



364 Cong Hoa Street, Ward 13, Tan Binh District, Ho Chi Minh City
Tel: (84-28) 38100017 – Fax: (84-28) 38100337
Website: www.reecorp.com

Ho Chi Minh City, 8 March 2023

INVITATION

Annual General Meeting For Fiscal Year 2022

Dear REE Corporation Shareholders,

The Board of Directors of REE Corporation would like to invite shareholders to attend the Annual General Meeting (AGM) for fiscal year 2022:

- 1- Time: 8:00 AM, Friday, 31 March 2023 (*Reception from 07:30 AM*)
- 2- Venue: Meeting Hall of e.town Building
(364 Cong Hoa Street, Ward 13, Tan Binh District, Ho Chi Minh City, Vietnam)
- 3- Participants: REE's shareholders whom have been registered and finalized as per the shareholders' list on 1 March 2023.
- 4- Admission:
 - Shareholders are kindly requested to bring the Invitation and I.D card (*for Vietnamese citizens*) or Passport (*for Foreign nationals*) or Introduction letter (*for Institutional Shareholders*).
 - In case of delegation to attend the AGM, Shareholders are kindly requested to complete the Power of Attorney form as per attachment or available on our website at www.reecorp.com.
- 5- Agenda:
 - Report on the Company's strategy and the implementation of the AGM's resolution dated 31 March 2022;
 - Report on business operations and results in 2022. Business objectives and outlook for 2023;
 - Profit distribution plan of FY 2022;
 - Approving the amendment and supplementing of the Company's Charter;
 - Election for members of the Board of Directors for the term 2023 – 2027; and
 - Other AGM matters.
- 6- Materials: All relevant materials of the AGM will be posted on our website at www.reecorp.com before 9 March 2023.
- 7- Nominations for Board Directors: All nomination forms for election of Board of Directors for the term 2023 – 2027 must be received by REE before 5:00 PM, 11 March 2023.
- 8- Others:
 - For proper preparations, Shareholders are kindly suggested to confirm attendance by telephone, email; return mail or facsimile the power of attorney letter to REE's office before 5:00 PM, 30 March 2023. Or Shareholders may visit our website to confirm attendance or delegate the Board of Directors of REE to vote in the AGM:
 - Telephone: +84-28-3810 0017 Ext. 237 (*Ms Lai Le Huong– Finance Department*)
 - Fax: +84-28-3810 0337 - Email: huong.ll@reecorp.com - Website: www.reecorp.com
 - Parking for AGM's attendees:
 - Motorbikes: Entrance at Gateway No. 5 (*Ap Bac Street*), parking in the basement of e.town 4 Building.
 - Motorcars: Entrance at Gateway No. 3 (*Cong Hoa Street*) and Gateway No. 6 (*Ap Bac Street*), parking following instructions of security staff.
 - Wi-Fi is available in the Meeting Hall.
 - This announcement replaces the Invitation Letter in case Shareholders have not received REE's invitation.

Yours faithfully,

**On behalf of
the Board of Directors
(signed)
Nguyen Thi Mai Thanh
Chairwoman**

SOCIALIST REPUBLIC OF VIETNAM

Independence- Freedom- Happiness

....., March 2023

POWER OF ATTORNEY

**RE: ATTENDANCE AND EXERCISE OF SHAREHOLDER’S RIGHTS
AT THE ANNUAL GENERAL MEETING FOR FISCAL YEAR 2022**

To: REE Corporation

I- The Authorizing Party:

- Name of Shareholder:
- ID/Passport/Business Registration No.:
- Date of issue: Place of issue:
- Address:
- Telephone:

II- The Authorized Party: (please mark “X” to select)

- Board of Directors of REE Corporation**
- Other: (please fill out the information below)**

- Name of Individual/Organization:
- ID/Passport/Business Registration No.:
- Date of issue: Place of issue:
- Address:
- Telephone:

The Authorizing Party and the Authorized Party mutually agree on the followings:

Article 1: Scope of the Power of Attorney

The Authorized Party shall be entitled to represent the shares which are currently held by the Authorizing Party (based on REE’s shareholders’ list finalized on 1 March 2023) to attend and exercise the shareholder’ rights at the Annual General Meeting for fiscal year 2022 of REE Corporation to be held on 31 March 2023.

Article 2: Responsibilities

The Authorizing Party shall be fully responsible for this authorization and raises no objection regarding the volume of shares currently held based on REE’s shareholders’ list finalized on 1 March 2023. The Authorized Party undertakes to strictly comply with the scope of the Power of Attorney stated in Article 1. Further authorization from the Authorized Party is not allowed.

Article 3: Duration

This Power of Attorney shall take effect from the signing date and valid until the end of 31 March 2023.

The Authorizing Party
(Signature, full name and seal)

The Authorized Party
(Signature, full name and seal)



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022
31 March 2023

ANNUAL GENERAL MEETING AGENDA

I	Opening: 8:00	
1.	The opening statement – Introduction to the attending delegates.	Ms. Lai Le Huong
2.	Report on the shareholders’ ratio attending the Annual General Meeting (“AGM”).	
3.	Approving the Presiding AGM Panel Secretary of the AGM, and Board Election Committee.	
4.	Approving the AGM’s agenda.	
5.	Approving the regulations for the proceeding of the AGM.	
II	The AGM Agenda:	
1.	- Report on the implementation of the AGM’s resolution dated 31 March 2022, and the Company’s development strategy. - Term 2018 – 2022 Report by the Board of Directors.	Madam. Nguyen Thi Mai Thanh
2.	Report of business results in 2022 and the Business Plan for 2023.	Mr. Huynh Thanh Hai
3.	Report on activities of the Audit Committee of the Board of Directors.	Mr. Do Le Hung
4.	Proposal on the appointment of the Independent Auditor for the year 2023.	
5.	Proposal on Profit distribution for fiscal year 2022 and the dividend plan for 2023.	Mr. Nguyen Ngoc Thai Binh
6.	Report on distribution of treasury shares.	
7.	Proposal on remuneration of the Board of Directors and its Subcommittees in 2023.	
8.	Proposal on amending and supplementing the Company’s charter.	Mr. Quach Vinh Binh
9.	List of the candidates for Directors of the Board for the term 2023 - 2027.	
10.	Election of the Board of Directors: – Approving the election rules. – The Election proceeding.	
III	Discussion and Voting	
1.	AGM Discussion by Shareholders and voting by Shareholders on the proposals and matters above.	The presiding AGM panel
2.	Election results of Board Members for the term 2023 – 2027.	Mr. Quach Vinh Binh
3.	Reporting on the approved AGM’s matters in the AGM’s minutes of meeting.	The presiding AGM panel
IV	Closing	

Note: Shareholders, please find the details of the General Meeting documents posted on the company website www.reecorp.com on 8 March 2023.



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022
31 March 2023

RULES OF AGM WORKING

1 General regulations

- 1.1 The Rules of AGM working for use to hold the Annual Meeting of Shareholders of REE Corporation.
- 1.2 This Rules specifies the rights and obligations of the parties in the meeting as well as the conditions and procedures for conducting the meeting.
- 1.3 Shareholders and related parties shall be responsible for the compliance with the provisions of this regulation.

2 Rights and Obligations of the Presiding Committee

- 2.1 The Presiding Committee consists of the Chairwoman, the members of the Board of Directors (if any) and General Director. The Chairwoman is also Chairperson of the meeting.
- 2.2 Duties of the Presiding Committee and the Chairwoman:
 - Chairing the Annual General Meeting of Shareholders for fiscal year 2022
 - Guide the shareholders to discuss.
 - Guide the shareholders to vote on the issues in the meeting agenda.
 - Answer the issues that are requested by the Shareholders.
 - Carrying out the meeting in accordance with the procedures and reflects the wishes of the majority of shareholders. Voting issues according to principle of majority.

3 Rights and Obligations of the Secretary

- 3.1 The Secretary shall be introduced by the Organizing Committee of the Annual General Meeting of Shareholders and be responsible to the Chairwoman and the Annual General Meeting of Shareholders.
- 3.2 Rights and obligations of the Secretary
 - To record the full contents of the meeting.
 - To assist the Chairman to publish the draft documents, decisions of the Annual General Meeting of Shareholders and the notice of the Chairwoman to shareholders upon request.
 - Receiving the speeches of shareholders.

4 Rights and Obligations of the Vote Counting Committee

- 4.1 The Vote Counting Committee is nominated by the Organizing Committee and approved by the General Meeting of Shareholders.
- 4.2 Rights and Obligations of the Vote Counting Committee:
 - To inspect and supervise the voting by shareholders and representatives of shareholders.
 - Vote counting.
 - Make the minute of vote counting and announce it to the Annual General Meeting of Shareholders.
 - Deliver the vote counting minutes to the Secretary.

5 Rights and Obligations of the Committee to examine qualification of shareholders

- 5.1 The Committee to examine qualification of shareholders (referred to as the Committee) that is nominated by the Board of Directors.

- 5.2 The Committee will examine the qualification of shareholders who attend the meeting, the conditions for conducting the meeting and relevant document distribution and report the results to examine qualification of shareholders to Annual General Meeting of Shareholders.

6 Rights and Obligations of Shareholders who attend the Annual General Meeting of Shareholders

6.1 Attendance conditions:

Shareholders or proxies who own the voting shares of the company on 1 March 2023 (the last record date) are entitled to attend the Annual General Meeting of Shareholders for fiscal year 2022.

6.2 Rights and obligations of eligible shareholders:

- Each shareholder, the representative of the shareholder who attends the meeting must bring a copy of his/her personal paper (ID card or passport ...), Invitation Letter or Letter of attorney to the Committee.
- Each shareholder who attends the meeting will receive the documents including: reading materials, vote for the members of the Board of Directors, voting card, questionnaires and pen. On the votes, there will be a code number of shareholders, the number of owned shares. The shareholder has the responsibility to immediately notify the Committee about the errors related to the information of the shareholder.
- During the meeting, the shareholders who need to be outside the hall should keep quiet to avoid disturbing other shareholders as well as disrupting the meeting process.
- The proxy is not authorized again for another person to attend the meeting.
- During the meeting, the shareholder must comply with the guidance of the Chairwoman and behave politely and avoid causing disorder.
- The shareholder must keep confidential, disciplined and complied with the regime of usage and preservation of documents.
- The shareholder, proxy who attends the meeting must strictly abide by the Working Regulation of the Annual General Meeting of Shareholders. The shareholder who violates this regulation, depending on the specific level, the Chairman will consider and take appropriate measures in accordance with Point b, Clause 7, Article 146 of the Enterprise Law.
- The shareholder who comes late has the right to register immediately and then has the right to participate and vote at the meeting. However, the Chairman shall not have the responsibility to stop the meeting for his/her registration and the validity of the proceeding voting will not be affected.

7 Conduction of the meeting

The Annual General Meeting of Shareholders shall be held when the number of shareholders who attend the meeting reaches a minimum 50% of the total number of voting shares on 1 March 2023 (the last record date).

8 Discussion

The shareholder asks questions or has opinions, he/she may write the content of questions on the questionnaire to the Presiding Committee or put his/her hand to ask questions. When invited by the Chairwoman, the shareholder is allowed to state his/her opinions. Each shareholder should speak no more than 3 (three) minutes. And, the content should be concise, brief and not be duplicated.

9 Voting rules

9.1 The shareholder proxy votes issues at the meeting by the voting card.

- 9.2 The shareholder, proxy who is entitled to attend the meeting shall have the right to vote on issues under the authority of the Annual General Meeting of Shareholders. The voting right corresponds to the number of owned shares and/or the number of authorized shares.
- 9.3 The issues in the meeting shall be approved if it is approved by shareholders who hold at least 50% or 65% of the total voting rights of the shareholders participating as stipulated in Clause 1 and Clause 2, Article 20 of the Company's Charter.

10 Elections to supplement Board Member

According to the detailed provisions in the Rules of Electing that are attached to the meeting documents.

11 Terms enforcement

- 11.1 The Rules of AGM working for fiscal year 2022 of Refrigeration Electrical Engineering Corporation with 11 (eleven) sections.
- 11.2 All shareholders and proxy who attend the Annual General Meeting of Shareholders for fiscal year 2022 shall be responsible for the implementation of this Rules.

**On behalf of the Organizing Committee
Chairwoman**
(signed and sealed)

Nguyen Thi Mai Thanh



**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022
31 March 2023**

**REPORT ON ACTIVITIES
OF THE AUDIT COMMITTEE**

The Audit Committee would like to report to the Annual General Meeting (“AGM”) the results of operations and supervision in 2022 as follows:

I. The Audit Committee’s organizational structure and activities in 2022:

1. The Audit Committee’s organizational structure and member:

The Audit Committee under the Board of Directors (“BOD”) of REE Corporation includes 2 members, of which:

No.	Full name	Title	Position	Start /End date
1	Mr. Do Le Hung	Independent member of BOD	Chairman of the Audit Committee	Starting from 31 March 2021
3	Mr. Stephan Patrick Gore	Non-executive members of BOD	Member	Starting from 1 April 2019

2. The basis for activities of the Audit Committee:

The Audit Committee operates in accordance with the operating regulations of the Audit Committee issued by the BOD pursuant to the Company's Charter and current regulations (Law on Enterprise 2020, Law on Securities 2019, Decree 155 Guiding the Law on Securities, Circular 116 Guiding the Law on Enterprise 2020 and Decree 155).

3. The Audit Committee’s meetings of and members' participation:

No.	Member	Meeting attendance	Ratio	Reasons for not attending the meetings
1	Mr. Do Le Hung	4/4	100%	
3	Mr. Stephan Patrick Gore	4/4	100%	

4. Remuneration and operating expenses of the Audit Committee:

- Remuneration's details of the Audit Committee members are shown in the report on the activities of the BOD.
- Operating expenses of the Audit Committee in 2022: complying with internal regulations of REE Corporation.

5. Supervisory activities on corporate governance matters conducted by Audit Committee:

- Audit Committee supervises corporate governance matters via the meetings, deliberations and practices relating to the issuance of the BOD’ resolutions; supervises the compliance with the issued resolutions and supervises the delegation of powers and duties between the BOD and General Director.
- Supervisory activities of the Audit Committee are conducted via the reporting and correspondence with the Board of Management, Chief Financial Officer, Chief Accountant, Head of Internal Audit, Head of Internal Control and Risk Management,

- Head of Legal and Independent Auditors.
- Audit Committee ensures their bilateral productive coordination with the Members of BOD, the Board of Management and relevant personnels.
 - The Audit Committee periodically reports their activities to the BOD.

II. The results of supervisory activities of Audit Committee:

1. The implementation of the Board of Directors' resolutions:

- All critical issues were openly discussed amongst the Members of BOD. The issues were thoroughly discussed and evaluated and went through a consensus decision-making process before any Resolutions were issued.
- The Board of Management constantly adheres to and implements the issued Resolutions of the BOD.

2. The implementation of the Audit Committee's recommendations:

The supervisory reports of the Audit Committee were reviewed by the BOD. Approved recommendations were transferred to the Board of Management and relevant departments for the implementation.

3. Financial reporting and accounting system:

- Audit Committee approved 2022 Audited Financial Statements of the Group. 2022 Audited Financial Statements were prepared and presented in accordance with Vietnam Accounting Standards (VAS). We recognized no material errors which could be able to impair the reliability of financial statements.
- Supervisory processes discovered no unusual fluctuations in any material asset items and business results. Accounting policies and principles underlying accounting provisions were consistently applied and had no significant changes.
- Transactions with related parties were strictly controlled and complied with prevailing regulations, the Company's Charter and the Company's regulations relating to controlling the transactions with related parties. There were no material matters discovered.

4. Internal control and risk management system:

- The Audit Committee assessed that Internal Control and Risk Management's activities were conducted at basic level but sharply improved relative to last year.
- Operational procedures were issued to the member companies of the Group, material risks were identified, followed up and closely managed; therefore, material risks were promptly discovered, appropriately evaluated and properly resolved.
- The Company planned and piloted risk management measures and processes in several member companies, which once successful will be deployed to the whole Group.
- In the past year, due to unforeseeable fluctuations in the global and local economic and financial markets and high market, financial and credit risks, business activities were adversely impacted. The BOD and the Board of Management are largely aware of such challenges, therefore they closely oversee and promptly manage to mitigate risks that could be able to negatively affect the achievement of business goals.

5. Internal Audit:

- Internal Audit plays an important role in corporate governance and has been organized following the prevailing regulations and widely accepted practices.
- The Audit Committee constantly oversees to ensure a qualified and effective activity performance of Internal Audit.
- In 2022, the Internal Audit team accomplished their assignments in an approved annual work plan.

- In order to better satisfy the expectations of the BOD, the Audit Committee proposed to further build up the Internal Audit team suiting the actual needs of the Company.

6. Legal compliance matters:

- The Legal team of the Group address legal concerns for each member company, frequently follow-up and update the relevant laws and regulations relating to corporate governance and industry regulations, as well as evaluate the legal risks of relevant policies and the specific matters to make appropriate recommendations ensuring the Group’s legal compliance.
- The Audit Committee conducted quarterly legal risk evaluation based on the reports of the Board of Management to ensure appropriate control of identified legal risks.

7. Evaluation on the quality and results of Independent Auditors:

Audit Committee assessed that Ernst & Young Vietnam fulfilled their responsibility and duties pursuant to the audit contract signed with REE Corporation, met the expectations of Audit Committee on the criteria relating to: reliability, honesty and the quality of financial statements; compliance with required audit deadline; compliance with codes of professional ethics, guarantee of the independence and neutrality when making the auditor’s opinion.

**ON BEHALF OF THE AUDIT COMMITTEE
CHAIRMAN OF THE AUDIT COMMITTEE**
(signed)

Do Le Hung



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022
31 March 2023

PROPOSAL
Appointment of the Independent Auditor for FY 2023

Dear Shareholders,

- Pursuant to the Law on Enterprises No. 59/2020/QH14 issued by the National Assembly dated 17 June 2020 and documents guiding the implementation of the Law on Enterprises;
- Pursuant to REE Corporation's Charter issued on 31 March 2022;
- Pursuant to the list of auditing companies approved by the State Securities Commission;
- To enhance business performance, financial transparency, risk management, and bring value to stakeholders.

The Board of Directors of REE Corporation respectfully submits to the Annual General Meeting of Shareholders 2022 (“AGM”) to approve the principles and proposal on appointing the independent auditor to audit the Company's FY 2023 financial statements, as follows:

1- Principles for appointing the independent auditor:

- Reputable international auditing companies are allowed to operate in Vietnam and are approved by the State Securities Commission to audit public listed organizations and enterprises.
- The auditing company has a team of highly qualified auditors, with priority given to the auditing company with extensive experience in auditing businesses operating in the fields of refrigeration and electrical & mechanical engineering, real estate, and energy.
- There is no conflict of interest.
- Fees are reasonable in accordance with the scopes of audit required by REE Corporation.

2- The proposal on appointing the independent auditor for the FY 2023's financial statements:

The Board of Directors of REE Corporation respectfully submits to the Annual General Meeting to authorize the Board of Directors/Audit Committee to appoint one auditor among the four auditing companies to audit the FY 2023's financial statements of REE Corporation, as follows:

- Deloitte Vietnam Company Limited
- Ernst & Young Vietnam Company Limited
- Price Waterhouse Cooper Vietnam Company Limited
- KPMG Vietnam Company Limited

The Board of Directors hereby submits for the consideration and approval of the AGM.

On behalf of the Board of Directors

(signed and sealed)

Nguyen Thi Mai Thanh
Chairwoman



**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022
31 March 2023**

**PROPOSAL
Profit Distribution for FY 2022
and Dividend Plan for FY 2023**

Dear Shareholders,

- Pursuant to the company's Charter on profit distribution;
- Pursuant to the Annual General Meeting's resolution for FY 2021 held on 31 March 2022;
- Pursuant to the consolidated financial statements of REE Corporation for the financial year ending 31 December 2022, audited and confirmed by Ernst & Young Vietnam Ltd.

The Board of Directors proposes to the Annual General Meeting the Profit distribution plan for FY 2022 as follows:

	<i>In VND</i>
FY 2022 Profit after tax (1)	2,692,516,590,418
- Exclude FY 2022 Associates' equity accounting profit	(1,077,442,346,189)
- Add cash dividends from Associates received in 2022	626,637,715,908
FY 2022 Distributable profit	2,241,711,960,137
FY 2022 dividend (2) proposed at 25% in which:	888,506,419,000
- 10% cash dividend	355,402,569,000
- 15% share dividend (100:15 share split)	533,103,850,000
Retained earnings (1) – (2)	1,804,010,171,418

Dividend for FY 2022:

1- FY 2022 Cash Dividend:

The Board of Directors proposes cash dividends for FY 2022 of 10% on the charter capital equivalent to VND 355,402,569,000 which will be paid on 7 April 2023 for shareholders on the list as of record date 1 March 2023.

2- FY 2022 Share Dividend:

The Board of Directors proposes share dividend for FY 2022 of 15% on the charter capital with the plan on issuing dividend shares as follows:

- The share: Share of REE Corporation
- Share type: Common shares
- Form of share: Registered shares
- Share's par value: VND 10,000/share (*ten thousand Vietnamese Dong per share*)
- Issuance purpose: Paying FY 2022 dividend in shares
- Source of share dividend: the Company's retained earnings
- Number of shares to be issued: 53,310,385 shares
- Total par value: VND 533,103,850,000
- Share issue ratio: 100:15 (each shareholder owning 100 shares shall receive 15 new shares)
- Issue plan and handling of odd shares:
 - Transfer of right to dividend shares: Shareholders' right to receive FY 2022 dividend shares is not transferable.
 - Shares issued for FY 2022 dividend payment are transferable after listing of the shares.

- Rounding and handling of odd shares (if any): The number of shares to be distributed will be rounded down to the nearest units. The remaining number of odd shares will be canceled.
- Dividend shares issued to: The Shareholder' list to be finalized after obtaining approval for dividend share issue from the authorities.
- Estimated time of issue: In 2Q2023

The Board of Directors proposes that the Annual General Meeting delegate to the Board of Directors the implementation of the followings:

- Issue of dividend shares after obtaining approval from the State Securities Commission.
- Completing of relevant procedures for share registration with Vietnam Securities Depository, listing of the issued shares on Ho Chi Minh City Stock Exchange and registering charter capital increase with Ho Chi Minh City's Department of Planning and Investment.
- Performing the other related procedures to complete the assigned tasks.
- The Board of Directors can authorize the CEO to carry out some or all specific tasks mentioned above.

Dividend Plan for FY 2023:

For the company's development strategy and sustainable growth in the coming years, the Board of Directors proposes that the Annual General Meeting delegate to the Board to determine the appropriate dividend for FY 2023 in order to ensure that there is ready capital for making investments in new development projects.

The Board of Directors hereby submits for the consideration and approval of the AGM.

On behalf of the Board of Directors

(signed and sealed)

Nguyen Thi Mai Thanh
Chairwoman



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022
31 March 2023

PROPOSAL
Report on Distribution of treasury shares
and Plan of using treasury shares

Dear Shareholders,

- Pursuant to the Company's charter;
- Pursuant to the Resolution of Annual General Meeting for FY 2021 No. 02/2022/ĐHCD-NQ held on 31 March 2022 at 364 Cong Hoa, Tan Binh District, HCMC.

The Board of Directors respectfully reports to the Annual General Meeting:

1- Report on the Distribution of treasury shares based on FY 2022 results:

The company's business results in 2022 have exceeded the plan assigned by the Annual General Meeting held on 31 March 2022. However, because the prescribed criteria were not met, the sale of treasury shares at a preferential prices as submitted to the General Meeting of Shareholders on March 31, 2022 was not carried out.

The Board of Directors hereby reports and submits to the Annual General Meeting for the consideration and approval of the status of the distribution of treasury shares for FY 2022 and the Plan of using treasury shares for FY 2023:

2- Plan of using treasury shares based on FY 2023 results:

In order to incentivize managers and to foster engagement and alignment with the company's performance and sustainable development, the Board of Directors submits the proposal on using treasury shares via selling these shares at preferential prices based on targeted results of FY 2023 business performances as follows:

Program name:	ESOP-2023
The share:	Share of REE Corporation
Share code:	REE
Share type:	Common share
Share's par value:	VND 10,000 /share
Total number of treasury shares registered to sell:	1,007,915 shares
Purpose of selling treasury shares:	Selling to managers at preferential prices based on targeted results of FY 2023 business performances in order to incentivize managers and to foster engagement and alignment with the company's performance and sustainable development.
Object of ESOP-2023 Program:	Delegate to the Board of Directors to implement the company's policy on selling treasury shares to managers.
Right to buy treasury shares:	Non-transferable
Selling price:	VND 10,000 /share
Price determination principle:	The fixed selling price is VND 10,000 /share

Total value registered to sell at par value:	VND 10,079,150,000
Share transfer restrictions:	<ul style="list-style-type: none"> – The treasury shares reissued and sold to qualified employees will be restricted in term of transferability in a three years period as follows: <ul style="list-style-type: none"> • After the first year from the date of reissue, only 30% of allocated the treasury shares are transferable; • After the second year, another 30% of allocated the treasury shares are transferable; • And after the third year, the remaining 40% of the allocated treasury shares are transferable. – All rights and benefits arising (if any) from the allocated treasury shares are transferable.
Trading method:	Transfer share ownership through the Vietnam Securities Depository (VSD)
Implementation timeline:	In 2024

The Board of Directors hereby submits for the consideration and approval of the AGM:

- Report on the status of the distribution of treasury shares for FY 2022 as above;
- Plan of using treasury shares for FY 2023 as above;
- Delegate to the Board of Directors to implement:
 - Promulgating the company’s policy on selling and distributing the treasury shares to managers;
 - Authorize the Board of Directors to decide the list of managers and the corresponding number of treasury shares to be allocated;
 - Deciding in the case of number of treasury shares that are not registered to buy (if any);
 - Conducting the registration procedures for ESOP-2023 Program with State Securities Commission (“SSC”), update or amend the plan according to the feedback from SSC or to make sure the plan is in compliance with the current regulations (if any);
 - Completion of relevant procedures with State Securities Commission of Vietnam, Ho Chi Minh City Stock Exchange, Vietnam Securities Depository ... in accordance with the current law;
 - Doing the other related procedures to complete the undertaking;
 - The Board of Directors can authorize the CEO to carry out some or all specific procedures as mentioned above.

On behalf of the Board of Directors

(signed and sealed)

Nguyen Thi Mai Thanh
Chairwoman



**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022
31 March 2023**

**PROPOSAL
Remuneration of the Board of Directors and Board committees**

Dear Shareholders,

The Board of Directors reports on the remuneration of the Board of Directors and Board committees in 2022 and the proposal for 2023 as follows:

– **Remuneration of the Board of Directors and Board committees in 2022:**

Resolution of the Annual General Meeting (“AGM”) for fiscal year 2021 held on 31 March 2022 approved the total remuneration of the Board of Directors and Board committees for FY 2022 was VND 11,000,000,000. The total remuneration paid in 2022 was VND 9,810,000,000.

– **Proposed remuneration of the Board of Directors and Board committees in 2023:**

The Board of Directors hereby proposes the total remuneration of the Board of Directors and Board committees for FY 2023 will be VND 11,000,000,000.

The Board of Directors submits for the consideration and approval of the AGM.

On behalf of the Board of Directors

(signed and sealed)

**Nguyen Thi Mai Thanh
Chairwoman**



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022
31 March 2023

PROPOSAL
Amending and supplementing the Company's charter

Dear Shareholders,

- Pursuant to the Law on Enterprise No. 59/2020/QH14 issued by the National Assembly dated 17 June 2020, effective from 1 January 2021;
- Pursuant to the Law on Securities No. 54/2019/QH14 issued by the National Assembly dated 26 November 2019, effective from 1 January 2021;
- Pursuant to the Decree No. 155/2020/NĐ-CP issued by the Government dated 31 December 2020, guiding the Law on Securities No. 54/2019/QH14;
- Pursuant to the Resolution No. 55-NQ/TW issued by the Politburo dated 11 February 2020 on the national energy development strategy to 2023, and vision towards 2045;
- Pursuant to the Document No. 2775/UBCK-PTTT issued by the State Securities Commission of Vietnam dated 13 May 2022;
- Pursuant to the business needs of REE Corporation.

The Annual General Meeting of Shareholders (“AGM”) of REE Corporation (“REE”) on 31 March 2022 approved the maximum foreign ownership limit in REE to be 49% of charter capital. And pursuant to the Resolution No. 02/2022/ĐHĐCĐ-NQ of AGM, REE announced the maximum foreign ownership limit to the State Securities Commission of Viet Nam (“SSC”), and REE received the Document No. 2775/UBCK-PTTT issued by SSC dated 13 May 2022 on amending some business lines to comply with the maximum foreign ownership limit of 49% of the charter capital. Therefore, the Board of Directors (“BOD”) submits to the Annual General Meeting of Shareholders on 31 March 2023 to approve the amendment and supplementing of some business lines based on the guidelines of SSC and other businesses lines in the Charter as follows:

Current business lines	Business lines proposed to be amended and supplemented at AGM on 31 March 2023
<p>(Code 6810) Real estate trading, land use rights or land lease.</p> <p>Details: Direct and indirect investing in projects approved by the People's Committee; trading houses (building, repairing houses for sale or for rent); office, warehouse, workshop leasing. Trading buildings, apartments, flats, workshops, warehouses. The real estate trading (only operating under Clause 1 Article 10 of the Real Estate Trading Law). Investing, applying and trading information technology infrastructure, equipment and services.</p>	<p>(Code 6810) Real estate trading, land use rights or land lease.</p> <p>Details: Direct and indirect investing in projects approved by the People's Committee; trading houses (building, repairing houses for sale or for rent); office, warehouse, workshop leasing. Trading buildings, apartments, flats, workshops, warehouses. The real estate trading (only operating under Clause 1 Article 10 of the Real Estate Trading Law). Investing, applying and trading information technology infrastructure, equipment and services.</p> <p>(exception for investing in construction infrastructure of cemeteries and graveyards to transfer land use rights associated with the infrastructure).</p>

<p>(Code 6820) Consultancy, broker, real estate auction, land use right auction.</p> <p>Details:</p> <ul style="list-style-type: none"> - Real estate consulting and auction (except for legal consultancy activities) - Real estate broker 	<p>(Code 6820) Consultancy, broker, real estate auction, land use right auction.</p> <p>Details:</p> <ul style="list-style-type: none"> - Real estate consulting (except for legal consultancy activities) - Real estate broker
	<p>Additional: (Code 3512) Electricity transmission and distribution.</p> <p>Details: Selling electricity to users (except for transmission and dispatching of the national power system; construction and operation of multi-purpose hydropower and nuclear power)</p>

Furthermore, the Board of Directors submits to the AGM to authorize the BOD to conduct needed procedures for amending and supplementing of above business lines, including:

- (i) Updating the Company's charter;
- (ii) Completion of the amendment and supplementing REE's business lines at the relevant authorities;
- (iii) Submitting a report on the maximum foreign ownership limit to the SSC;
- (iv) Performing other related procedures to complete the undertaking;
- (v) The BOD can authorize the CEO to carry out some or all specific procedures as mentioned above.

The Board of Directors hereby submits for the consideration and approval of the AGM.

On behalf of the Board of Directors

(signed and sealed)

Nguyen Thi Mai Thanh
Chairwoman



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022
31 March 2023

RULES FOR ELECTING
Members of the Board of Directors
for the term 2023 -2027

- Pursuant to Clause 3, Article 20 of the Company Charter of REE Corporation.
- Pursuant to Clause 3, Article 148 of the Enterprise Law passed by the National Assembly on 17 June 2020.

The rules for electing members of the Board of Directors (“BOD”) for the term 2023 – 2027 of REE Corporation is shown below:

1. Number and term:

- Number of Board of Directors: 7 (seven) BOD’s members
- Term: 2023 - 2027

2. Rule of electing: Method of cumulative voting

The clause 3 of Article 148 of the Enterprise Law specified: *The voting of the members of the Board of Directors must be done by the method of cumulative voting whereby each shareholder has the total number of votes corresponding to the total number of shares multiplied by the number of elected members of the Board. Shareholders have the right to place all or part of their votes in one or more candidates. The elected members of the Board of Directors shall be determined according to the number of votes cast from high to low, starting from the candidate with the highest number of votes until sufficient number of members is obtained as prescribed in the company charter. In cases where two or more candidates reach the same number of votes for the last member of the Board of Directors, they shall re-elect candidates with equal number of votes or select by the number of candidates based on voting regulations or the company charter.*

In which:

- Total votes of each shareholder = Total ownership shares x number of members to be elected.
- Voting rate = (Total votes for candidate/total shares of shareholders attended at the meeting) x 100%

3. Voting principle:

- The voting ballot is printed in green-color paper, chopped with red seal of REE Corporation.

– **The voting ballot:**

- Part 1: the code of shareholder, total shares owned and total shares for voting.
- Part 2: List of candidates

One voting ballot represents the voting rights corresponding to the number of shares held by the shareholder.

– **How to vote:**

One voting ballot represents the voting rights corresponding to the number of shares held by the shareholder.

– **Principles of being elected:**

- The elected members of the BOD shall be determined by the one with the highest number.
- Where two or more candidates have the same number of votes for the last member of the BOD, they shall re-elect candidates with equal number of votes or selected according to the criteria as prescribed by the Company.

Template of voting ballot:

REE CORPORATION		
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022		
31 March 2023		
FORM		
VOTING BALLOT FOR BOARD OF DIRECTORS MEMBER OF THE TERM 2023 – 2027		
<u>Part I</u>		
Code of shareholder: 0001		
Total of shares owned: 2,000 shares		
Total number of votes: 2,000 x 7 = 14,000 votes		
<u>Part II</u>		
List of candidates		
No.	Full name	Number of votes for the candidate <i>(fill in the number of votes in blank box)</i>
1		
2		
3		

Notes

1. Shareholders are only entitled to vote for the candidate within the total number of owned shares, the total number of votes for the candidate must be less than or equal to the total number of votes owned by the Shareholder.
2. The valid election ballot:
 - The total number of votes for candidates is less than or equal to the total number of votes of shareholders;
 - The number of votes for the candidates is written in numbers or words in the blanks box "Number of votes for the candidate";
 - A blank ballot.
3. The invalid ballot:
 - Put an X in the blanks box for one the candidates;
 - The shareholder erase or rubbed out the candidate's name, delete, correct, add or name incorrectly which is not included in the list of candidates, or adding other information/symbols;
 - Shareholders vote in excess of their total votes;
 - The form is not issued by the company without a company seal;
 - The ballot is not intact;
 - Shareholders vote in "%" of votes.
4. Principle of Vote Counting:
 - The vote counting shall be carried out by the Vote Counting Committee in the witness of the shareholders;
 - The voting starts when the delivery of voting ballots is completed and ends up when the last shareholder puts his/her voting ballot into the ballot box;
 - The vote counting must be carried out right after the closing of voting;
 - The result of vote counting must be made in writing and announced by the Vote Counting Committee in the witness of the General Meeting of Shareholders.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval.

On behalf of the Board of Directors

(signed and sealed)

Nguyen Thi Mai Thanh
Chairwoman

REE CORPORATION

No.:/ĐHĐCĐ- REE

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

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Ho Chi Minh City, 31st March 2023

**ANNUAL GENERAL MEETING’S RESOLUTION
OF REE CORPORATION**

*Re: Approval of reports and proposals submitted to the
Annual General Meeting for fiscal year 2022 on 31th March 2023*

THE ANNUAL GENERAL MEETING OF REE CORPORATION

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on 17th June 2020, effective from 01st January 2021;
- Pursuant to the Charter of REE Corporation (the “Company”);
- Pursuant to the Meeting Minutes of the Annual General Meeting for fiscal year 2022 held on 31th March 2023;

RESOLVED THAT

Article 1: Report on the implementation of the AGM’s resolution dated 31 March 2022, and the Company’s development strategy, and report on term 2018 – 2022 by the Board of Directors

Article 2: Report on business results in 2022 and the Business Plan for 2023

2022 business results:

- Revenue : VND billion, an increase/decrease of ...% over 2021
- Profit after tax : VND billion, an increase/decrease of ...% over 2021

2023 business plan:

- Revenue : VND billion, an increase/decrease of ...% over 2022
- Profit after tax : VND billion, an increase/decrease of ...% over 2022

Article 3: Report on activities of the Audit Committee of the Board of Directors

Article 4: Appointment of the Independent Auditor for the year 2023

The AGM authorized the Board of Directors/ Audit Committee to select one of four auditing companies to audit the 2023 financial statements of REE Corporation, as follows:

- Deloitte Vietnam Company Limited
- Ernst & Young Vietnam Company Limited
- Price Waterhouse Cooper Vietnam Company Limited
- KPMG Vietnam Company Limited

Article 5: Profit distribution plan for FY 2022 and Dividend Plan for FY 2023

2022's profit distribution

	<i>In VND</i>
FY 2022 Profit after tax (1)	2,692,516,590,418
- Exclude FY 2022 Associates' equity accounting profit	(1,077,442,346,189)
- Add cash dividends from Associates received in 2022	626,637,715,908
FY 2022 Distributable profit	2,241,711,960,137
FY 2022 dividend (2) proposed at 25% in which:	888,506,419,000
- 10% cash dividend	355,402,569,000
- 15% share dividend (100:15 share split)	533,103,850,000
Retained earnings (1) – (2)	1,804,010,171,418

Dividend for FY 2022:

1- FY 2022 Cash Dividend:

The cash dividends for FY 2022 of 10% on the charter capital equivalent to VND 355,402,569,000 will be paid on 7 April 2023 for shareholders on the list as of record date 1 March 2023.

2- FY 2022 Share Dividend:

The share dividend for FY 2022 of 15% on the charter capital with the plan on issuing dividend shares as follows:

- The share: Share of REE Corporation
- Share type: Common shares
- Form of share: Registered shares
- Share's par value: VND 10,000/share (*ten thousand Vietnamese Dong per share*)
- Issuance purpose: Paying FY 2022 dividend in shares
- Source of share dividend: the Company's retained earnings
- Number of shares to be issued: 53,310,385 shares
- Total par value: VND 533,103,850,000
- Share issue ratio: 100:15 (each shareholder owning 100 shares shall receive 15 new shares)
- Issue plan and handling of odd shares:
 - Transfer of right to dividend shares: Shareholders' right to receive FY 2022 dividend shares is not transferable.
 - Shares issued for FY 2022 dividend payment are transferable after listing of the shares.
 - Rounding and handling of odd shares (if any): The number of shares to be distributed will be rounded down to the nearest units. The remaining number of odd shares will be canceled.
- Dividend shares issued to: The Shareholder' list to be finalized after obtaining approval for dividend share issue from the authorities.
- Estimated time of issue: In 2Q2023

The Annual General Meeting delegated to the Board of Directors the implementation of the followings:

- Issue of dividend shares after obtaining approval from the State Securities Commission.

- Completing of relevant procedures for share registration with Vietnam Securities Depository, listing of the issued shares on Ho Chi Minh City Stock Exchange and registering charter capital increase with Ho Chi Minh City’s Department of Planning and Investment.
- Performing the other related procedures to complete the assigned tasks.
- The Board of Directors can authorize the CEO to carry out some or all specific tasks mentioned above.

Dividend Plan for FY 2023:

For the company’s development strategy and sustainable growth in the coming years, the Annual General Meeting delegate to the Board to determine the appropriate dividend for FY 2023 in order to ensure that there is ready capital for making investments in new development projects.

Article 6: Report on distribution of treasury shares and Plan of using treasury shares

The Annual General Meeting approved the Report on the Distribution of treasury shares based on FY 2022 results and Plan of using treasury shares as follows:

1- Report on the Distribution of treasury shares based on FY 2022 results:

The company’s business results in 2022 have exceeded the plan assigned by the Annual General Meeting held on 31 March 2022. However, because the prescribed criteria were not met, the sale of treasury shares at a preferential prices as submitted to the General Meeting of Shareholders on March 31, 2022 was not carried out.

2- Plan of using treasury shares based on FY 2023 results:

In order to incentivize managers and to foster engagement and alignment with the company's performance and sustainable development, the Board of Directors submits the proposal on using treasury shares via selling these shares at preferential prices based on targeted results of FY 2023 business performances as follows:

Program name:	ESOP-2023
The share:	Share of REE Corporation
Share code:	REE
Share type:	Common share
Share’s par value:	VND 10,000 /share
Total number of treasury shares registered to sell:	1,007,915 shares
Purpose of selling treasury shares:	Selling to managers at preferential prices based on targeted results of FY 2023 business performances in order to incentivize managers and to foster engagement and alignment with the company's performance and sustainable development.
Object of ESOP-2023 Program:	Delegate to the Board of Directors to implement the company’s policy on selling treasury shares to managers.
Right to buy treasury shares:	Non-transferable
Selling price:	VND 10,000 /share

Price determination principle:	The fixed selling price is VND 10,000 /share
Total value registered to sell at par value:	VND 10,079,150,000
Share transfer restrictions:	<p>–The treasury shares reissued and sold to qualified employees will be restricted in term of transferability in a three years period as follows:</p> <ul style="list-style-type: none"> • After the first year from the date of reissue, only 30% of allocated the treasury shares are transferable; • After the second year, another 30% of allocated the treasury shares are transferable; • And after the third year, the remaining 40% of the allocated treasury shares are transferable. <p>–All rights and benefits arising (if any) from the allocated treasury shares are transferable.</p>
Trading method:	Transfer share ownership through the Vietnam Securities Depository (VSD)
Implementation timeline:	In 2024

The Annual General Meeting also delegated to the Board of Directors to implement:

- Promulgating the company’s policy on selling and distributing the treasury shares to managers;
- Authorize the Board of Directors to decide the list of managers and the corresponding number of treasury shares to be allocated;
- Deciding in the case of number of treasury shares that are not registered to buy (if any);
- Conducting the registration procedures for ESOP-2023 Program with State Securities Commission (“SSC”), update or amend the plan according to the feedback from SSC or to make sure the plan is in compliance with the current regulations (if any);
- Completion of relevant procedures with State Securities Commission of Vietnam, Ho Chi Minh City Stock Exchange, Vietnam Securities Depository ... in accordance with the current law;
- Doing the other related procedures to complete the undertaking;
- The Board of Directors can authorize the CEO to carry out some or all specific procedures as mentioned above.

Article 7: Remuneration of the Board of Directors and its Committees

Resolved that:

- The total remuneration of the Board of Directors and Committees paid in 2022 is VND 9,810,000,000.
- The total remuneration for the Board of Directors and committees for FY 2023 is VND 11,000,000,000.

Article 8: Amending, supplementing the Company’s charter

The Annual General Meeting approved the amendment and supplementing of some business lines based on the guidelines of SSC and other businesses lines in the Charter as follows:

Current business lines	Business lines proposed to be amended and supplemented at AGM on 31 March 2023
<p>(Code 6810) Real estate trading, land use rights or land lease.</p> <p>Details: Direct and indirect investing in projects approved by the People’s Committee; trading houses (building, repairing houses for sale or for rent); office, warehouse, workshop leasing. Trading buildings, apartments, flats, workshops, warehouses. The real estate trading (only operating under Clause 1 Article 10 of the Real Estate Trading Law). Investing, applying and trading information technology infrastructure, equipment and services.</p>	<p>(Code 6810) Real estate trading, land use rights or land lease.</p> <p>Details: Direct and indirect investing in projects approved by the People’s Committee; trading houses (building, repairing houses for sale or for rent); office, warehouse, workshop leasing. Trading buildings, apartments, flats, workshops, warehouses. The real estate trading (only operating under Clause 1 Article 10 of the Real Estate Trading Law). Investing, applying and trading information technology infrastructure, equipment and services.</p> <p>(exception for investing in construction infrastructure of cemeteries and graveyards to transfer land use rights associated with the infrastructure).</p>
<p>(Code 6820) Consultancy, broker, real estate auction, land use right auction.</p> <p>Details:</p> <ul style="list-style-type: none"> - Real estate consulting and auction (except for legal consultancy activities) - Real estate broker 	<p>(Code 6820) Consultancy, broker, real estate auction, land use right auction.</p> <p>Details:</p> <ul style="list-style-type: none"> - Real estate consulting (except for legal consultancy activities) - Real estate broker
	<p>Additional: (Code 3512) Electricity transmission and distribution.</p> <p>Details: Selling electricity to users (except for transmission and dispatching of the national power system; construction and operation of multi-purpose hydropower and nuclear power)</p>

The AGM authorized the BOD to conduct needed procedures for amending and supplementing of above business lines, including:

- (i) Updating the Company's charter;
- (ii) Completion of the amendment and supplementing REE's business lines at the relevant authorities;
- (iii) Submitting a report on the maximum foreign ownership limit to the SSC;
- (iv) Performing other related procedures to complete the undertaking;
- (v) The BOD can authorize the CEO to carry out some or all specific procedures as mentioned above.

Article 9: Result of election to the Board of Directors for the remaining of the term 2023 - 2027

The candidates list of Board Member for the term 2023 – 2027

Pursuant to Clause 3, Article 24 of the Company’s Charter in relation to Board Member, the nominee is qualified to participate in the election to Board Member for the term 2023 – 2027.

1. Full name:
Nationality:
Date of birth:
ID card (or Passport) number:
Address:
To be nominated by the shareholder owner 0,000 shares, equivalent to 00.00% of the total 355,402,569 shares with voting rights of the Company (not including 1,007,915 treasury shares).
2. Full name:
Nationality:
Date of birth:
ID card (or Passport) number:
Address:
To be nominated by the shareholder owner 0,000 shares, equivalent to 00.00% of the total 355,402,569 shares with voting rights of the Company (not including 1,007,915 treasury shares)
3. Full name:
Nationality:
Date of birth:
ID card (or Passport) number:
Address:
To be nominated by the shareholder owner 0,000 shares, equivalent to 00.00% of the total 355,402,569 shares with voting rights of the Company (not including 1,007,915 treasury shares)
4. Full name:
Nationality:
Date of birth:
ID card (or Passport) number:
Address:
To be nominated by the shareholder owner 0,000 shares, equivalent to 00.00% of the total 355,402,569 shares with voting rights of the Company (not including 1,007,915 treasury shares)
5. Full name:
Nationality:
Date of birth:
ID card (or Passport) number:
Address:
To be nominated by the shareholder owner 0,000 shares, equivalent to 00.00% of the total 355,402,569 shares with voting rights of the Company (not including 1,007,915 treasury shares)

6. Full name:
Nationality:
Date of birth:
ID card (or Passport) number:
Address:
To be nominated by the shareholder owner 0,000 shares, equivalent to 00.00% of the total 355,402,569 shares with voting rights of the Company (not including 1,007,915 treasury shares)
7. Full name:
Nationality:
Date of birth:
ID card (or Passport) number:
Address:
Own/Authorized to represent: 0,00 shares, equivalent to 0.00% of the total 355,402,569 shares with voting rights of the Company (not including 1,007,915 treasury shares)

In which, the list of candidates to stand for the position of independent member of the Board of Directors recommended by the Board of Directors are:

Mr./ Ms.

Mr./ Ms.

Election result for the term 2023-2027:

Name of candidate	Total shares of election	% elected
1. Mr./ Ms		
2. Mr./ Ms		
3. Mr./ Ms		
4. Mr./ Ms		
5. Mr./ Ms		
6. Mr./ Ms		
7. Mr./ Ms		

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

Chairperson
(signed and sealed)

Nguyen Thi Mai Thanh