



Bac Ninh, December 28<sup>th</sup>, 2022

**DRAFT**

7<sup>th</sup> December 2022

## **REGULATIONS ON OPERATING AND VOTING AT THE SECOND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2022 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 11<sup>th</sup> 2022 and guiding documents;*
- *Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated 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, The working regulation of BOD, The working regulation of Supervisory Board.*

The Second Extraordinary General Meeting of Shareholders in 2022 (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 Second Extraordinary General Meeting of Shareholders in 2022 of Kinh Bac City Development Holding Corporation to proceed successfully and in accordance with the Law.
- The Resolutions approved by the GMS present the unified will of the GMS, 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 to attend the Meeting (referred to as "Attendee") and guests of the second 2022 EGM 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 second EGM in 2022 of the Corporation.

### **III. INTERPRETATION OF TERMS**

- The Corporation: Kinh Bac City Development Holding Corporation
- BOD: Board of Directors

- GMS 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.
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 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 GMS.

#### **Article 2. Conditions to attend the GMS**

1. Individual shareholders or authorized representatives of organization shareholders being named in the List of shareholders as of November 28<sup>th</sup>, 2022, 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 with more than one authorized representative, the number of shares of each representative must be clearly stated. The representative received authorization from a party are not allowed to authorize to a third party.
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 GMS. In case the Chairman of the Board of Directors (Chairman of the BOD) cannot chair the Meeting as he attends the meeting by online, in the EGM, he will ask the members of BOD to elect one of them to be the Chairman of the Meeting; where there is no person who can be the Chairman, the member of the Board of Directors 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 to be the Chairman of the Meeting.

## **2. *Duties of Chairman's Board:***

- a. Managing the activities of the GMS according to the Content of the Meeting approved by the GMS;
- b. Guiding attendees to discuss the contents of the program;
- c. Submitting drafts and documents 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 Committee is responsible to the Chairman's Board and the GMS 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 dated November 28<sup>th</sup>, 2022; 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 GMS the current status of the attendees at the Meeting. The GMS 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 GMS 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 form of the shareholders and transferring it 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 to the Board of Directors and the Supervisory Board.

**2. *Duties of vote counting committee:***

- Preparing the ballot box, disseminating the code of conduct and voting regulations at the Meeting, instructions on 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 voting regulations 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 GMS 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 GMS;
- Attendees participating in person register the Content of the questionnaire and pass it to the Secretary of the Meeting; Attendees voting online send questions to the Meeting via: <https://ezgsm.fpts.com.vn>;
- The Secretary of the Meeting will arrange the questionnaire according to the order of registration and forward it to the Chairman's Board;
- Attendees participating in person, who needs to speak or argue, raise their hands, and speaks only when allowed by the Chairman's Board. Each attendee speaks for no more than 03 minutes. The Content should be brief and without duplication.

**2. *Answering the opinions of the attendees:***

- Based on the questionnaire of the attendee, 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 will 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 November 28<sup>th</sup>, 2022) and the legal representative of shareholders attending the GMS.

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

**Regarding the attendee participating and voting in person:** the attendee will be provided with

- One (01) Voting cards 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 contain the attendee's ID, Username and password to access the online GMS system via: <https://ezgsm.fpts.com.vn>
- Shareholders are pleased to use Username and password to access the system: <https://ezgsm.fpts.com.vn> and voted on the contents belong 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 discovered that User ID, password and/or other identity information have been lost, stolen, or suspected as being revealed, by contact the Corporation in order to lock the username. Attendee must take responsibility for damages or risks taken place before the Corporation received notification from the attendee.
- When attendee requested for resupply access information, the Chairman Board can notify through: online or email/phone. Attendee must resupply their personal information, including: ID number/passport, phone number, mail (email), 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 will be recorded through the above system.

## 3. *Voting method:*

### ❖ **For attendee participating in person:**

#### – **Voting cards:**

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 GMS 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 votings for approval, disapproval, and no opinion on an issue, the attendee is deemed to agree to that issue.

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:**

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.

In case attendees do not choose any of the three options: Approval, Dis-approval, No opinion, such voting content in the Ballot will be considered invalid.

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 via the online voting 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/>;
- 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;
- The system method of recording the result: Shareholders can change the result of the vote on each Content and the additional Content. The system will only record the final voting result at the closing time of the ballot box at the Meeting venue.
- The time of voting: The online voting time will begin when shareholders receive the access information and end by the closing time on the online voting system [https://ezgsm.fpts.com.vn](https://ezgsm.fpts.com.vn/). After the closing time, the system will not record any additional electronic voting from shareholders. The online voting time on the system [https://ezgsm.fpts.com.vn](https://ezgsm.fpts.com.vn/) will end at the same time as the closing time of the ballot box at the meeting venue to ensure the Vote Counting Committee being eligible to count the vote.

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

- Shareholders vote the content of GMS via the system [https://ezgsm.fpts.com.vn](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](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 (Report, Submission) is valid when the attendees mark one of the

three voting squares. Invalid voting contents (Reports, Submissions) are those that do not comply with the provisions of valid voting 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 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, 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 industry, industry and business areas;
  - 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 Company 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 shareholders attended and voted, 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 GMS.

**Article 9. Minutes and Resolution of the GMS**

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 GMS 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, etc 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 EGM

#### **Article 11. Implementation of the regulation**

All Shareholders, legal representatives of Shareholders, and guests attending the GMS 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 Code of Conduct and Voting Regulations takes effect immediately after being approved by the GMS.*

#### **Recipients:**

- Shareholders;
- SSC/ Stock Exchange;
- Members of the BOD, BOM, BOS;
- Stored: Admin.

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

*(Signed)*

**DANG THANH TAM**