



No: 08/2024/TTr-HĐQT-VHM

Independence – Freedom – Happiness

Hanoi, August 15, 2024

PROPOSAL OF THE BOARD OF DIRECTORS**(Re: Approval of the amendment and supplementation of the Company’s business lines)****Respectfully to: THE GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors (“**BOD**”) respectfully submits to the General Meeting of Shareholders (“**GMS**”) for consideration and approval of the amendment and supplementation of the business lines of Vinhomes Joint Stock Company (“**Company**”) with the following details:

1. Amendment to the Company’s business lines:

No.	Current business lines	Business lines to be amended	Business Code	Reason for amendment
1	<p>Other retail sale of new goods in specialized stores</p> <p><i>Details:</i></p> <p><i>To exercise the right of retail distribution (establishment of retail outlets) of the goods in accordance with the legal provisions (except for goods that were not committed under the WTO Schedule of Commitments) (Foreign- invested economic organizations performing trading activities and other activities directly related to goods trading as stipulated in Decree No. 09/2018/ND-CP dated 15/01/2018)</i></p>	<p>Other retail sale of new goods in specialized stores</p> <p><i>Details:</i></p> <p><i>To exercise the right of retail distribution (establishment of retail outlets) of the goods in accordance with the legal provisions (except for goods that were not committed under the WTO Schedule of Commitments) (Foreign- invested economic organizations performing trading activities and other activities directly related to goods trading as stipulated in Decree No. 09/2018/ND-CP dated 15/01/2018)</i></p> <p><i>Retail sale of fire prevention and firefighting vehicles, equipment and supplies</i></p>	4773	To support the business operations of the Company
2	<p>Installation of other construction systems</p>	<p>Installation of other construction systems</p> <p><i>Details:</i></p> <p><i>Installation of equipment systems in residential units and other construction works</i></p>	4329	

		<i>Construction and installation of fire prevention and firefighting systems (Clause 7, Article 41 of Decree 136/2020/ND-CP)</i>	
3	Architectural and engineering activities and related technical consultancy	Architectural and engineering activities and related technical consultancy <i>Details: Design consultancy, appraisal consultancy, fire prevention and firefighting supervision consultancy (Clause 4, Article 41 of Decree 136/2020/ND-CP)</i>	7110
4	Other professional, scientific, and technological activities not elsewhere classified <i>Details:</i> - <i>Technology transfer consultancy</i> - <i>Other consultancy activities except architectural, technical and management consultancy</i>	Other professional, scientific, and technological activities not elsewhere classified <i>Details:</i> - <i>Technology transfer consultancy</i> - <i>Fire prevention and firefighting technology transfer consultancy (Clause 6, Article 41 of Decree 136/2020/ND-CP);</i> - <i>Fire prevention and firefighting training and guidance (Clause 6, Article 41 of Decree 136/2020/ND-CP)</i> - <i>Other consultancy activities except architectural, technical and management consultancy</i>	7490

2. Supplementation to the Company's business lines:

No.	Proposed supplemented business lines	Business Code	Reason for adjustment
1.	Wholesale of other specialized goods not elsewhere classified <i>Details: Wholesale of fire prevention and firefighting vehicles, equipment and supplies</i>	4669	To support the business operations of the Company
2.	Wholesale of other machinery, equipment and other spare parts <i>Details: Trading of fire prevention and firefighting vehicles, equipment and supplies (according to Point c, Clause 14, Article 1 of Decree 50/2024/ND-CP)</i>	4659	

Timing of adjustment to Company's business lines: Authorize the Chairman of the BOD to issue a Resolution at an appropriate time, but no later than 12 months from the date of approval by the GMS.

Authorize the Chairman of the BOD – the Legal Representative of the Company to execute the relevant procedures regarding the application to adjust the Company's business lines and to decide the adjustments and amendments to the details of the business lines as required by the competent authorities, in accordance with the business lines approved by the GMS.

3. Approval of the amendment and supplementation of the Company Charter

The GMS approves the amendment and supplementation of Article 4 of the Company Charter to align with the adjustment to the aforementioned business lines and authorizes the Chief Executive Officer - the Legal Representative to finalize, sign and issue the new Charter incorporating the aforementioned amendment and supplementation, in accordance with the law.

The new Charter, once issued, shall be published on the Company's website at the following link: <https://vinhomes.vn/en/ir>, under the Investor Relations section.

Respectfully submitting to the GMS for consideration and approval.

Sincerely, thank you.

Recipients:

- As above;
- *Vinhomes' archive*

**ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN
(signed)**

PHAM THIEU HOA



No: 09/2024/TTr-HĐQT-VHM

Independence – Freedom – Happiness

Hanoi, August 15, 2024

PROPOSAL OF THE BOARD OF DIRECTORS

(Re: Approval of the plan to repurchase the Company's sold common shares to reduce charter capital and related matters)

Respectfully to: THE GENERAL MEETING OF SHAREHOLDERS

The Board of Directors ("**BOD**") respectfully submits to the General Meeting of Shareholders ("**GMS**") for consideration and approval of the repurchase of the Company's sold common shares of Vinhomes Joint Stock Company ("**Company**") with the following details:

1. Name of the shares to be repurchased: Shares of Vinhomes Joint Stock Company, ticker VHM, currently listed on the Hochiminh Stock Exchange (HOSE).
2. Type of share: common shares
3. Par value of share: 10,000 VND per share
4. Total number of shares to be repurchased: Up to approximately 370,000,000 shares, representing 8.5% of the Company's total outstanding shares ("**Shares**");
5. Purpose of the share repurchase: The market price of VHM shares is currently below the intrinsic value of the Company; therefore, the share repurchase is intended to safeguard the interests of the Company and shareholders.
6. Source of funds for the share repurchase: From undistributed profit after tax as per the latest audited or reviewed financial statements.
7. Expected timing for the share repurchase: After obtaining approval of the Company's repurchase application from the State Securities Commission ("**SSC**") and following the Company's information disclosure on the repurchase as prescribed in prevailing regulations.
8. Transaction method: Order matching and/or put-through via securities companies, in accordance with provisions of prevailing laws.
9. Principles for determining the price of the share repurchase: In accordance with Circular 120/2020/TT-BTC dated December 31, 2020, by the Ministry of Finance, which regulates the trading of listed shares, transaction registration, fund certificates, corporate bonds, secured warrants listed on securities trading systems ("**Circular 120**") and other relevant regulations as per the Securities Trading Regulation of the Vietnam Exchange.
10. Purchase volume: As stipulated in Circular 120 and other relevant regulations according to the Securities Trading Regulation of the Vietnam Exchange.
11. Reduction of the Company's charter capital after the share repurchase:
 - Current charter capital: 43,543,674,880,000 VND
 - Total number of outstanding shares at par value: 4,354,367,488 shares
 - Expected reduction in charter capital: 3,700,000,000,000 VND

- Expected charter capital after the reduction: 39,843,674,880,000 VND
- Total number of outstanding shares after the expected reduction in charter capital: 3,984,367,488 shares

The Company shall implement the reduction of the charter capital corresponding to the total value of the shares repurchased at par value within 10 days from the completion of the share repurchase payment.

12. Amendment and supplementation to the Company Charter:

Submit to the GSM for approval of the amendment and supplementation of the Company Charter regarding the charter capital, shares... after the Company completes the share repurchase to reflect the reduction of the Company's charter capital and assign the Chief Executive Officer ("CEO") to be responsible for finalizing, signing and issuing a new Company Charter, incorporating amendments and supplements in accordance with regulations.

13. Authorization and implementation:

Submit to the GSM to authorize the Chairman of the BOD, in accordance with his or her functions, duties, powers and the actual circumstances, to perform the following tasks:

- (i) Determine the implementation of the share repurchase plan to execute the related procedures; the timing of the share repurchase to reduce charter capital as approved by the GMS; the repurchase price and price range considering the current market situation and the share price at the time of repurchase;
- (ii) Select and appoint a securities company as an agent to execute the share repurchase transaction;
- (iii) Prepare the relevant documents and materials, and carry out the necessary procedures to report the share repurchase to the SSC and provide explanation to the SSC (if any);
- (iv) Supplement and amend the share repurchase plan upon request of the SSC or for the purpose of complying with relevant legal provisions (if any);
- (v) Balance and decide the capital source of funds to be used for the share repurchase;
- (vi) Determine the reduction of charter capital based on the results of the share repurchase and direct the implementation of the procedures for reducing charter capital at the Business Registration Authority;
- (vii) Determine the amendment of articles and clauses in the Company Charter regarding charter capital, shares, etc. after the completion of the share repurchase to reflect the reduction in charter capital in accordance with the results of the share repurchase;
- (viii) Determine, instruct, and execute the necessary procedures to adjust the Securities Registration Certificate at the Vietnam Securities Depository and Clearing Corporation (VSDC) and register the changes in securities listing due to the share repurchase at the Hochiminh Stock Exchange;
- (ix) Execute other associated tasks to complete the share repurchase in compliance with regulations;
- (x) The Chairman of the BOD may authorize/reassign to the CEO or other legally authorized person to perform all tasks assigned/authorized as approved by the GMS.

Respectfully submitting to the GMS for consideration and approval.

Sincerely, thank you.

Recipients:

- *As above;*

- *Vinhomes' archive.*

**ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**

(signed)

PHAM THIEU HOA

Hanoi, August 15, 2024

**BALLOT FOR SOLICITATION OF SHAREHOLDERS' WRITTEN OPINION****Respectfully to:****Shareholder:**

Address:

Telephone:

Sequence number:

Number of shares owned:

Number of eligible votes:

I. Company name:**VINHOMES JOINT STOCK COMPANY**

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

Enterprise Registration Certificate No.: 0102671977 issued by Hanoi Department of Planning and Investment for the first time on 06 March 2008.

II. Purpose of soliciting of shareholders' written opinions:

The Board of Directors (“**BOD**”) of Vinhomes Joint Stock Company (“**Vinhomes**”) seeks to obtain shareholders' opinions in the form of a written ballot to approve matters within their authority.

Explanatory documents and the draft Resolution of the General Meeting of Shareholders (“**GMS**”) regarding the solicitation of the shareholders' opinions are disclosed on Vinhomes' website at <https://vinhomes.vn/en/ir>, under the Information Disclosure section.

III. The matters to be approved:**1. Approval of the amendment and supplementation of the Company's business lines in accordance with the Proposal of the BOD and the draft Resolution of the GMS attached to the ballot**

Approve Disapprove Abstain

2. Approval of the repurchase of the Company's sold common shares in accordance with the Proposal of the BOD and the draft Resolution of the GMS attached to the ballot

Approve Disapprove Abstain

3. Approval of the implementation plan in accordance with the Proposal of the BOD and the draft Resolution of the GMS attached to the ballot

Approve Disapprove Abstain

Notes for voting method:

- Please place a cross (x) or a tick (✓) in one of the three boxes: Approve, Disapprove or Abstain;
- Voting becomes invalid in one of the following cases: (i) if two or more voting boxes for a single matter are ticked/crossed, the vote on such matter will be invalid; (ii) the ballot is returned without a signature (in the case of an individual shareholder) or without the signature of a legal representative and seal (in the case of an institutional shareholder); (iii) the envelope containing the ballot has been opened before the ballot counting starts; (iv) the ballot is returned to Vinhomes after the deadline set out below; (v) the ballot has been hand-corrected, erased or marked;
- If all three voting boxes (Approve, Disapprove or Abstain) for a single matter are left blank, but the ballot has been signed with a full name and seal (in the case of an institutional shareholder), the voting result will be considered as “Abstain”.

- *If a shareholder authorizes another person to exercise their voting rights, the filled-in ballot must be accompanied by an original or a duly certified true copy of the relevant power of attorney (the “POA”). A ballot which is not accompanied by the POA will be considered invalid.*

IV. Deadline for returning the written ballot:

Shareholder must return the completed ballot in a sealed envelope, by fax, via email or by another method to Vinhomes **by 12:00 PM, 03 September 2024**, to the following address:

- *Legal Department - Vinhomes Joint Stock Company*
- *Address: Technopark Tower, Vinhomes Ocean Park Urban Area, Da Ton Commune, Gia Lam District, Hanoi, Vietnam*
- *Tell: 024 – 39749999 (Ext: 9721) Fax: 024-39748888*
- *Email: v.gianglt13@vinhomes.vn*

Please submit this written ballot in accordance with instruction above. Shareholder failing to return the ballot to Vinhomes on time will be considered not participating in voting.

Sincerely, thank you!

CHAIRPERSON OF THE BOD

(Signed)

PHAM THIEU HOA

Shareholder’s confirmation

(Sign and state your full name if you are an individual shareholder; Signed by the legal representative, state your full name and stamp company’s seal if you are an institutional shareholder)



No: 2024/NQ-DHDCD-VH

Hanoi, September 2024

(Draft)

**RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
VINHOMES JOINT STOCK COMPANY
(Re: Approval of the amendment and supplementation of the Company's registered
business lines)**

GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- Law on Enterprises and its guiding documents;
- Charter of Vinhomes Joint Stock Company (the "Company");
- Minutes of vote counting prepared by the Voting Counting Committee dated/...../2024.

RESOLVED TO:

Article 1: Approve the amendment and supplementation of the Company's registered business lines

The General Meeting of Shareholders approved the amendments and supplements to the Company's registered business lines, specifically as follows:

1. Amendment to the Company's registered business lines

No.	Proposed amended business lines	Business Code
1	Other retail sale of new goods in specialized stores <i>Details:</i> <i>To exercise the right of retail distribution (establishment of retail outlets) of the goods in accordance with the legal provisions (except for goods that were not committed under the WTO Schedule of Commitments) (Foreign-invested economic organizations performing trading activities and other activities directly related to goods trading as stipulated in Decree No. 09/2018/ND-CP dated 15/01/2018)</i> <i>Retail sale of fire prevention and firefighting vehicles, equipment and supplies.</i>	4773
2	Installation of other construction systems <i>Details:</i> <i>Installation of equipment systems in residential units and other construction works</i> <i>Construction and installation of fire prevention and firefighting systems (Clause 7, Article 41 of Decree 136/2020/ND-CP)</i>	4329
3	Architectural and engineering activities and related technical consultancy <i>Details: Design consultancy, appraisal consultancy, fire prevention and firefighting supervision consultancy (Clause 4, Article 41 of Decree 136/2020/ND-CP)</i>	7110

4	<p>Other professional, scientific, and technological activities not elsewhere classified</p> <p><i>Details:</i></p> <ul style="list-style-type: none"> - <i>Technology transfer consultancy</i> - <i>Fire prevention and firefighting technology transfer consultancy (Clause 6, Article 41 of Decree 136/2020/ND-CP);</i> - <i>Fire prevention and firefighting training and guidance (Clause 6, Article 41 of Decree 136/2020/ND-CP)</i> - <i>Other consultancy activities except architectural, technical and management consultancy</i> 	7490
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2. Supplementation of the Company's business lines

No.	Proposed supplemented business lines	Business Code
1.	<p>Wholesale of other specialized goods not elsewhere classified</p> <p><i>Details: Wholesale of fire prevention and firefighting vehicles, equipment and supplies</i></p>	4669
2.	<p>Wholesale of other machinery, equipment and other spare parts</p> <p><i>Details:</i></p> <ul style="list-style-type: none"> - <i>Trading of fire prevention and firefighting vehicles, equipment and supplies (according to Point c, Clause 14, Article 1 of Decree 50/2024/ND-CP)</i> 	4659

Article 2: Implementation

Authorize the Chairman of the BOD to issue a Resolution at an appropriate time, but no later than 12 months from the date of approval by the GMS.

Authorize the Chairman of the BOD – the Legal Representative of the Company to execute the relevant procedures regarding the application to adjust the Company’s business lines and to decide the adjustments and amendments to the details of the business lines as required by the competent authorities, in accordance with the business lines approved by the GMS.

The GMS approves the amendment and supplementation of Article 4 of the Company Charter to align with the adjustment to the aforementioned business lines and authorizes the Chief Executive Officer - the Legal Representative to finalize, sign and issue the new Charter incorporating the aforementioned amendment and supplementation, in accordance with the law.

Article 3: Effectiveness

This Resolution takes effect from the date of signing.

The members of Board of Directors, Management and Head of related departments of Vinhomes are responsible for the implementation of this Resolution.

Recipients:

- *As per Article 3;*
- *Vinhomes's archives.*

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

PHAM THIEU HOA



No: /2024/NQ-DHDCD-VH

Hanoi, September 2024

(Draft)

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

(Re: Approval of the plan to repurchase of the Company's sold common shares to reduce charter capital and related matters)

GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- Law on Enterprises and its guiding documents;
- Charter of Vinhomes Joint Stock Company (the "**Company**");
- Minutes of vote counting prepared by the Voting Counting Committee dated/...../2024.

RESOLVE TO:

Article 1: Approve the plan for the repurchase of the Company's sold common shares to reduce charter capital and related matters with the following information:

1. Name of the shares to be repurchased: Shares of Vinhomes Joint Stock Company, ticker VHM, currently listed on the Hochiminh Stock Exchange (HOSE).
2. Type of share: common shares
3. Par value of share: 10,000 VND per share
4. Total number of shares to be repurchased: Up to approximately 370,000,000 shares, representing 8.5% of the Company's total outstanding shares ("**Shares**");
5. Purpose of the share repurchase: The market price of VHM shares is currently below the intrinsic value of the Company; therefore, the share repurchase is intended to safeguard the interests of the Company and shareholders.
6. Source of funds for the share repurchase: From undistributed profit after tax as per the latest audited or reviewed financial statements.
7. Expected timing for the share repurchase: After obtaining approval of the Company's repurchase application from the State Securities Commission ("**SSC**") and following the Company's information disclosure on the repurchase as prescribed in prevailing regulations.
8. Transaction method: Order matching and/or put-through via securities companies, in accordance with provisions of prevailing laws.
9. Principles for determining the price of the share repurchase: In accordance with Circular 120/2020/TT-BTC dated December 31, 2020, by the Ministry of Finance, which regulates the trading of listed shares, transaction registration, fund certificates, corporate bonds, secured warrants listed on securities trading systems ("**Circular 120**") and other relevant regulations as per the Securities Trading Regulation of the Vietnam Exchange.
10. Purchase volume: As stipulated in Circular 120 and other relevant regulations according to the Securities Trading Regulation of the Vietnam Exchange.
11. Reduction of the Company's charter capital after the share repurchase:
 - Current charter capital: 43,543,674,880,000 VND
 - Total number of outstanding shares at par value: 4,354,367,488 shares
 - Expected reduction in charter capital: 3,700,000,000,000 VND

- Expected charter capital after the reduction: 39,843,674,880,000 VND
- Total number of outstanding shares after the expected reduction in charter capital: 3,984,367,488 shares

The Company shall implement the reduction of the charter capital corresponding to the total value of the shares repurchased at par value within 10 days from the completion of the share repurchase payment.

12. Amendment and supplementation to the Company Charter:

Submit to the GSM for approval of the amendment and supplementation of the Company Charter regarding charter capital, shares... following the Company's completion of the share repurchase to reflect the reduction in the Company's charter capital and assign the Chief Executive Officer the responsibility for finalizing, signing and issuing a new Company Charter, incorporating the amendments and supplements in accordance with regulations.

Article 2: Implementation

Authorize the Chairman of the BOD, in accordance with his or her functions, duties, powers and the actual circumstances, to perform the following tasks:

- (i) Determine the implementation of the share repurchase plan to execute the related procedure; the timing of the share repurchase to reduce charter capital as approved by the GMS; the repurchase price and price range considering the current market situation and the share price at the time of repurchase;
- (ii) Select and appoint securities companies as agents to execute the share repurchase transaction;
- (iii) Prepare the relevant documents and materials, and carry out the necessary procedures to report the share repurchase to the SSC and provide explanations to the SSC (if any);
- (iv) Supplement and amend the share repurchase plan upon request of the SSC or for the purpose of complying with relevant legal provisions (if any);
- (v) Balance and decide the capital source of funds to be used for the share repurchase;
- (vi) Determine the reduction of charter capital based on the results of the share repurchase and direct the implementation of the procedures for reducing charter capital with the Business Registration Authority;
- (vii) Determine the amendments to the articles and clauses in the Company Charter regarding charter capital, shares, etc., following the completion of the share repurchase to reflect the reduction in charter capital in accordance with the results of the share repurchase;
- (viii) Determine, instruct, and execute the necessary procedures to adjust the Securities Registration Certificate at the Vietnam Securities Depository and Clearing Corporation (VSDC), and register the changes in securities listing resulting from the share repurchase at the Hochiminh Stock Exchange;
- (ix) Execute other associated tasks to complete the share repurchase in compliance with regulations;
- (x) The Chairman of the BOD may authorize/reassign to the CEO or other legally authorized person to perform all tasks assigned/authorized as approved by the GMS.

Article 3: Effectiveness

This Resolution takes effect from the date of signing.

The members of Board of Directors, Supervisory Board, Management and Head of related departments of Vinhomes are responsible for the implementation of this Resolution.

Recipients:

- *As per Article 3;*
- *Vinhomes's archives.*

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

PHAM THIEU HOA