VINCOM JOINT STOCK COMPANY
(VINCOM JSC)
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[Draft]
REGULATIONS ON THE ORGANIZATION AND OPERATION OF THE ANNUAL AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETINGS OF THE VINCOM JOINT STOCK COMPANY
(Hereinafter referred to as "THE REGULATIONS")

Pursuant to:

- *The Law on Enterprises No. 60/2005/QH11 adopted by the National Assembly of the Socialist Republic of Vietnam on 29 November 2005;*
- *The Law on Securities No. 70/2006/QH11 adopted by the National Assembly of the Socialist Republic of Vietnam on 29 June 2006;*
- *The Law amending and supplementing articles of Law No. 62/2010/QH12 adopted by the National Assembly of the Socialist Republic of Vietnam on 24 November 2010;*
- *Government Decree No. 102/2010/ND-CP dated 1 October 2010, providing detailed guidance on the implementation of articles in the Law on Enterprises;*
- *The Charter of the Vincom Joint Stock Company.*

CHAPTER I
GENERAL PROVISIONS

Article 1: Scope and subjects for application

1.1 These Regulations shall apply to the organization of Annual and Extraordinary General Shareholders Meetings (hereinafter referred to as the "**Meeting**" or "**GSM**") of Vincom Joint Stock Company (or other related names (hereinafter referred to as *"the **Company**")*.

1.2 These Regulations set forth provisions on the rights and obligations of shareholders, proxies and relevant parties participating in the Meeting, and on conditions and procedures of the Meeting.

1.3 Shareholders or proxies attending the Meeting and relevant parties shall be responsible for implementation in line with the provisions in these Regulations.

CHAPTER II
RIGHTS AND OBLIGATIONS OF MEETING PARTICIPANTS

<u>Article 2</u>: Rights and obligations of shareholders or their proxies

2.1 Eligibility requirements for participating in the Meeting:

Participants must be shareholders or their proxies as confirmed in writing by one or more shareholders named in the Company's List of Shareholders on the record date for the Meeting.

2.2 Rights of shareholders at the Meeting:

a. Shareholders have the right to participate in the Meeting on their behalf or authorise in writing for another person to represent them as a proxy at the meeting.

b. Shareholders may discuss and vote on all matters within the framework of the Meeting in accordance with the Law on Enterprises, other legislative documents and the Company Charter.

c. Shareholders have the right to be provided with the Meeting agenda and related materials by the Organizing Committee.

d. Each shareholder or proxy will be issued a voting card by the Shareholder's Eligibility Checking Committee after registering to participate in the Meeting.

e. Any shareholder or proxy arriving late to the Meeting is entitled to register and vote on the matters yet to be presented or voted. The Chairperson is not responsible for stopping the Meeting and the previously matters voted on will not be affected.

2.3 Obligations of shareholders at the Meeting:

a. Shareholders and proxies must bring their identity card or passport, invitation letter, their power of attorney (in the case of authorisation or proxies) to the Meeting and register his or her participation with the Shareholder's Eligibility Checking Committee.

b. All Meeting participants must be dressed appropriately.

c. All voice recordings or images taken during the Meeting must be publicly disclosed and are subject to the approval of the Meeting Chairperson.

d. All opinions expressed and votes shall be in line with the Organizing Committee's guidance and the Chairperson's steering of the Meeting shall be respected.

e. All participants must strictly adhere to these regulations and respect the results the Meeting's work.

<u>Article 3</u>: Rights and obligations of the Shareholder's Eligibility Checking Committee

3.1 The Shareholder's Eligibility Checking Committee shall consist of one Chief and members decided by the Chairman of the Board of Management (the "**BoM**") and will be responsible for the following functions and tasks:

a. Checking shareholder and proxy eligibility: asking shareholders and proxies participating in the Meeting and invited guests to present their ID cards or passports, invitation letters, and authorization papers (in the case of attorneys).

b. Ensuring shareholders and proxies have voting cards for items on the agenda as well as for electing members to the Inspection Committee (the "**IC**") and other related Meeting documents.

c. Reporting the results of the eligibility checks of participating shareholders and proxies before the Meeting begins and prior to each voting session at the Meeting if there is any change in the number of shareholders participating in the Meeting (such as latecomers and late registrations).

3.2 The Shareholder's Eligibility Checking Committee has the right to establish an administrative team to assist in relevant matters for the Committee's completion of its tasks.

<u>Article 4:</u> Rights and Obligations of the Vote Counting Committee

4.1 The Vote Counting Committee consists of one Chief and members nominated by the Meeting Chairperson and approved by voting taken at the Meeting.

4.2 The Vote Counting Committee is responsible for providing guidance on the use of voting and election cards, voting procedures and vote counting, as well as counting and excluding non-voting right interested shareholders (if any) from voting on each item.

4.3 The Chief of the Vote Counting Committee shall report to the Meeting on the results of the vote counting.

4.4 The Vote Counting Committee has the right to establish an administrative team to assist it in accomplishing its various tasks.

4.5 The Vote Counting Committee shall be ultimately responsible for the accuracy and integrity of the released results.

<u>Article 5:</u> Rights and obligations of the Meeting Chairman and Secretariat

5.1 The GSM shall be chaired by the Chairman of the BoM who is assigned the task of steering the Meeting. The Chairman shall appoint a Secretariat to record minutes of the Meeting.

If the Chairman of the BoM is absent or unable to steer the meeting, the BoM shall elect one of its other members to chair the Meeting. If the BoM fails to elect a Chairperson, the BoM member with the highest standing shall steer the Meeting to vote one of the other BoM members or other shareholders at the Meeting will be elected to act as Chairperson. The name and number of votes for each person must be disclosed at the Meeting.

5.2 The Chairman's decisions will carry the most weight regarding procedures and the sequence of the agenda, as well as matters arising from the Meeting's agenda.

5.3 The Chairman shall steer the Meeting in an appropriate and orderly manner and allow the Meeting to reflect the wishes of the majority of participating shareholders.

5.4 At the Chairman's discretion, the Meeting may be postponed or held in another location (in compliance with the Law on Enterprises and the Company Charter) if he or she deems that:

a) The location of the Meeting is not large enough to hold the appropriate number of seats for all participants or

b) The behaviour of some participants causes disorder and disruptions that hinder the meeting from proceeding in a fair and legitimate fashion.

5.5 The Chairman has the right to not respond or just note down comments and suggestions from shareholders if the content of such comments and suggestions are beyond the scope of what was asked.

5.6 The Chairman has the right to ask a competent authority to maintain order at the meeting. He or she may also expel anyone from the Meeting who shows signs of causing disorder, disobeying the Chairman, or hindering the normal procedure of the Meeting.

5.7 The Secretariat will record the minutes of the Meeting and perform other tasks as assigned by the Chairman.

CHAPTER III

MEETING PROCEDURE

Article 6: Conditions for holding the Meeting

6.1 The Meeting will proceed when at least 65% of the voting shares are represented by the shareholders at the Meeting, according to the list of shareholders produced on the date of record for the Meeting. If over 60 minutes have passed from the opening time of the Meeting as per the agenda circulated to shareholders and less than 65% of the voting shares are represented by the registered shareholders at the Meeting according to the list of shareholders on the record date for the Meeting, the meeting will be deemed ineligible to proceed.

6.2 If the Meeting is deemed ineligible to proceed according to the above provisions, a second summons will be made and the Meeting conducted in accordance with the Company's Charter and the Law on Enterprises.

Article 7: Conduct of the Meeting

7.1 The Meeting shall be conducted as per the agenda adopted by the Meeting.

7.2 The contents on the agenda will be discussed and voted on in the allocated sequence as regulated in Article 10 of these Regulations.

7.3 The Meeting shall be deemed closed after the Meeting Minutes have been approved.

Article 8: Adopting Decisions at the Meeting

8.1 Items presented at the Meeting shall be considered adopted when they are accepted by shareholders or their proxies at the Meeting representing at least 65% of the total voting shares.

8.2 The following items shall be considered adopted when they are accepted by shareholders or their proxies at the Meeting representing at least 75% of the total voting shares:

- Types and amounts of shares offered for sale.
- Amendments and supplements to the Company's Charter.
- Re-organization or dissolution of the Company.
- Decisions on transferring more than 50% of the Company's total assets as recorded in the Company accounts.

Article 9: Voting cards

9.1 Voting cards are provided for all shareholders and proxies attending the Meeting and shall contain the shareholder's code, their number of voting shares and the contents that require voting at the Meeting. Voting cards must include the Company's stamp in order to be considered valid.

9.2 The value of the voting card corresponds to the number of voting shares held by the shareholder or proxy attending the Meeting over the total number of voting shares represented by shareholders and proxies at the Meeting.

Article 10: Voting procedures for adopting decisions at the Meeting

Voting on matters at the Meeting shall, according to specific cases, be conducted in the following manner:

10.1. Casting ballots:

a. Items up for vote recorded on the voting card shall be adopted by shareholders and proxies by choosing 'yes', 'no' or 'no comment' for those particular items.

b. Shareholders shall cast their votes according to the following rules:

+ The casting of votes will begin when ordered by the Chairman of the Meeting or the Chief of the Vote Counting Committee and ends when the final shareholder casts his or her vote in the ballot box or 30 minutes after the start of the vote, whichever comes first. After the voting is completed, the ballot box will be sealed and shareholders that did not cast their votes will be deemed as giving no comment.

+ Votes will be counted immediately after the ballot box is sealed.

c. The following ballots will be considered invalid and will not be counted:

+ Ballots that do not bear the Company stamp and do not comply with the sample issued by the Organizing Committee.

+ Torn, erased, scratched or corrected ballots.

+ Ballots containing additional information and symbols.

+ Ballots with two or more votes on the same item.

Votes for each item on the voting card are independent and their validity will not affect other items up for vote on the Meeting agenda.

d. If there are mistakes in the information on the voting card but it has not been put into the ballot box and before the voting deadline, the shareholder may contact the Chief of the Vote Counting Committee directly and exchange the card to ensure the shareholder's entitlements.

10.2. Voting for members of the IC and the BoM will be conducted in accordance with the relevant regulations adopted in the Meeting.

10.3. Direct voting:

Direct voting will apply to cases that do not require formal voting as regulated in Articles 10.1 and 10.2.

Shareholders and proxies shall vote directly on matters at the Meeting that require opinions by raising their voting card or other methods as approved by the Chairman. The Vote Counting Committee will record the approvals, non-approvals, and no-comments then announce the results at the Meeting.

Article 11: Regulations for counting ballots

11.1 The Vote Counting Committee shall count the ballots cast as follows:

a. The Committee shall work in a room or area separate from the Meeting.

b. The Committee may use technical and electronic equipment to support the vote counting.

c. The Committee must check the validity of voting cards.

d. The Committee must check each voting card and record the vote counting results.

e. The Committee must count and exclude the shareholders' shares that are not eligible for voting (if any, for each item put up for vote).

f. The Committee will seal all voting cards and hand them over to the Chairman.

11.2 Establishing and disclosing the minutes of the vote count:

a. After counting the votes, the Vote Counting Committee will set down the minutes of the results.

b. The Vote-counting Minutes must include:

+ The time and location of the vote counting.
+ The names of the Vote Counting Committee members.
+ The total number of shareholders with voting rights attending the Meeting.
+ The total number of shareholders with voting rights that cast votes.
+ The number and proportion of valid and invalid voting cards.
+ The number and proportion of voting rights on each item.
+ The final results of the vote count and the signatures of all the Vote Counting Committee members.

Article 12: Expressing opinions at the Meeting

Shareholders or proxies attending the Meeting may offer their opinions by raising their voting cards and obtaining permission from the Chairman. Comments should be brief and relevant to the topic under discussion. Shareholders should not repeat what has already been expressed by other shareholders and only comments applicable to the agenda will be recorded in the minutes of the Meeting.

Article 13: Minutes of the Meeting

13.1 The contents of the Meeting shall be documented in the minutes. The Meeting's Chairman and Secretary are jointly liable for the truth, accuracy and content of the minutes.

13.2 The minutes of the Meeting shall be disclosed and adopted by the Meeting before it closes.

13.3 The minutes of the Meeting, the shareholder's eligibility check, vote count and other materials on the proceedings and the Meeting results will be archived at the Company's head office.

13.4 The minutes of the GSM will be sent to all shareholders within fifteen (15) days of the closing of the Meeting.

13.5 The minutes of the Meeting will form the basis of the Meeting's resolution.

Article 14: General Shareholders' Resolutions

14.1. The Chairman shall make resolutions on items adopted at the General Shareholders' Meeting, which will be sent to all shareholders within fifteen (15) days of the Meeting's closing date.

14.2. The shareholders, the BoM and IC members, shareholders and the General Director have right to request the Court or Arbitrator to review and/or cancel the GSM's decision, or a part thereof, in accordance with provisions in Article 107 of the Law on Enterprises.

Article 15: Effectiveness of these Regulations

15.1 These regulations, consisting of three Chapters and fifteen Articles, will take effect immediately upon being adopted by a vote at the Meeting;

15.2 Any amendments or supplements to these regulations must be proposed by the Board of Management and subsequently voted on and approved by the General Shareholders.

ON BEHALF OF
THE GENERAL SHAREHOLDERS
CHAIRMAN

PHAM NHAT VUONG

Note: This document is subject to amendments and supplements and shall be submitted to the General Shareholders for their consideration and final decision at the Meeting.