

## **REGULATIONS ON ORGANIZATION AND OPERATION 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 ("Enterprise Law");*

*- Pursuant to Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 ("Securities Law");*

*- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law, as amended and supplemented by Decree 245/2025/ND-CP issued by the Government and officially effective from September 11, 2025;*

*- Pursuant to the Charter on the organization and operation of Binh Duong Producing and Trading Corporation approved on April 29, 2024.*

### **Chapter I**

#### **GENERAL PROVISIONS**

##### **Article 1. Scope of regulation and subjects of application**

1.1. These regulations apply to the organization and conduct of the 2026 Annual General Meeting of Shareholders (abbreviated as "AGM") of Binh Duong Producing and Trading Corporation ("**Corporation**").

1.2. These regulations specifically stipulate the rights and obligations of shareholders, authorized representatives attending the meeting, and other participants; the conditions, procedures for conducting the AGM, and voting on matters within the authority of the AGM.

1.3. Shareholders, authorized representatives attending the meeting, and other participants are responsible for complying with the provisions of these regulations.

### **Chapter II**

#### **RIGHTS AND OBLIGATIONS OF PARTICIPANTS IN THE AGM**

##### **Article 2. Conditions for attending the AGM**

Are shareholders or authorized representatives in writing of one or more shareholders listed in the Corporation's shareholder list on the final registration date entitled to attend the AGM.

##### **Article 3. Rights and obligations of shareholders or authorized representatives**



### 3.1. Rights of shareholders when attending the AGM:

- a. To directly attend or authorize in writing another person to attend the AGM;
- b. To discuss and vote on all matters within the authority of the AGM in accordance with the Enterprise Law, other relevant legal documents, and the Corporation's Charter;
- c. To be informed by the Organizing Committee of the content, agenda of the AGM, and accompanying documents;
- d. Each shareholder or authorized representative attending the AGM shall receive a Voting Card upon registration with the Shareholder Eligibility Verification Committee;
- e. Shareholders or authorized representatives arriving late while the AGM is still in session have the right to register and participate in voting on unresolved matters, and the Chairperson is not obliged to pause the AGM, nor is the validity of prior votes affected.

### 3.2. Obligations of Shareholders When Attending the General Meeting:

- a. Shareholders or authorized representatives attending the General Meeting of Shareholders must bring their Identity Card/Passport/Citizen Identification Card, Notice of Meeting, valid Letter of Authorization (for authorized representatives), and register for attendance with the Shareholder Eligibility Verification Committee;
- b. Maintain security and order and refrain from causing disturbances or disorder during the General Meeting of Shareholders;
- c. The recording or filming of the General Meeting of Shareholders must be publicly announced and approved by the Chairperson of the Meeting;
- d. Speak and vote in accordance with the guidance of the Organizing Committee and respect the conduct of the General Meeting of Shareholders by the Chairperson of the Meeting;
- e. Strictly comply with these Regulations and respect the outcomes of the General Meeting of Shareholders;
- f. Provide information about related persons or persons with related interests to the shareholder as requested by the Corporation.

## **Article 4. Rights and Obligations of the Shareholder Eligibility Verification Committee**

4.1. The Shareholder Eligibility Verification Committee consists of one (*one*) Head and members as decided by the Chairman of the Board of Directors (“**Board of Directors**”) to perform the following functions and duties:

- a. Verify the eligibility of shareholders or authorized representatives attending the meeting: Require shareholders and authorized representatives attending the General Meeting of Shareholders to present their Identity Card/Passport/Citizen Identification Card, Notice of Meeting, Letter of Authorization (for authorized representatives);
- b. Distribute to shareholders or authorized representatives attending the meeting: Voting Cards and other related meeting documents;



c. Report to the General Meeting of Shareholders on the results of the verification of shareholder eligibility at the following times:

- + Before the opening of the General Meeting of Shareholders;
- + Before each voting session of the General Meeting of Shareholders if there is a change in the number of shareholders registered to attend the General Meeting of Shareholders (Shareholders arriving late to register or requesting absence during the meeting).

d. Identify shareholders with related interests who do not have voting rights based on information available to the Shareholder Eligibility Verification Committee or information provided by shareholders.

4.2. The Shareholder Eligibility Verification Committee has the right to establish a support unit to fulfill the Committee's duties.

#### **Article 5. Rights and Obligations of the Vote Counting Committee**

5.1. The Vote Counting Committee consists of 05 (*five*) members, including 01 (*one*) Head and 04 (*four*) members, elected by the General Meeting of Shareholders upon the proposal of the Chairperson of the Meeting.

5.2. The Vote Counting Committee is tasked with guiding the use of Voting Cards, the voting procedure, and conducting the vote count, including calculating and excluding related shareholders who do not have voting rights (if any) for each voting matter. In cases where the Vote Counting Committee cannot accurately determine the related shareholders without voting rights (due to lack of information or unclear or incomplete legal regulations), the votes of such shareholders shall still be counted, but the Vote Counting Committee must record this in a report. The determination of shareholders as related parties without voting rights after voting does not affect the validity of the resolution in which such shareholders participated, provided that the resolution still has the necessary number of votes after excluding the votes of the related shareholders.

5.3. The Head of the Vote Counting Committee reports the vote counting results to the General Meeting of Shareholders.

5.4. The Vote Counting Committee is authorized to establish an assisting unit to fulfill its duties.

5.5. The Vote Counting Committee is responsible for the accuracy and integrity of the announced vote counting results.

#### **Article 6. Rights and Obligations of the Chairperson, Chairing Board, and Secretariat**

6.1. The Chairperson of the Board of Directors shall preside over the General Meeting or authorize a member of the Board of Directors to preside over the meeting convened by the Board of Directors.

In the event that the Chairperson of the Board of Directors is absent or unable to conduct the meeting or due to force majeure, the remaining members of the Board of Directors shall elect one among them to preside over the General Meeting by majority vote. If the Board of Directors cannot elect a meeting chairperson, the Head of the Supervisory Board shall conduct the election for the General Meeting of Shareholders



to elect a meeting chairperson, and the person with the highest number of votes shall preside over the meeting.

6.2. Except as provided in Clause 6.1, the person signing the convening of the General Meeting of Shareholders shall conduct the election for the General Meeting to elect a meeting chairperson, and the person with the highest number of votes shall preside over the General Meeting of Shareholders.

6.3. The Chairperson appoints one or more Secretaries for the General Meeting of Shareholders.

6.4. The Chairperson's decision on procedural matters, procedures, or events arising outside the agenda of the General Meeting shall be final.

6.5. The Chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.

6.6. The Chairperson has the right to postpone the General Meeting of Shareholders, which has a sufficient number of registered attendees, for a maximum of 03 (*three*) working days from the scheduled opening date and may only postpone the meeting or change the meeting location in the following cases:

a. The meeting venue does not have sufficient convenient seating for all attendees;

b. The communication facilities at the meeting venue do not ensure that shareholders can participate, discuss, and vote;

c. There are attendees who obstruct, disrupt order, or pose a risk of preventing the meeting from being conducted fairly and legally.

6.6. The Chairperson has the right not to respond to or only acknowledge shareholder contributions if the contributions or recommendations fall outside the scope of the meeting's agenda for the General Meeting of Shareholders.

6.7. The Chairperson of the General Meeting of Shareholders has the following rights:

a. To require all attendees to undergo inspection or other lawful and reasonable security measures;

b. Request the competent authority to maintain order during the meeting; expel individuals who do not comply with the Chairperson's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to adhere to security check requirements from the General Meeting of Shareholders.

6.8. The Chairing Board comprises certain members of the Board of Directors and management officers of the Corporation appointed by the Chairperson. The Chairing Board performs tasks to assist the Chairperson in conducting the General Meeting of Shareholders.

6.9. The Secretariat is responsible for preparing the Meeting Minutes of the General Meeting of Shareholders and performing assistance tasks as assigned by the Chairperson and the Chairing Board. The Secretariat may include one or more assistants.



## **Chapter III**

### **PROCEDURE FOR CONDUCTING THE GENERAL MEETING**

#### **Article 7. Conditions for Conducting the General Meeting of Shareholders**

7.1. The General Meeting of Shareholders shall be conducted when shareholders representing more than 50% of the total voting rights are present.

7.2. In the event that the General Meeting of Shareholders does not meet the conditions for proceeding as stipulated above, the convening and conducting of subsequent meetings shall be carried out in accordance with the Corporation's Charter and the Enterprise Law.

#### **Article 8. Conducting the General Meeting**

8.1. The General Meeting shall proceed according to the agenda approved by the General Meeting of Shareholders.

8.2. The General Meeting shall sequentially discuss and approve the items on the agenda of the General Meeting of Shareholders through voting as stipulated in Article 11 of these Regulations.

8.3. The General Meeting shall be adjourned after the Meeting Minutes of the General Meeting of Shareholders are approved.

#### **Article 9. Approval of Resolutions of the General Meeting of Shareholders**

9.1. A resolution on the following matters shall be approved if it receives the affirmative vote of shareholders representing 65% or more of the total voting rights of all shareholders present and voting at the meeting, except as provided in Clause 9.3 of this Article:

- a. Types of shares and the total number of each type of shares;
- b. Changes in business lines and sectors;
- c. Changes in the management structure of the Corporation;
- d. Investment projects or asset sales valued at 35% or more of the total asset value recorded in the most recent financial statements of the Corporation;
- e. Reorganization or dissolution of the Corporation.

9.2. Resolutions shall be approved when they receive the affirmative vote of shareholders holding more than 50% of the total voting rights of all shareholders present and voting at the meeting, except as provided in Clauses 9.1 and 9.3 of this Article.

9.3. A resolution of the General Meeting of Shareholders on matters adversely affecting the rights and obligations of preferred shareholders shall only be approved if it receives the affirmative vote of preferred shareholders of the same class holding 75% or more of the total preferred shares of that class present at the meeting, or if it receives the affirmative vote of preferred shareholders of the same class holding 75% or more of the total preferred shares of that class in the case of a resolution passed by written consent.

#### **Article 10. Voting Card**

10.1. Voting cards distributed to shareholders/authorized representatives attending the meeting shall include the shareholder code, the number of shares with



voting rights, and the main items to be approved at the General Meeting of Shareholders. The voting card must be stamped by the Binh Duong Producing and Trading Corporation.

10.2. The voting value of the Voting Card corresponds to the number of shares with voting rights that the shareholder owns or the authorized representative registers to attend the General Meeting out of the total number of shares with voting rights of the shareholders/authorized representatives present at the General Meeting of Shareholders.

## **Article 11. Voting Procedures for Resolutions at the General Meeting of Shareholders**

Voting on matters at the General Meeting of Shareholders shall be conducted in the following forms, depending on the circumstances:

### **11.1. Voting by Ballot**

a. The voting items listed on the Voting Card shall be voted on by the shareholder/authorized representative by selecting the option to agree, disagree, or abstain for each item requiring a vote;

b. Shareholders shall vote according to the following principles:

- + Voting shall commence upon the signal from the Chairperson of the meeting or the Head of the Vote Counting Committee and conclude when the last shareholder casts their vote into the ballot box or 30 minutes from the start of voting, whichever comes first. After voting concludes, the ballot box shall be sealed;

- + Vote counting shall be conducted immediately after voting concludes and the ballot box is sealed.

c. Invalid Voting Cards shall not be counted, including:

- + Cards not in the format issued by the Organizing Committee and not stamped by the Corporation;

- + Cards that are torn, crossed out, erased, or altered;

- + Cards without the signature of the shareholder or authorized representative;

- + Cards containing additional information or symbols leading to the inability of the Vote Counting Committee to determine the voter's opinion;

- + Cards with multiple opinions on the same voting item, rendering that part of the vote invalid.

Voting on each item to be approved on the Voting Card is independent, and the validity of one voting item does not affect the validity of other voting items.

d. In the event that a shareholder makes an error while filling out the Voting Card, provided it has not been placed in the ballot box and the voting period has not expired, they have the right to directly contact the Head of the Vote Counting Committee to request a replacement Voting Card to ensure the shareholder's rights.

11.2. Voting for members of the Supervisory Board/Board of Directors shall be conducted according to a separate regulation on the election of members of the Supervisory Board/Board of Directors approved at the General Meeting of Shareholders.

### **11.3. Direct Voting**



Direct voting shall be applied in cases where the voting forms specified in Articles 11.1 and 11.2 above are not applicable.

In the case of direct voting at the meeting, shareholders/authorized representatives shall vote on the issue requiring a vote by raising their Voting Card or by another method as directed by the Chairperson or Chairing Board. The Vote Counting Committee shall record the number of votes in favor, against, and abstentions to announce the voting results before the General Meeting of Shareholders.

#### **Article 12. Regulations on Vote Counting for Voting by Ballot**

12.1. The Vote Counting Committee shall conduct the vote counting in accordance with the following regulations:

- a. The Vote Counting Committee shall work in a separate room/area;
- b. The Vote Counting Committee may utilize electronic technical means in the vote counting process;
- c. Verify the validity of the Voting Cards;
- d. Sequentially check each Voting Card and record the vote counting results;
- e. Calculate and exclude the number of shares without voting rights of the relevant shareholders (if any for each voting item);
- f. Seal all Voting Cards and hand them over to the Head of the Vote Counting Committee.

#### **12.2. Preparation and announcement of the Vote Counting Record**

- a. After completing the vote counting, the Vote Counting Committee shall prepare the Vote Counting Record;
- b. The Vote Counting Record must contain the following main contents:
  - + Name, address of the head office, enterprise code;
  - + Purpose and issues requiring opinions for the approval of the resolution;
  - + Number of shareholders with the total number of voting ballots participating in the voting, distinguishing between valid and invalid voting ballots and the method of submitting voting ballots, accompanied by an appendix of the list of shareholders participating in the voting;
  - + Total number of votes in favor, against, and abstentions for each issue;
  - + Issues approved and the voting rights ratio for each issue;
  - + The Vote Counting Record must be signed by the Chairperson of the Board of Directors, the vote counting supervisor, and the members of the Vote Counting Committee.

#### **Article 13. Expression of Opinions at the General Meeting of Shareholders**

Shareholders or authorized representatives attending the meeting must raise their Voting Cards or register to speak when expressing opinions. The Chairperson shall arrange the order of speeches based on the meeting agenda. The Chairperson may prioritize shareholders who registered to speak first and have opinions related to the meeting agenda. The content of the speeches should be concise and relevant to the



discussion at the General Meeting.

#### **Article 14. Meeting Minutes of the General Meeting of Shareholders**

14.1. The General Meeting of Shareholders must be recorded in minutes and may be audio recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, with an additional version in a foreign language if necessary, and must include the following main contents:

- a. Name, address of the head office, enterprise code;
- b. Time and venue of the General Meeting of Shareholders;
- c. Agenda and content of the meeting;
- d. Full name of the Chairperson and the Secretary;
- e. Summary of the meeting proceedings and speeches at the General Meeting of Shareholders on each issue in the meeting agenda;
- f. Number of shareholders and total number of voting ballots of shareholders attending the meeting, appendix of the registered list of shareholders, authorized representatives attending the meeting with corresponding shares and voting ballots;
- g. Total number of voting ballots for each voting issue, specifying the voting method, total number of valid, invalid, in favor, against, and abstentions; corresponding ratio to the total number of voting ballots of shareholders attending the meeting;
- h. Issues approved and the corresponding voting ratio for approval.
- i. Full name and signature of the Chairperson and the Secretary.

In the event that the Chairperson or the Secretary refuses to sign the Meeting Minutes, the minutes shall be valid if signed by all other attending members of the Board of Directors and contain all required content as stipulated in this clause. The Meeting Minutes shall clearly state the refusal of the Chairperson and the Secretary to sign the minutes.

14.2. The Meeting Minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting.

14.3. The Chairperson and the Secretary of the meeting or any other person signing the Meeting Minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

14.4. The minutes prepared in Vietnamese and in a foreign language shall have equal legal effect. In the event of any discrepancy between the Vietnamese and foreign language versions, the content in the Vietnamese version shall prevail.

14.5. The Meeting Minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 (*fifteen*) days from the date of the conclusion of the meeting; the sending of the Vote Counting Record may be replaced by posting it on the Corporation's electronic information page.

14.6. The Meeting Minutes of the General Meeting of Shareholders, the appendix of the registered shareholder list, the resolutions passed, and related documents attached to the Notice of Meeting must be kept at the Corporation's headquarters.



### **Article 15. Resolution of the General Meeting of Shareholders**

15.1. Based on the results of the General Meeting of Shareholders, the Chairperson shall issue the Resolution of the General Meeting of Shareholders on the matters approved by the General Meeting of Shareholders.

15.2. Shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law have the right to request the Court or Arbitration to review and annul part or all of the Resolution of the General Meeting of Shareholders in accordance with the provisions of Article 151 of the Enterprise Law.

### **Article 16. Effective Date of the Regulations**

16.1. These Regulations consist of 3 Chapters, 16 Articles, and shall take effect immediately upon being voted on and approved by the General Meeting of Shareholders.

16.2. These Regulations may be amended from time to time based on the proposal of the Chairman of the Corporation's Board of Directors and approved by the General Meeting of Shareholders.

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

**NGUYEN AN DINH**