



Bac Ninh, March ..., 2024

DRAFT

1st time: March 7th, 2024

**REGULATIONS ON OPERATING AND VOTING
AT THE 1ST EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN
2024 OF KINH BAC CITY DEVELOPMENT HOLDING CORPORATION**

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, amended and supplemented by Law No. 03/2022/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 11th 2022 and guiding documents;*
- *Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;*
- *Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Charter on organization and operation of Kinh Bac City Development Holding Corporation;*
- *The internal regulation on corporate governance of Kinh Bac City Development Holding Corporation.*

The First Extraordinary General Meeting of Shareholders in 2024 (referred to as "EGM") of Kinh Bac City Development Holding Corporation is organized and implemented in accordance with the following Regulations on operating and voting as follows:

I. OBJECTIVES

- To ensure the order of the Meeting, the code of conduct and voting regulation of The First Extraordinary General Meeting of Shareholders in 2024 of Kinh Bac City Development Holding Corporation to proceed successfully and in accordance with the Law.
- The Resolutions approved by the EGM present the unified will of the EGM, fulfill the hopes, rights, and apparent benefits of the shareholders in accordance with the provisions of Law.

II. SUBJECT AND SCOPE OF APPLICATION

- **Subjects:** All of the shareholders and legal representatives authorized by shareholders to attend the Meeting (referred to as "Attendee") and guests of the the First Extraordinary General Meeting of Shareholders in 2024 of the Corporation have to comply with the terms of this regulations, Corporation's Charter and the current prevailing Law;
- **Scope of application:** This Regulation is applied to organize the First Extraordinary General Meeting of Shareholders in 2024 of the Corporation.

III. INTERPRETATION OF TERMS

- The Corporation: Kinh Bac City Development Holding Corporation
- BOD: Board of Directors
- EGM or the Meeting: The General Meeting of Shareholders
- Attendee: Shareholders, the legal representative/delegate of shareholders

IV. CONTENTS OF THE REGULATION

Article 1. Conditions for convening the Meeting

1. A General Meeting of Shareholders shall be held when the number of shareholders attending represents more than 50% of the voting shares. The online Meeting will take place via website: <http://ezgsm.fpts.com.vn> and the offline meeting location has been announced to all the shareholders. In case for objective reasons, the General Meeting of Shareholders must change the form of offline meeting combined with online meeting to only the form of online meeting, the Board of Directors shall make a decision and notify the shareholders at least 03 days before the Meeting.
2. If the conditions for holding the first General Meeting prescribed in Clause 1 of this Article are not satisfied, the second General Meeting shall be held within 30 days from the intended date of the first General Meeting. The second General Meeting of Shareholders shall be held when it is attended by a number of shareholders representing at least 33% of the voting shares.
3. If the conditions for holding the second General Meeting prescribed in Clause 2 of this Article are not satisfied, the third General Meeting shall be held within 20 days from the intended date of the second General Meeting. In this case, the third General Meeting of Shareholders shall be held regardless of the number of votes of the attending shareholders and has the full rights to decide on all of the content under the authority of the first EGM.

Article 2. Conditions to attend the EGM

1. Individual shareholders or authorized representatives of an organization shareholders being named in the List of shareholders as of February 22nd, 2024, are entitled to directly attend the Meeting or Attend online via the system <https://ezgsm.fpts.com.vn> or authorize an individual to attend the Meeting. If the shareholder is an individual, the shares can only be authorized to another individual. If an organization shareholder has more than one authorized representative, the number of shares of each representative must be clearly stated.
2. Attendees must be on time and register with the Organizing Committee before entering the meeting room;
3. Attendees arriving late still have the rights to register to attend the Meeting and vote on the next issues of the Meeting. The Meeting will not stop or recast vote on the issues passed;
4. During the Meeting, attendees must follow the instructions of the Chairman's Board and behave politely and orderly;
5. Attendees must keep secret of the meeting documents, strictly comply with the policy of using and preserving documents. Shareholders must not copy, record and hand them to people outside the Meeting without permission of the Chairman's Board;

6. Persons authorized to attend the Meeting are not allowed to authorize the third person to attend the Meeting.

Article 3. Chairman's Board

1. *The Chairman's Board consists of* 01 Chairman and members. The Chairman of the Meeting introduces members of the Chairman's Board. The Chairman's Board manages the Meeting according to the Content and the agenda adopted by the EGM. In case the Chairman of the BOD does not chair the Meeting and does not authorize another member of the BOD to chair the Meeting, the remaining members of the BOD shall elect one of them to be the Chairman of the Meeting; in case there is no person who can be the Chairman, the member of the BOD with the highest position shall direct the GMS electing the Chairman of the Meeting among the attendees and the person with the highest number of votes shall be the Chairman of the Meeting.

2. Duties of Chairman's Board:

- a. Managing the activities of the EGM according to the Content of the Meeting approved by the EGM;
- b. Guiding attendees to discuss the contents of the program;
- c. Submitting drafts and concluding necessary issues for the Meeting to vote;
- d. Answering the questions requested by shareholders.
- e. Resolving issues that arise during the Meeting.

3. Code of Conduct of the Chairman's Board:

The Chairman's Board works on the principle of collective, democratic concentration, decided by majority.

Article 4. The voter's Eligibility Examination Committee

1. *The voter's Eligibility Examination Committee consists of* 01 Head and members established by the Board of Directors. The voter's Eligibility Examination Committee is responsible to the Chairman's Board and the EGM for its duties.
2. The voter's eligibility Examination Committee is responsible for checking the status and eligibility of shareholders, shareholders' representatives attending the Meeting, determining the validity as prescribed by law, and comparing them with the list of shareholders with the right to attend the Meeting finalized on February 22nd, 2024; distributing Voting cards, Ballots, and documents of the Meeting.
3. In case the person attending the Meeting does not have the right to participate, the voter's eligibility examination Committee has the right to refuse that person and refuse to issue the voting card, the Ballot, and the documents of the Meeting.
4. The Head of the voter's eligibility examination Committee reports to the EGM the current status of the attendees at the Meeting. The EGM of the Corporation will take place if the Meeting has a sufficient number of attendees representing more than 50% of the listed voting shares.

Article 5. Secretary Committee of the Meeting

1. *The Secretary Committee of the Meeting* is introduced by the Chairman of the Meeting. The Secretary is responsible to the Chairman's Board and the EGM for its duties and is under the

management of the Chairman's Board.

2. *Duties of the Secretary Committee:*

- a. Assisting the Chairman's Board in checking the status of shareholders and representatives of shareholders attending the Meeting (when necessary);
- b. Assisting the Chairman's Board in publishing draft documents, Minutes and Resolutions of the Meeting and notices of the Chairman's Board to shareholders upon request;
- c. Receiving, reviewing the question forms of the shareholders and transferring them to the Chairman to decide.
- d. Recording fully and truthfully all contents of the Meeting and issues approved by shareholders or notes to the Meeting Minutes;
- e. Making Minutes of meeting and drafting Minutes and Resolution on the Content approved at the Meeting.

Article 6. Vote Counting Committee

1. *The vote counting committee consists of* 01 Head and members introduced by the Chairman of the Meeting and voted on by the Meeting. Members of the Vote counting committee must not be on the List of nominations and candidates for the Board of Directors and the Supervisory Board and not a related person of the persons named in the List of nominations and candidates for the Board of Directors and the Supervisory Board.

2. *Duties of vote counting committee:*

- Preparing the ballot box, disseminating the Regulation of operating and voting at the Meeting, instructing how to raise the voting card and to record the ballots;
- Directing and determining the exact voting results for each Content voted on at the Meeting;
- Monitoring the voting of shareholders or representatives attending the Meeting;
- Quickly notifying voting results to the Secretary;
- Reviewing and reporting to the Meeting on cases of violation of Regulations of operating and voting or written complaints about voting results;
- The vote counting committee must make vote-counting minutes and take responsibility before the Chairman's Board and the EGM when performing their duties.

Article 7. Discussion at the Meeting:

1. *Principles:*

- The discussion shall only be conducted within the stipulated time and within the scope of the contents of the EGM;
- Attendees participating in person having opinions to discuss can ask questions directly to the Chairman's Board or send questions to the Secretary of the Meeting; Attendees who need to speak or debate can raise their hands, and speaks only when allowed by the Chairman's Board; Each attendee shall speak for 03 minutes, the content shall be brief and without duplication;

- For attendees participating the EGM online and voting electrically, shareholders and shareholders’s representatives can submit questions to the Corporation through the online EGM organizing system via: <https://ezgsm.fpts.com.vn> or by other methods guided by the company in the Notice of Invitation. The Secretary Committee is responsible for saving names of attendees, attendees’s codes (If any) and the content of the questions;
- Depending on the time holding the EGM, the Organizing Committee of the Meeting can choose an appropriate online channel so that the attendees participating the meeting can speak, give opinions and receive answers from the Company;
- The EGM’s Secretary shall arrange the questionnaires of the attendees in the order of registration and forward them to the Chairman’s Board.

2. Answering the opinions of the attendees:

- Based on the questionnaires of the attendees and questions sent via online system, the Chairman or a member appointed by the Chairman will answer the attendees' opinions;
- The Chairman has the right not to answer or only acknowledge the shareholders' comments if the questions or recommendations are outside the content of the meeting.
- In case of time limitation, questions that have not been answered directly at the Meeting shall be answered in writing by the Corporation.

Article 8. Voting on the contents of the Meeting

All issues that need voting in the agenda and Content of the Meeting must be discussed and voted on publicly under the following principles:

1. Subjects performing the voting:

Shareholders owning shares have voting rights (according to the List of shareholders dated February 22nd, 2024) and the legal representatives of shareholders attending the EGM.

2. Method of casting a vote by Voting card/Ballot:

Regarding the attendee participating and voting in person

- The attendee shall be provided with
 - One (01) **Voting card** with shareholder code, the number of shares in the possession, and/or representing stamped with the Corporation's seal. This will be used to vote on the general contents of the Meeting except for reports and submissions at the Meeting.
 - One (01) **Ballot** with shareholder code, the number of shares in the possession, and/or representing stamped with the Corporation's seal to vote on the reports and submissions at the Meeting.

Regarding the attendee participating and voting online via: <https://ezgsm.fpts.com.vn>

- Each shareholder will be provided with (01) hard copy of the meeting invitation through post office, email before the meeting date, the invitation/email contains the attendee’s ID, Username and password to access the online EGM system with the voting contents via: <https://ezgsm.fpts.com.vn>
- Shareholders are pleased to use Username and password to access the system: <https://ezgsm.fpts.com.vn> and vote on the contents belonging to the EGM agenda.

- Attendee must keep all the access information confidentially to ensure that only the attendee has the right to vote on the online system. Voting result by the attendee recorded on the system would be regarded as the final decision. Attendee must take all responsibility under the law and the Corporation for their voting result which taken place online.
- Attendee must immediately notify the Corporation to handle in time when the attendee **discovers** that User ID, password and/or other identity information have been lost, stolen, or suspected as being revealed, by contacting the Corporation in order to lock the username. Attendee must take responsibility for damages or risks taken place before the Corporation receive notification from the attendee.
- When an attendee requests for resupplying access information, the Organizing Committee can notify through: in person or email/phone. Attendee is obligated to provide personal information for identification, the Company can request attendee to resupply their personal information, including: ID number/passport, phone number, mail (email), permanent or temporary residence address (contact address);
- The Corporation suggest attendee change their password immediately after receiving access information;
- In case the shareholders voted online via: <https://ezgsm.fpts.com.vn>, they still have the right to attend the meeting in person at the venue of the meeting according to the notice of meeting invitation (unless the Board of Directors has announced to hold the meeting in the online form for objective reasons as mentioned in Clause 1, Article 1 of this Regulation). The voting result shall be recorded through the above system.

3. *Voting method:*

❖ **For attendee participating in person:**

– **Voting cards:**

Each attendee is given one (01) Voting card. When casting a vote at the Meeting, Attendees vote by raising the Voting Card up high. This method is used to approve general issues in the Meeting except for Reports and Submissions at the Meeting.

Accordingly, each Content presented before the Meeting under the authority of the EGM is consulted in the following order:

- + Approval (agree) with the Content just submitted;
- + Disapproval (disagree) with the Content just submitted;
- + No opinion with the Content just submitted.

If an attendee does not raise the Voting Card in all three choices for approval, disapproval, and no opinion on one Content, the attendee is deemed to agree on that voting Content.

If an attendee raises the voting card more than once to one Content, the final opinion of the attendee will be recorded with that voting content.

– **For Voting Ballots:**

Each attendee is given one (01) Voting ballot with three (03) opinions: Approval, Disapproval, No

opinion for each Content. Attendees vote by selecting one of three options: Approval, Disapproval, No. opinion printed in the Voting Card by marking "x" or "√" for each Content of the Report and the Submission at the Meeting. Then, put the Ballot in the box that has been prepared by the vote counting committee.

After completing the voting for all the voting content of the Meeting, the attendees put the Ballot into the ballot box sealed at the Meeting following the vote counting committee's instructions.

❖ **For attendees participating in person and performing by Electronic voting via system <https://ezgsm.fpts.com.vn/>.**

- Regarding each Content being voted on, the Attendee casting vote by selecting one of the followings: Approval, Dis-approval or No opinion appeared on the Voting-Election screen on <https://ezgsm.fpts.com.vn/>. After completing the voting on all contents, attendee clicks “Vote” to save and send the voting results to the systems;
- In case of arising additional Content to the Meeting agenda: shareholders can cast additional posts. If the shareholders do not vote on the additional Content, the system will record the result as No-opinion;
- Shareholders can change the result of the vote on each Content many times but can not cancel the voting results. The system will only record the final voting result at the closing time of each voting period as prescribed.
- From the time when the company fully disclosures the meeting documents of the General Meeting of Shareholders according to the information on the notice of Official notice of Meeting, the attendees has the right to access and vote on Contents under the jurisdiction of the judge of the General Meeting of Shareholders. At the end of the voting period specified on the notice of the electronic voting system, the system will not record the electronic voting results from the delegates.

❖ **For attendees participating via the online voting system <https://ezgsm.fpts.com.vn/>.**

- Shareholders vote the content of EGM via the system https://ezgsm.fpts.com.vn by the similar way of Voting online method.

4. *The eligibility of the Ballot:*

❖ **Regarding the Content on System https://ezgsm.fpts.com.vn**

All voting contents confirmed by the shareholders on the system <https://ezgsm.fpts.com.vn/> in accordance with the prescribed time of the meeting are recorded as valid voting content.

❖ **Regarding the Content on the Ballot at the Meeting venue:**

- A valid vote is in printed form issued by the Organizing Committee, without erasing, scraping, tearing, not writing anything other than the contents allowed, and must have the signature and Handwritten name of the attendees.
- On the Ballot, the voting content (Reports, Submissions) is valid when the attendees mark one of the three voting squares. In the event that an attendee does not select any voting or selects more than one voting among the three options: "Approval," "Disapproval," "No Opinion" for a content that needs to be voted, that voting content is considered invalid. The validity/invalidity of one voting content does not affect the validity of other voting contents on the same voting ballot. If a valid Voting Ballot has one or some invalid voting contents, the remaining valid contents are still counted towards the voting

result for those valid contents.

- Invalid vote:
 - + Attendees added more Content to the Ballot;
 - + The Ballots are not in the printed form issued by the Organizing Committee;
 - + The Ballots without the stamp of the Corporation or erased, scraped, torn, written with other contents other than the Content allowed, then all voting contents on Voting Cards are invalid.
- In case the Ballot is erased, torn, or altered, the attendee can request the Organizing Committee to replace the new Ballot after submitting the old vote and this procedure must be completed before the voting deadline expires as stipulated by the Chairman of the Meeting.

5. *Announcing the voting results:*

After completing voting for all the prescribed contents, the vote counting committee will start counting votes and the Head of the vote counting committee will inform the Meeting of the voting results and transfer the voting results to the Secretary for record in the Meeting Minutes.

6. *Minimum ratio for ratification when casting ballots:*

- The resolution on the following contents was adopted if it is represented by the number of shareholders from sixty-five percent (65%) of the total number of votes or more of all shareholders attended and voted at the meeting approve, except for the case specified in Clause 1 and Clause 2 of this Article; Clause 1 Article 17 and Clause 9 Article 22 This Charter
 - Change of the company’s business lines;
 - Change of the company’s organizational and management structure;
 - Reorganization and dissolution of the Company;
 - Types of shares and number of shares of each class right to offer;
 - Investment project or transaction of buying and selling Company assets or the execution branch has a value greater than thirty-five percent (35%) of the total asset value of the Corporation calculated according to the most recent audited financial statements.
- Resolutions are passed when they are approved by the number of shareholders owns more than fifty percent (50%) of the total votes of all attending shareholders for the consent, except for cases specified in Clauses 2 and 3 of this Article and Clause 1 of Article 17 Company rules.

7. *Complaints:*

Complaints about vote counting results will be resolved by the Chairman of the Meeting and recorded in the minutes of the EGM.

Article 9. Minutes and Resolution of the EGM

Minutes and Resolution of the Meeting must be read and approved before the concluding the Meeting.

Article 10. Events of forced majeure:

During the time taken place the online EGM and online voting process, majeure events may take place, out of the Corporation’s control such as natural disasters, fires, blackouts, lost Internet connection or other

technical events, demands or instructions from the Congress and official authorities, other competent person, ... the Corporation must gather all resource to repair all the problems and the meeting can continue to take place, but no later than 60 minutes from the problems.

In case of a forced majeure event unable to recovered for the EGM to be still taken place in 60 minutes, the Moderator will cancel the EGM, all of the issued approved through voting before the cancelation (if any) will be dissolve. These issues will be voted by the latest General Meeting of Shareholders.

Article 11. Effectiveness

All Shareholders, legal representatives of Shareholders, and guests attending the EGM are responsible for abiding to the decisions of the Chairman and the Organizing Committee. If violating, depending on the seriousness, the Chairman will impose measures from the restriction of speaking, removal from the meeting location, preventing voting or contacting to the police to handle according to the provisions of Law.

This Regulation of Operating Voting takes effect immediately after being approved by the EGM.

Recipients:

- Shareholders;
- Members of the BOD;
- Members of the BOS;
- State Securities Commission,
- Stock Exchange;
- Administration Office.

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

(Signed)

DANG THANH TAM