

HCMC, June 30, 2023

**DRAFT**

**REGULATIONS**  
**ON ORGANIZING 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**OF PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION**

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**CHAPTER I**  
**GENERAL PROVISIONS**

**Article 1: Purposes**

1. In order to ensure the principles of publicity, transparency, equality, and democracy in all activities at the Annual General Meeting of Shareholders,
2. In order to create favorable conditions for the organization of the Annual General Meeting of Shareholders,
3. In order to create favorable conditions for Shareholders attending and exercising their rights at the Annual General Meeting of Shareholders.

**Article 2: Scope of application**

1. These regulations shall apply to the organization of the Annual General Meeting of Shareholders (hereinafter referred to as “the AGM”) on June 30, 2023 of Phat Dat Real Estate Development Corporation.
2. All shareholders, shareholders’ representatives (hereinafter referred to as “Shareholders”) and other parties attending the AGM shall abide by the provisions of this Regulations.

**Article 3: General Regulations**

1. All shareholders attending the meeting must be formally dressed.
2. All shareholders must sit in the seat or area assigned by the Organizing Committee.
3. Smoking is prohibited in the meeting room.
4. Shareholders are requested to maintain order during the Meeting. In the event that any shareholder's actions result in a disruption or pose a security risk, the chairman reserves the right to request their departure from the meeting room.
5. Mobile phones must be switched off or set to silent mode. In case Shareholder using mobile phones affects the Meeting, the chairman reserves the right to request their departure from the meeting room.
6. Shareholders are responsible for attending the AGM from the beginning to the end of the meeting. In case of Shareholders due to force majeure circumstances must leave the meeting before the end of the meeting, such Shareholders shall not be eligible to vote for all the issues to be voted at the AGM presented after the Shareholder leaves the AGM.

**Article 4: Conditions for conducting the AGM**

1. The AGM shall be conducted when the number of attending Shareholders represents more than 50% of the voting shares of the Company.
2. If the first meeting fails to meet the conditions prescribed in Clause 1 of this Article, the AGM must be conducted for the second time within thirty (30) days from the proposed date of the first meeting. The AGM shall be held when it is attended by a number of Shareholders representing at least 33% of voting shares of the Company.
3. If the second meeting is not eligible to proceed according to the provisions prescribed in Clause 2 of this Article, the AGM shall be conducted for the third time within twenty (20) days from the proposed date of the second time. In this case, the AGM shall be held regardless of the number of attending Shareholders or the number of voting shares.

## CHAPTER II

### RIGHTS AND OBLIGATIONS OF PARTIES ATTENDING THE AGM

#### **Article 5: Rights and obligations of Shareholders attending the AGM**

##### ***A. Rights of Shareholders attending the AGM***

1. Shareholders whose names are on the list of shareholders as determined on the final registration date for attending the AGM (May 30, 2023) are entitled to attend the AGM.
2. Shareholders may authorize a representative to attend and vote at the AGM on their behalf. Institutional shareholders possessing at least 10% of the Company's common shares are eligible to appoint a maximum of 2 (two) representatives.
3. Shareholders attending the AGM must present their Identity Cards/Passport, Invitation Letters, and Power of Attorney in case of authorized representative, to the Shareholders' Eligibility Examining Committee, sign their names, and receive Voting cards and Voting ballots (which states the ownership registration number and the number of shares eligible for voting.)

The value of a voting card or voting ballot corresponds to the proportion of voting shares owned or represented by the shareholder, according to the registration for the AGM, to the total number of voting shares owned by all shareholders attending the AGM.

4. After the presentation of reports and proposals, attending Shareholders have the right to discuss and vote on issues presented in the AGM.

##### ***B. Obligations of Shareholders attending the AGM***

1. Comply with the provisions of this Regulations.
2. When attending the AGM, Shareholders or representatives must complete the registration procedures with the Shareholders' Eligibility Examining Committee.
3. Strictly follow the rules of the AGM and uphold the outcomes of the AGM.

#### **Article 6: Rights and obligations of the Shareholders' Eligibility Examining Committee**

The Shareholders' Eligibility Examining Committee is set up by the Board of Directors. Its functions are as follows:

1. To check Shareholders' Identity cards/passports, the eligibility of the Power of Attorney; check the content, form, and number of voting cards and voting ballots representing the number shares owned or authorized; deliver meeting documents to shareholders or authorized representatives; and publicly announce the results of verifying shareholders' eligibility at the AGM,
2. In case Shareholders fail to prove their eligibility for attending the AGM, the Shareholders' Eligibility Examination Committee shall have the right to refuse to provide Voting Cards, Voting Ballots, and the AGM's documents and expel such shareholders from the AGM.
3. To work in an honest and accurate manner and take responsibility for verifying Shareholders' eligibility and reporting the eligibility examining results at the AGM.

#### **Article 7. Rights and Obligations of the Chair Committee, the Secretary Committee, and the Vote Counting Committee:**

##### ***1. Rights and Obligations of the Chair Committee:***

- The Chairperson of the AGM is the Chairman of the BOD. The Chair Committee shall be nominated by the Chairperson and in charge of chairing the AGM.
- The Chair Committee takes actions which it finds necessary in order to conduct the AGM in a valid and orderly manner as in the approved agenda, or in a way that will allow the AGM to reflect the wishes of the majority of attending Shareholders;
- The Chairperson shall have the right to adjourn the AGM to another time or change the location of the meeting if he or she deems that:
  - The location of the AGM is insufficient to hold the appropriate number of seats for all participants;

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- The behavior of some participants causes disorder and disruptions that hinder the meeting from proceeding in a fair and legitimate fashion;
- It is necessary to postpone in order to conduct the AGM in a valid way.

The delay shall not exceed 03 days from the initial opening date;

- In case the Chairperson delays or suspends the AGM against the aforementioned regulation, the AGM shall elect another person among the participants to replace the Chairperson until the end of the meeting; all Resolutions ratified at the AGM shall be effective.
- The Chair Committee's decision on orders, procedures, or events outside the agenda of the AGM will be the final decision.

**2. *Rights and Obligations of the Secretary Committee:***

The AGM's Secretary Committee shall be appointed by the Chairperson. Its functions are as follows:

- To record and reflect true and accurate all progress of the AGM and matters approved or noted by Shareholders at the AGM;
- To draft the Meeting Minutes and the Resolutions of approved matters at the AGM;
- To provide assistance as assigned by the Chairperson.

**3. *Rights and Obligations of the Vote Counting Committee:***

The Vote Counting Committee is nominated by the Chairperson and approved by the AGM via voting. The Vote Counting Committee has the following tasks:

- Checking and counting; drafting and disclosing the minutes of counting election ballots for members of the BOD for term 2023-2028;
- Checking and counting; drafting and disclosing the minutes of counting voting ballots of related issues at the AGM;
- Handing over the counting minutes, all the election ballots and voting ballots which were sealed to the Organizing Committee of the AGM;
- Being responsible for the truthfulness and accuracy of the counting, preparing the counting minutes, and announcing the vote counting results.

**CHAPTER III  
MEETING PROCEDURES**

**Article 8: Agenda of the AGM**

The AGM shall be orderly conducted as follows:

1. Announcement of the results of verifying attending shareholders' eligibility;
2. Approval of the AGM's Agenda;
3. Introduction of the Chair Committee and the Secretary Committee; approval of the Vote Counting Committee;
4. Approval of the Regulations on Organizing of the AGM;
5. Presentation of Reports; Discussion of the content in the approved Agenda;
6. The election for members of the BOD,
7. Voting for approval of the Proposals;
8. Result announcement of the voting matters and the election of the BOD
9. Approval of the Meeting Minutes and Resolutions of the AGM;
10. Closing of the AGM.

**Article 9: Voting to approve the issues at the AGM**

1. Before the voting to approve the proposals at the AGM, Shareholders shall cast their votes by raising voting cards to approve the Regulations on Voting. Other arising matters (if any) under the competence of the GMS shall be discussed and voted for approval in compliance with this Regulations.
2. Each Shareholder attending the AGM will be provided with one (01) Voting Ballot with all issues to be voted at the AGM.

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The Chair Committee shall canvas Shareholders' opinions on each issue (*with 03 kinds of voting status: agree, disagree, and no comment*). Shareholders shall cast their votes by marking 'x' or '✓' for the selected voting status and send back the checked ballots to the Vote Counting Committee.

3. The following issues shall be voted on by Voting Cards: the Meeting Agenda, the Regulations on Organizing the AGM, the approval of the Vote Counting Committee, the Meeting Minute, and the Meeting Resolutions.

The Chair Committee shall canvas Shareholders' opinions on the issues (*Agree or Disagree*). Shareholders shall cast their votes by raising Voting Cards. Shareholders who do not raise their Voting cards in all two votes when the Chairperson asking for approval or disapproval shall be deemed as approving the matter.

#### **Article 10: Passing of Resolutions at the AGM**

1. A resolution of the General Meeting of Shareholders shall be passed when it is approved by the number of shareholders representing more than 50% of the total voting shares of all attending Shareholders. In case the contents such as: (i) Annual business plan, (ii) Annual Financial Statements, (iii) Report of the Board of Directors, do not pass the approval, the Chairperson shall suggest solutions including organizing second voting at the AGM or organizing a second Annual General Meeting of Shareholders.
2. As for the contents related to the supplement of business lines; or investment in or sales of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the Company's latest audited financial statements, a resolution shall be passed when it is approved by the number of shareholders representing 65% or more of the total voting shares of all attending Shareholders.

#### **Article 11: Participation at the AGM**

1. Shareholders who wish to speak must have the consent of the Chair Committee.
2. Shareholders shall make brief speeches and focus on the key contents to be discussed, in accordance with the approved Agenda. The Chair Committee will arrange for shareholders to speak in the order of registration, at the same time, answer the queries of shareholders.
3. The Chairperson shall only answer key questions related to the contents of the Agenda and reflecting the wishes of the majority of Shareholders. The Chairperson shall not answer directly and explain in detail the contents published to the public or prescribed by-laws or contents that require professional explanation to reflect the wishes of an individual shareholder.
4. In case of questions not in line with the Agenda, the Chairperson shall collect the unanswered questions at the AGM and provide answers to Shareholders later in written documents or announcements on the Company's website.
5. In case the discussion exceeds the program time of the AGM, answers to unanswered questions shall be provided later in written documents or announcements on the Company's website.

### **CHAPTER IV MEETING MINUTES**

#### **Article 12: Meeting Minutes**

Contents of the AGM must be recorded by the Secretary Committee in the Meeting Minutes. Minutes of the AGM must be announced and approved prior to the closing of the AGM and recorded in the Company's Minutes Book.

### **CHAPTER V EXECUTION PROVISION**

**Article 13:** These regulations comprise of 5 chapters divided into 13 Articles and shall come into effect immediately after being approved at the 2023 Annual General Meeting of Shareholders of Phat Dat Real Estate Development Corporation.

### **THE ORGANIZING COMMITTEE**