Vinhomes Joint Stock Company (referred to as the "Company" or "Vinhomes") quickly introduced business plans to address these challenges, adapt, and capture new opportunities. The Company achieved positive business results in 2021, specifically:

#### I. Vinhomes' business results in 2021 (Based on the 2021 Audited Consolidated Financial Statements)

##### 1. Revenue

Vinhomes' Consolidated Revenue totaled nearly VND 85 trillion. Revenue from the sale of inventory properties was VND 73.3 trillion, mostly came from the completion and handover of units in Vinhomes Ocean Park, Vinhomes Smart City and Vinhomes Grand Park.

In addition, Vinhomes also received profit-sharing, recognized as financial income, from business cooperation contracts with Vingroup and its subsidiaries ("BCC projects") such as Vinhomes Riverside, Vinhomes The Harmony and Vinhomes Star City.

##### 2. Profit

The Company's Profit Before Tax reached VND 48.2 trillion, an increase of 32% over 2020 and Profit After Tax reached approximately VND 39 trillion, up 38% compared to 2020.

##### 3. Statutory obligations

Vinhomes' statutory obligations in 2020 was VND 11.3 trillion and the Company paid a total of VND 12.6 trillion to the State budget.

##### 4. Project development progress

In 2021, Vietnam actively promoted regulations on controlling the Covid-19 epidemic while restoring socio-economic growth. Vinhomes quickly followed this guidance to fulfill its business goals and develop key projects. Event launches and other communication activities by Vinhomes were held either virtually or in-person to help deliver positive results. Digital platforms were developed and upgraded to better adapt to the pandemic and create a strong foundation for significant breakthroughs. As a result, Vinhomes achieved superior business performance in 2021.

In September 2021, Vinhomes broadcast a series of online talk shows titled "The Pioneers" to provide an update on Vietnam's leading real estate trends. The show received more than seven million views after five sessions. It was a popular online show that engaged customers and sales teams on a large-scale.

In the fourth quarter, Vinhomes continued to launch new products with impressive results. The launch of The Beverly at Vinhomes Grand Park in Ho Chi Minh City was the market highlight with a series of outstanding events. The project's soft launch attracted 2,000 agents, while the exhibition of the scale model and show units welcomed 8,000 visitors. Especially in December, Vinhomes and Mitsubishi Corporation signed a memorandum on a comprehensive strategic partnership in Urban development and Real estate business, Smart city management and Digital transformation and Energy transformation.

In Hanoi, Vinhomes launched the P2 tower in The Pavilion at Vinhomes Ocean Park. All the units were fully booked after two openings. The lucky draw for Vinhomes Ocean Park and Vinhomes Smart City buyers was organized, attracting 15,000 customers. In Vinhomes Star City (Thanh Hoa City), villas of Mau Don compound have been sold quickly after launch at an absorption rate of 80%.

In 2021, the Company's bulk sales strategy achieved excellent results through partnerships with leading domestic and foreign developers. Vinhomes sold approximately 39.1 thousand apartments, villas, and shophouses with a pre-sales value of more than VND 78.9 trillion, including both bulk and retail sales.

The Company continued to maintain both construction quality and delivery speed. During 2021, Vinhomes handed over to customers 46,732 units of apartments, villas and shophouses. These deliveries included Vinhomes Ocean Park, Vinhomes Smart City, and Vinhomes Grand Park units.

## **II. 2022 business plan**

### **1. New mega projects to be launched**

Following its success with three megacities (Vinhomes Ocean Park, Vinhomes Smart City and Vinhomes Grand Park), the Company will launch several new mega projects in 2022 in locations with solid infrastructure and development potential to respond to the rapid increase in housing demand. The upcoming large-scale Vinhomes-branded mega projects will also provide unique landscapes and high-class amenities and include smart features in operations management. Pre-sales are expected to do well in 2022, thanks to stable fundamentals in the real estate market.

A new business direction is developing social housing for low-income people. With Vinhomes' extensive experience in developing commercial real estate, these future social housing projects will make the dream house come true for the working class, bringing them a modern and all-inclusive living environment while contributing to the local social welfare and economic development.

In the next five years, we aim to complete 500,000 social housing units across Vietnam, serving hundreds of thousands to millions of low-income people. This product line will be named "HAPPY HOME" and have an expected selling price of VND 300 to 950 million per unit.

### **2. Upgrade and complete the O2O ecosystem**

Developed and adopted in 2021, the O2O (Online-to-Offline) business model not only optimizes the customer experience but also facilitates the primary and secondary business activities of home buyers,

investors and sales agents, due to the availability of multiple interactive platforms. In 2022, Vinhomes will further promote its online business segment, upgrade and develop new features for highly-connected digital platforms to complete a closed ecosystem in the real estate sector, in line with global trends.

### **3. Constantly improve the quality of life for residents through technology**

In addition to the O2O digital ecosystem, other technologies will also be a central focus in developing and operating Vinhomes' urban areas. The first three smart cities, including Vinhomes Smart City, Vinhomes Ocean Park, and Vinhomes Grand Park have set new living standards, enabling the Company to apply more advanced technologies in its future projects. The four pillars of Smart Security, Smart Amenities, Smart Home, and Smart Urban Management will continue to be adopted to create for residents a convenient and modern living environment, in line with global standards.

### **4. Continue investment promotion activities in the Industrial Parks segment**

In 2021, Vinhomes' industrial property team received strong interest from potential local and foreign tenants, suggesting strong demand and development potential. In 2022, Vinhomes will strengthen its investment promotion activities as it stands ready to welcome tenants to new industrial park projects. With favorable macroeconomic factors and foreign direct investment (FDI) growth in Vietnam, industrial parks are expected to become one of Vinhomes' key business segments, contributing recurring income to Vinhomes over the long term.

The Board of Directors of Vinhomes would like to submit to the General Meeting of Shareholder the 2022 plan as follows:

<b>No.</b>	<b>Item.</b>	<b>2022 plan (VND billion)</b>
1	Net revenue	75,000
2	Profit after tax	30,000

Respectfully submitted for the GMS consideration and approval.

Thank you.

*To:*

*- As above;*

*- The Company archives.*

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

**(signed)**

**NGUYEN DIEU LINH**

*Note: Further amendments and supplements to this document may be proposed to the GMS for approval at the AGM.*



Số: 01/2022/BC-BKS-VHM



Hanoi, April 18, 2022

## REPORT OF THE SUPERVISORY BOARD

### ON BUSINESS PERFORMANCE OF THE COMPANY, ACTIVITIES OF THE BOARD OF DIRECTORS AND THE MANAGEMENT IN 2021

#### Respectfully submitted to: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

In 2021, the Supervisory Board has closely coordinated with the Board of Directors (the “BOD”) and the Management to supervise the issuance and implementation of the resolutions of the General Meeting of Shareholders (the “GMS”) and the BOD, to review and coordinate with the internal audit division of the Company and member companies to ensure proper compliance with legal provisions and internal corporate governance of the Company.

Within the scope of responsibilities, functions and authority as prescribed under the Charter of the Company and in accordance with the Law on Enterprises and other regulations applicable to listed companies, in 2021, the Supervisory Board supervised and ensured compliance with the relevant laws and the Company Charter in relation to financial management and accounting practices, investment and development activities, launching and management of new real estate projects. The Supervisory Board also conducted a periodical inspection of the Company's financial statements.

On behalf of the Supervisory Board, I would like to report to the GMS the following contents:

#### 1. The Company’s financial performance:

The Supervisory Board approves the consolidated financial statements of 2021 as audited by Ernst & Young Vietnam Limited. The financial statements give a true and fair view of the Company's financial position as of 31 December 2021 and the results of operations and cash flows for the fiscal year from 1 January 2021 to 31 December 2021 comply with the provisions of the current accounting system.

Key financial indicators from Company's 2021 consolidated financial statements are as follows:

##### a. Consolidated business performance:

- Net revenue : VND 85.0 trillion, an increase of 19% over 2020
- Profit before tax : VND 48.2 trillion, an increase of 32% over 2020
- Profit after tax : VND 38.9 trillion, an increase of 38% over 2020

##### b. Consolidated assets:

- Current assets : VND 94.4 trillion
  - Non-current assets : VND 136.1 trillion
  - Total assets : VND 230.5 trillion
- c. Owners' equity : VND 131.4 trillion

**2. Assessment of legal compliance and implementation of the GMS and the BOD Resolutions:**

The Supervisory Board evaluates the Company's activities in 2021 as sustainable and in compliance with existing law. The implementation of the GMS and the BOD decisions is closely monitored to ensure full compliance. The Supervisory Board believes the GMS, the BOD and related divisions have completed their assigned duties.

**3. Report on the Supervisory Board and the supervisors' activities:**

**3.1. Activities in 2021 and 2022 Action Plan of the Supervisory Board:**

While the Covid-19 pandemic continued to affect business activities in 2021, the Supervisory Board concludes that the Management attempts to conduct the Company's business, maintains good corporate governance, successfully minimizes risks and ensures compliance. The BOD was able to monitor, update the Company's business strategies promptly, and make decisions related to the operations of the Company, thanks to strict implementation of corporate governance. During the past year, the Supervisory Board has increased its inspection and control of compliance, the quality of work, and independence in its monitoring activities, especially material transactions and transactions with related parties.

In 2022, the workload and market challenges continue to pose challenges to the BOD, the Management and the Company's employees, which needs more concerted efforts from every member of the Company and the support and trust of the Shareholders. The Supervisory Board will put more effort in performing our tasks and expect to receive continuing support from the Shareholders, the BOD, and close collaboration with the Management and relevant divisions within the Company.

**3.2. Self-assessment of the Supervisory Board members:**

In 2021, members of the Supervisory Board fully attended two (2) meetings and have internal discussions among ourselves. Besides following the Head of the Supervisory Board's task allocation, each member, with our professional expertise, has actively supervised and examined activities of the BOD, the Management, and functional divisions of the Company. Members of the Supervisory Board have assessed that we have completed our duties and responsibilities in compliance with relevant laws and the Company Charter.

On this occasion, on behalf of the Supervisory Board, I would like to send our best wishes to the Shareholders, the BOD, the Management, and wish for another successful Annual General Meeting of Shareholders.

Thank you.

*To:*

*- As stated above;*

*- The Company archives.*

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

**(signed)**

**NGUYEN LE VAN QUYNH**

*Note: Further amendments and supplements to this document may be proposed to the GMS for approval at the AGM.*



No. 02/2022/TTr-HĐQT-VHM



Hanoi, April 18, 2022

## PROPOSAL OF THE BOARD OF DIRECTORS

### On 2021 Audited Financial Performance of Vinhomes Joint Stock Company

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

In 2021, Vinhomes Joint Stock Company (the “Company” or “Vinhomes”) and its subsidiaries had a successful year with key financial indicators for the financial year ended 31 December 2021, as presented in the 2021 Audited Consolidated Financial Statements as follows:

#### 1. Consolidated Revenue and Profit:

Vinhomes’ 2021 Revenue totaled nearly VND 85.0 trillion, a majority of which came from revenue from the sale of inventory properties which was VND 73.3 trillion.

The Company’s 2021 Profit Before Tax reached VND 48.2 trillion, an increase of 32% compared to 2020 and Profit After Tax was VND 38.9 trillion, up 38% from 2020.

#### 2. Assets:

Current Assets decreased from VND 102.3 trillion as of 31 December 2020 to 94.4 trillion as of 31 December 2021, mainly due to a decrease in Inventory of VND 14.4 trillion as more units were delivered to homebuyers and a decrease of VND 4.3 trillion in Short-term Loan Receivables. On the other hand, Other Current Assets increased VND 9.7 trillion due to increased deposits for investment purposes.

Non-Current Assets increased from VND 113.6 trillion to VND 136.1 trillion at 31 December 2021. Construction-In-Progress of real estate projects increased by VND 12.7 trillion, Investment Properties increased by VND 3.4 trillion, and Long-term Investments increased by VND 1.1 trillion, mainly due to the continued execution of key projects.

#### 3. Borrowings and Owners’ Equity:

Total Liabilities as of 31 December 2021 decreased by VND 27.4 trillion over 2020, primarily from a decrease of 18.1 trillion in customers’ payment by installments for apartments, villas and shophouses at real estate projects as the Company handed-over more properties to the homebuyers. In addition, Short-term Borrowings also decreased by over VND 10.7 trillion.

Owners’ Equity as of 31 December 2021 increased by VND 42.0 trillion over 2020, thanks to a growth in the Company's profit after tax in 2021.

Respectfully submitted to the GMS for consideration and approval.

Thank you.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*To:*

**CHAIRPERSON**

*- As above;*

*- The Company archives.*

**(signed)**

**NGUYEN DIEU LINH**

*Note:*

- *Vinhomes' 2021 Financial Statements were audited by Ernst & Young Viet Nam Ltd., and are published on the Company's official website: [Financial Statements & Presentations | Vinhomes](#)*
- *Further amendments and supplements to this document may be proposed to the GMS for approval at the AGM.*



Hanoi, April 18, 2022

## PROPOSAL OF THE BOARD OF DIRECTORS

**Re: The Appropriation Plan for 2021 Cumulative Undistributed Earnings**

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

As at 31 December 2021, Vinhomes Joint Stock Company's (the "Company" or "Vinhomes") cumulative undistributed earnings was VND **18,233,968** million on the separate financial statement and VND **79,413,446** million on the consolidated financial statement, as audited by Ernst & Young Vietnam Limited.

The Board of Directors (the "BOD") would like to submit to the Annual General Meeting of Shareholders (the "GMS") for approval of the Appropriation Plan for 2021 cumulative undistributed earnings as follows:

- I.** Transfer VND 5,000,000,000 (five billion Vietnam dong) to the Reserve Fund, as specified in the Charter of the Company.
- II.** Pay cash dividend to existing shareholders with the following details:
  1. Cash dividend: 20% of the Charter capital, equivalent to VND 8,708,735 million.
  2. Eligibility: Shareholders in the Shareholder Register List at the record date are entitled to receive dividend.
  3. Source of payment: Cumulative undistributed earnings as of December 31, 2021.
  4. Expected timing of distribution: 3<sup>rd</sup> or 4<sup>th</sup> Quarter of 2022.
- III.** The remaining undistributed earnings will be added to the Company's working capital.
- IV.** Authorization to implement:

To facilitate the implementation of the cash dividend payment to existing shareholders, the BOD would like to seek the GMS's approval to authorize the Chairperson to execute, including but not limited to the following tasks:

1. To complete all relevant required procedures, consider and determine specific contents of the plan to distribute cash dividend to existing shareholders in compliance with statutory regulations and the Company's Charter, and protect the shareholders' interest.
2. To decide the appropriate time for the distribution of cash dividends to existing shareholders.

Respectfully submitted for the GMS consideration and approval.

Thank you.

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

*To:*

*- As stated above;*

*- The Company archives.*

**(signed)**

**NGUYEN DIEU LINH**

*Note: Further amendments and supplements to this document may be proposed to the GMS for approval at the AGM.*



No: 04/2022/TTr- HĐQT-VHM

Independence – Freedom – Happiness

Hanoi, April 18, 2022

## PROPOSAL OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD

### Re: Remuneration for the Board of Directors and the Supervisory Board

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

- Pursuant to the relevant laws and the Charter of Vinhomes Joint Stock Company (the “Company”);

The Board of Directors (“BOD”) and the Supervisory Board report the remuneration for the members in 2021 and seek the Annual General Meeting of Shareholders (“GMS”) approval on the remuneration plan in 2022 as follows:

#### 1. Actual remuneration paid in 2021:

- In 2021, the BOD consisted of nine (9) members and the Supervisory Board consisted of three (3) members.
- The remuneration for the BOD was VND 9.3 billion – equivalent to 0,02% of the 2021 consolidated profit after tax.
- The remuneration for the Supervisory Board was VND 200 million – equivalent to 0,001% of the 2021 profit after tax.

The total remuneration for the BOD and the Supervisory Board complies with the Resolution approved at the 2021 GMS.

#### 2. Remuneration Plan for 2022:

Based on the 2022 business plan, the BOD and the Supervisory Board would like to seek the GMS approval on the 2022 remuneration plan for the BOD and the Supervisory Board as follows:

- The remuneration for the BOD will not exceed VND 15 billion (*Fifteen billion dong*)
- The remuneration for the Supervisory Board will not exceed VND 1 billion (*One billion dong*).

The BOD and the Supervisory Board request the GMS authorization for the Chairperson of the BOD and the Head of the Supervisory Board to set specific remuneration for the members within the limits above.

Respectfully submitted for the GMS consideration and approval.

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

**(signed)**

**NGUYEN LE VAN QUYNH**

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

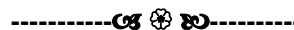
**(signed)**

**NGUYEN DIEU LINH**

*Note: Further amendments and supplements to this document may be proposed to the GMS for approval at the AGM.*



No: 05/2022/TT-HĐQT-VHM



Hanoi, April 18, 2022

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

The Board of Directors (the “BOD”) would like to submit to the Annual General Meeting of Shareholders (“GMS”) for approval of the addition to business lines of Vinhomes Joint Stock Company (the “Company”) as follows:

No.	Proposed new business lines	Code	Reason for adding
1.	Leasing sport and entertainment equipments	7721	For business operation purposes
2.	Other entertainment activities not allocated <i>Details: Operation of theme parks and beaches; entertainment, swimming and diving activities, etc.</i>	9329	
3.	Activities of entertainment and theme parks	9321	

Authorize the Chief Executive Officer – legal representative of the Company to decide the full and accurate revision of the Company’s business lines in accordance with the Law on Enterprise and specialized regulations.

Authorize the Chairperson of the BOD to issue a Resolution on the amendments of the Company’s business lines at an appropriate time but no later than 12 months from the GMS date of approval.

The GMS approves the amendments and supplements to the Company’s Charter in line with the revised business lines and assigns the Legal representative to sign and issue the Charter in accordance with the law.

The BOD respectfully submits for the GMS consideration and approval.

Thank you.

Recipients:

- *As stated above;*
- *Company archive.*

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

**(signed)**

**NGUYEN DIEU LINH**

*Note: Further amendments and supplements to this document may be proposed to the GMS for approval at the AGM.*



No: 06/2022/TTr- HĐQT-VHM



Hanoi, 18 April 2022

**PROPOSAL OF THE BOARD OF DIRECTORS**

*(Re: Amending and supplementing the Charter and Internal Regulations on Corporate governance of Vinhomes Joint Stock Company)*

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

On 11 January 2022, The XV National Assembly of The Socialist Republic of Vietnam passed Law on 03/2022/QH15 amending and supplementing some articles of the Law on Enterprise (“**Law No. 03/2022/QH15**”). Pursuant to changes in the law, the Board of Directors (“**BOD**”) of Vinhomes Joint Stock Company (“**Company**”) proposes to the Annual General Meeting of Shareholders (“**GMS**”) to amend and supplement the Company’s Charter to comply with Law no 03/2022/QH15, and to amend and supplement the Internal regulation on Corporate governance to comply with the Company’s Charter.

The amendments and supplements to the Charter are listed in Appendix I, and amendments and supplements to the Internal regulation on Corporate governance are listed in Appendix II attached to this Proposal (“Amendments”).

The BOD respectfully submits to the GMS for consideration and approval of the new Charter and Internal regulation on Corporate governance of the Company including amendments and supplements in this proposal. Other unchanged articles of the Charter and Internal regulation on Corporate governance remain effective.

The new Charter shall take effect from the date of approval by the GMS and replace the Charter issued on 25 June 2021 as well as amendments and addendums issued previously. The Internal regulation on Corporate governance shall take effect from the date of approval by the GMS and replace the Internal regulation on corporate governance issued on 25 June 2021.

The Chairperson of the Board of Directors is assigned the task of finalizing and signing of the new Internal regulation on Corporate governance according to regulations. The Chief Executive Officer – Legal representative of the Company is assigned the task of finalizing and signing of the new Charter according to regulations.

The new Charter and Internal regulation on Corporate governance, after issuance, shall be published on the Company’s website at: <https://vinhomes.vn/en/ir>, in section Other Resources/Corporate Documents.

Respectfully submitted to the GMS for consideration and approval.

Thank you.

Recipients:

- *As stated above;*
- *The Company archives.*

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

**(signed)**

**NGUYEN DIEU LINH**

*Note: Further amendments and supplements to this document may be proposed for approval at the AGM.*

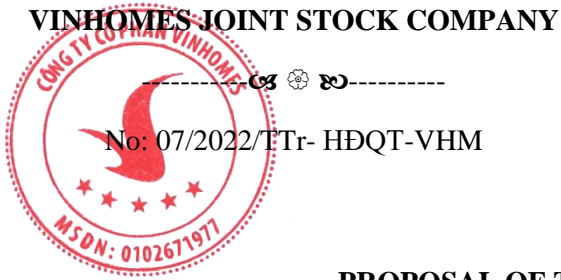
**APPENDIX I**  
**AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF VINHOMES JOINT STOCK COMPANY**

No	Related articles	Current content	Amended/supplemented content	Reason
1.	<b>Article 24.1</b>	<p>24.1. The GSM shall pass any Resolutions within their authority by way of a vote at a GSM’s meeting or by collecting written opinions from the Shareholders.</p> <p>a) Save for the cases provided in paragraph (ii) below, GSM’s decisions shall be passed if they are voted for by more than 50% of affirmative votes of the total votes of the <b>Shareholders having voting rights and attending the meeting in-person, or through their Authorized Representatives or Proxies</b> (in the case of meeting) or by more than 50% affirmative votes of the total votes of all Shareholders having voting rights and returning written ballots (in the case of collecting written ballots).</p> <p>b) Decisions of the GSM relating to the following matters shall only be passed if they receive at least 65% affirmative votes of the <b>total votes of the Shareholders having voting rights and attending the meeting in person, or through their Authorized Representatives or Proxies</b> (in the case of voting at the meeting) or by more than 50% affirmative votes of the total votes of all Shareholders having voting rights and returning written ballots (in the case of collecting written ballots).</p>	<p>24.1. The GSM shall pass any Resolutions within their authority by way of a vote at a GSM’s meeting or by collecting written opinions from the Shareholders.</p> <p>a) Save for the cases provided in paragraph (ii) below, GSM’s decisions shall be passed if they receive more than 50% affirmative votes of the total votes of the <b>Shareholders attending and voting at the meeting</b> (in the case of meeting) or by more than 50% affirmative votes of the total votes of all Shareholders having voting rights and returning written ballots (in the case of collecting written ballots).</p> <p>b) Decisions of the GSM relating to the following matters shall only be passed if they receive at least 65% affirmative votes of the <b>total votes of the Shareholders attending and voting at the meeting</b> (in the case of voting at the meeting) or by more than 50% affirmative votes of the total votes of all Shareholders having voting rights and returning written ballots (in the case of collecting written ballots).</p>	To comply with Law No. 03/2022/QH15

2.	<b>Article 28.3</b>	28.3. Rights and responsibilities of the BOD shall be determined by Law, this Charter, and the resolutions of the GSM. In particular, the BOD has the authority to decide on the following matters: o) Contribution of capital or purchase shares of other enterprises; the BOD may devolve or designate the Chairperson of the BOD, the CEO or other Corporate Executives to decide on this matter.	28.3. Rights and responsibilities of the BOD shall be determined by Law, this Charter, and the resolutions of the GSM. In particular, the BOD has the authority to decide on the following matters: o) Contribution of capital or purchase shares/ <b>capital contribution</b> of other enterprises; the BOD may devolve or designate the Chairperson of the BOD, the CEO or other Corporate Executives to decide on this matter.	For the operational purposes of the Company
3.	<b>Article 33.3</b>	33.3. Rights and duties of the Chief Executive Officer No stipulated yet	33.3. Rights and duties of the Chief Executive Officer e) <b>Approve the sale and purchase contract, borrowing, lending, mortgage, pledge, granting guarantee, security transaction or indemnify and other type of contracts with a total value of less than 35% of the Company's total assets value as recorded in the latest financial statements, except for those falling under the approval authority of the BOD in accordance with this Charter and applicable laws.</b>	For the operational purposes of the Company

**APPENDIX II**  
**AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF**  
**VINHOMES JOINT STOCK COMPANY**

No	Related articles	Current content	Amended/supplemented content	Reason
1.	Article 2.6	Voting card of the authorized participants within authorization scope shall be effective <b>unless</b> :	Voting card of the authorized participants within authorization scope shall be effective <b>including the following situations</b> :	Remove the word “unless” to ensure the accuracy of the article’s content
2.	Article 2.12	a) Resolutions on the following matters shall be approved if they receive at least 65% affirmative votes from participating shareholders: - Investment projects or sale of assets whose value of <b>35% or above</b> of the total assets reported on the Company’s latest financial statement.	a) Resolutions on the following matters shall be approved if they receive at least 65% affirmative votes from participating shareholders: - Investment projects or sale of assets whose value of <b>50% or above</b> of the total assets reported on the Company’s latest financial statement.	To comply with the Company’s Charter
3.	Article 5	5. The BOD may dismiss the CEO by <b>a majority of the BOD members</b> who have the voting right and participate in the meeting, and appoint a new CEO.	5. The BOD can remove the CEO by a majority vote of <b>two-thirds of the BOD members</b> (excluding the vote of the CEO) and appoint a new CEO.	To comply with the Company’s Charter



No: 07/2022/TTr- HĐQT-VHM

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

Hanoi, April 18, 2022

## PROPOSAL OF THE BOARD OF DIRECTORS

**Re: Selecting the independent audit firm for the Company's 2022 Financial Statements**

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

According to Vinhomes Joint Stock Company (the “**Company**”) Charter and the Law on Enterprises, the selection of audit firms is under the authorization of the Annual General Meeting of Shareholders (the “**GMS**”).

Based on the assessment of the quality and reputation of the leading audit companies in Vietnam, the BOD respectfully submits to the GMS to approve the list of independent audit companies and authorize the Chief Executive Officer to select one of the following companies as the audit firm for the Company's 2022 fiscal year.

1. Ernst & Young (E&Y) Vietnam Ltd.;
2. Price Waterhouse Coopers (PwC) Vietnam Ltd.;
3. Deloitte Vietnam Company Ltd.;
4. KPMG Vietnam Ltd.;

Thank you.

To:

- As above;

- The Company archives.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRPERSON**

(signed)

**NGUYEN DIEU LINH**

*Note: Further amendments and supplements to this document may be proposed to the GMS for approval at the AGM.*

VINHOMES JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM



No: 08/2022/TT-HĐQT-VHM

Independence – Freedom – Happiness

Hanoi, April 18, 2022

## PROPOSAL OF THE BOARD OF DIRECTORS

### Re: The Public Offering of Bonds

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

- Pursuant to the Law on Enterprise and guiding documents ("**Law on Enterprise**");
- Pursuant to the Law on Securities and guiding documents ("**Law on Securities**");
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government stipulating certain articles of the Law on Securities ("**Decree 155**") and;
- Pursuant to the Charter of Vinhomes Joint Stock Company ("**Issuer**" or "**Vinhomes**").
- Pursuant to the needs and actual business situation of Vinhomes.

Pursuant to the Decree 155, the offering of bonds to the public (hereinafter referred to as "**Public Offering Bonds**") must be approved by the General Meeting of Shareholders ("**GMS**").

In order to ensure that the listing of Public Offering Bonds by Vinhomes is carried out in compliance with the law, the Board of Directors ("**BOD**") respectfully submits for the GMS approval of the following contents:

1. Approve the registration of securities at the Vietnam Securities Depository Center or the Vietnam Securities Depository and Clearing Corporation (depending on cases of application, and hereinafter collectively referred to as "**VSD**") and the listing of the Public Offering Bonds to be issued by Vinhomes on the Hanoi Stock Exchange ("**HNX**") (if any) in accordance with current laws.
2. Assign/authorize the BOD and allow the BOD to authorize the Chairperson of the BOD or the Chief Executive Officer, based on the actual situation, to be fully responsible for decisions making and directing the implementation of necessary tasks, procedures in order to successfully register and list the Public Offering Bonds on VSD and HNX.

Respectfully submitted to the GMS for consideration and approval.

Thank you.

Recipients:

- *As stated above;*

- *The Company archive.*

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

**(signed)**

**NGUYEN DIEU LINH**

*Note: Further amendments and supplements to this document may be proposed to the GMS for approval at the AGM.*

(Draft)

**2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS RESOLUTION  
OF VINHOMES JOINT STOCK COMPANY  
THE GENERAL MEETING OF SHAREHOLDERS**

**Pursuant to:**

- *The Law on Enterprise dated June 17, 2020 and its guiding documents;*
- *The Law on Securities dated November 26, 2019 and its guiding documents;*
- *The Charter of Vinhomes Joint Stock Company (the “Company”);*
- *The Meeting Minutes of 2021 Annual General Meeting of Shareholders of the Company (the “GMS”) dated ..... 2022;*
- *The vote counting minutes of the GMS dated ..... 2022.*

**RESOLVES TO:**

- 1. Approval of the 2021 report of the Board of Directors**
- 2. Approval of the Board of Directors’ proposal on 2021 business performance and the 2022 business plan**
- 3. Approval of the report of the Supervisory Board**
- 4. Approval of the 2021 audited financial performance**
- 5. Approval of the appropriation plan for 2021 cumulative undistributed earnings according to the Board of Directors’ proposal**
- 6. Approval of the remuneration for members of the Board of Directors and the Supervisory Board according to the Board of Directors and Supervisory Board’s proposal**
- 7. Approval of the addition of registered business lines**
- 8. Approval of the amendments and supplements to the Company’s Charter**
- 9. Approval of the amendments and supplements to the Internal Regulations on the Company’s corporate governance**
- 10. Approval of the selection of independent audit firm according to the Board of Directors’ proposal**
- 11. Approval of the listing of bonds offered to the public**
- 12. Implementation of the Resolution**

This Resolution takes effect from the date of signing.

The members of the BOD, the Supervisory Board and the Management based on the specified functions and authorities, are responsible for organization and implementation all contents of this Resolution.

To:

- *As per article 12;*
- *The Shareholders;*
- *The Company archives.*

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

**NGUYEN DIEU LINH**

*Note: Further amendments and supplements to this document may be proposed to the GMS for approval at the AGM.*