

DRAFT

ORGANIZATION AND VOTING REGULATIONS AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

***Dear:* ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
TAN PHU VIETNAM JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises 2020 and implementing documents
- Pursuant to the Law on Securities 2019
- Pursuant to Decree No. 155/2020/ND-CP guiding the implementation of the Law on Securities 2019;
- Pursuant to the Charter on the organization and operation of the Company.

In order to ensure that the 2025 Annual General Meeting of Shareholders (“**the Meeting**”) of Tan Phu Vietnam Joint Stock Company (“**the Company**”) is conducted efficiently and smoothly, achieves success, safeguards the rights of shareholders, and complies with the provisions of the Law on Enterprises and the Company’s Charter.

The Organizing Committee respectfully submits to the General Meeting of Shareholders for approval the “**Regulations on Organization and Voting at the 2025 Annual General Meeting of Shareholders**” (“the Regulations”) with the following main contents:

Article 1. Duties of the General Meeting of Shareholders

- To vote on the approval of the Regulations on Organization and Voting at the Meeting; the Meeting Agenda; and the Vote Counting Committee.
- To discuss and vote on the reports of the Board of Directors (“BOD”) (including the report of the Audit Committee) and the Executive Board on the Company's performance in 2024 and business plan for 2025.
- To discuss and vote on the audited financial statements for the year 2024.
- To discuss and vote on the proposal for the 2024 profit distribution plan; the remuneration payment to the BOD for 2024 and the remuneration plan for 2025.
- To discuss and vote on the proposal regarding the selection of the auditing firm for the 2025 financial year.
- To discuss and vote on the proposal for a public offering of additional shares to increase charter capital in 2025 and the plan for using the proceeds from the offering.
- To discuss other matters arising at the Meeting.
- To vote on the approval of the Meeting Minutes and the Resolution of the Meeting.

Article 2. Shareholders Attending the General Meeting of Shareholders

All shareholders of the Company whose names are on the list of shareholders as of March 17, 2025, are entitled to attend the 2025 Annual General Meeting of Shareholders of the Company.

1. Shareholders or their authorized representatives attending the Meeting must register with the Shareholder Eligibility Verification Committee to receive the Voting Ballot, Voting Card, and Discussion Slip, which shall indicate the name of the shareholder or the authorized representative, voting code, and the corresponding number of voting shares.
2. Shareholders or authorized representatives must arrive on time and complete the registration procedures with the Meeting Organizing Committee before entering the meeting room. They must bring the following documents to verify their eligibility and complete the registration and confirmation process with the Organizing Committee:

(A) In the case where the shareholder is an individual attending the Meeting in person, the following document must be presented:

+ A valid original copy of the Identity Card/Citizen Identification Card/Passport.

(B) In the case where the shareholder is an individual who authorizes another person to attend the Meeting, the authorized representative must present:

+ A valid original copy of the Identity Card/Citizen Identification Card/Passport; and

+ A valid Power of Attorney in the form prescribed by the Company.

(C) In the case where the shareholder is an organization and its legal representative directly attends the General Meeting of Shareholders, the legal representative must present:

+ A certified true copy of the Enterprise Registration Certificate or Establishment Decision;

+ A valid original copy of the Identity Card/Citizen Identification Card/Passport of the legal representative.

(D) In the case where the shareholder is an organization and it authorizes a person other than its legal representative to attend the Meeting, the authorized representative must present:

+ A valid original copy of the Identity Card/Citizen Identification Card/Passport of the authorized representative;

+ A certified true copy of the Enterprise Registration Certificate or Establishment Decision; and

+ A valid Power of Attorney in the form prescribed by the Company.

In cases where the Shareholder or authorized representative fails to present the required documents to verify their eligibility to attend the Meeting as specified in the above-mentioned cases (A), (B), (C), and (D), the Meeting Organizing Committee has the right and will refuse to allow such Shareholder or authorized representative to attend the Meeting.

3. Authorized representatives attending the Meeting must use the Power of Attorney form provided by the Company along with the Invitation Notice and are not permitted to further delegate their authority to a third party.
4. Smoking is strictly prohibited in the meeting room.

5. Private conversations and the use of mobile phones during the Meeting are not allowed. All mobile phones must be turned off or set to silent mode.
6. Audio or video recording at the Meeting must be approved by the Chairperson and/or agreed upon by all attending shareholders.
7. Shareholders/authorized representatives attending the Meeting must remain seated in the designated area assigned by the Organizing Committee, follow the instructions of the Presidium, behave in a respectful and civilized manner, and comply with the security and order regulations at the meeting venue as required by the Organizing Committee.
8. For the overall benefit of the Meeting, shareholders/authorized representatives may be denied participation by the Organizing Committee if they violate or fail to comply with the security and order regulations during the Meeting.

Article 3. The Presidium

1. The Presidium shall consist of at least 03 members, including 01 Chairperson who is the Chairperson of the Board of Directors, and other members appointed by the Chairperson of the Board. The Chairperson of the Board of Directors shall preside over the General Meeting of Shareholders. The Presidium shall manage the Meeting based on the agenda and contents proposed by the Board of Directors (“BOD”) and approved by the General Meeting.
2. Duties of the Presidium:
 - a) To manage the activities of the General Meeting of Shareholders according to the agenda proposed by the BOD and approved by the Meeting;
 - b) To guide shareholders and/or authorized representatives and the Meeting in discussing the items on the agenda;
 - c) To present drafts and conclusions on matters requiring a vote by the Meeting;
 - d) To discuss and clarify issues related to the agenda upon shareholders’ requests;
 - e) To decide on and handle any matters arising during the course of the Meeting.
3. Working principles of the Presidium:

The Chairperson is the highest authority and moderator of the Meeting. Other members of the Presidium shall carry out tasks as assigned or authorized by the Chairperson.

Article 4. The Meeting Secretariat

1. The Meeting Secretariat shall consist of up to 02 members appointed by the Chairperson; it shall be accountable to the Chairperson, the Presidium, and the General Meeting of Shareholders for its assigned duties and shall operate under the direction of the Chairperson.
2. Duties of the Meeting Secretariat:
 - a) To assist the Presidium in announcing the agenda, drafting documents, conclusions, resolutions of the Meeting, and notices from the Presidium to shareholders upon request;
 - b) To receive and organize shareholders’ requests to speak and forward them to the Presidium for decision;
 - c) To accurately and faithfully record the entire proceedings of the Meeting, including all matters approved or noted by the shareholders, in the Meeting Minutes;

- d) To draft the Resolution on the matters approved at the Meeting;
- e) To read the Meeting Minutes as a basis for the General Meeting to approve;
- f) To perform other tasks as requested or assigned by the Chairperson

Article 5. Shareholder Eligibility Verification Committee

1. The Shareholder Eligibility Verification Committee of the Meeting shall consist of up to 03 members, including 01 Head and up to 02 members, appointed by the Chairperson of the Board of Directors.
2. Duties of the Shareholder Eligibility Verification Committee:
 - To verify the eligibility of shareholders and their authorized representatives attending the Meeting
 - The Shareholder Eligibility Verification Committee shall report to the General Meeting of Shareholders on the attendance status. If the number of shareholders and/or authorized representatives attending the Meeting represents more than 50% of the total voting shares, the Meeting shall be validly conducted in accordance with regulations.
 - The Committee must prepare a Minutes of Shareholder Eligibility Verification, report to, and be accountable to the General Meeting of Shareholders for the execution of its duties.
 - After the Meeting, the Committee must hand over the Minutes of Shareholder Eligibility Verification along with the list of attending shareholders to the Meeting Organizing Committee for record-keeping purposes.
 - To perform other tasks as requested or assigned by the Chairperson.

Article 6. Vote Counting Committee

1. The Vote Counting Committee of the Meeting shall consist of up to 03 members, including 01 Head and up to 02 members, as proposed by the Chairperson and approved by the General Meeting of Shareholders through voting.
2. Duties of the Vote Counting Committee:
 - To announce the Voting Rules and Election Regulations (if any), and to guide shareholders in carrying out the voting and/or election procedures;
 - To accurately determine the voting results for each matter submitted for approval;
 - o review and report to the General Meeting any violations of the voting rules, election regulations, or any complaints and petitions regarding the voting or election results;
 - To notify the Meeting Secretariat of the voting and election results for inclusion in the Meeting Minutes;
 - The Vote Counting Committee must prepare the Vote Counting Minutes, report to, and be accountable to the General Meeting of Shareholders for the performance of its duties.
 - After the Meeting, the Vote Counting Committee must hand over the Vote Counting Minutes along with all voting ballots to the Meeting Organizing Committee for archival purposes.
 - To perform other tasks as requested or assigned by the Chairperson.

Article 7. Discussion at the General Meeting

1. Principles:

- Discussion shall only take place within the allotted time and must pertain to the matters presented in the official agenda of the General Meeting of Shareholders. In case additional discussion time is required beyond what was initially planned, the Chairperson shall have the authority to make a decision on this matter.
- Shareholders or authorized representatives who wish to express their opinions must fully complete their information and clearly state the issues to be addressed on the Discussion Slip provided, and submit it to the Meeting Secretariat;
- The Meeting Secretariat shall organize and sort the Discussion Slips and forward them to the Presidium;
- Shareholders or authorized representatives wishing to speak or debate must raise their hand and comply with the following rules:
 - . Must receive approval from the Chairperson before speaking;
 - . Must state their name and voting code prior to speaking;
 - . The content of the statement must be concise and relevant to the Meeting's agenda;

2. Responding to Shareholders' or Authorized Representatives' Opinions:

- Based on the Discussion Slips submitted by shareholders, the Chairperson or a person authorized by the Chairperson shall respond to the opinions or questions raised by shareholders or their authorized representatives.
- In cases where there are numerous discussion topics and the allocated discussion time is insufficient, the Chairperson shall have full authority to review and prioritize the topics for discussion, ensuring the most relevant and practical issues are addressed for the benefit of the shareholders.

Article 8. Voting on Matters at the General Meeting

1. Principles:

- All matters on the agenda of the General Meeting must be discussed and publicly voted on by the General Meeting of Shareholders, either by a show of Voting Cards or by secret ballot using Voting Ballots (depending on the specific matter), applicable to all shareholders and/or authorized representatives.
- The Voting Cards/Voting Ballots are printed by the Company and distributed to shareholders/authorized representatives at the beginning of the General Meeting. These will be collected by the Organizing Committee at the end of the Meeting. Each shareholder/authorized representative will be provided with one Voting Card and one Voting Ballot. The Voting Card shall clearly state the Shareholder Code, Full Name, and Number of Voting Rights of that shareholder. The Voting Ballot, in addition to containing the same information as the Voting Card, will also include the voting items in accordance with the Meeting agenda and a section for the signature of the shareholder or authorized representative.

2. Voting Method:

2.1. *Voting by Raising the Voting Card*

- ❖ Matters to be voted on by raising the Voting Card
 - Approval of the Regulations on Organization and Voting at the General Meeting;
 - Approval of the Meeting Agenda;
 - Approval of the composition of the Vote Counting Committee;
 - Approval of the Meeting Minutes and the Resolution of the General Meeting of Shareholders;
 - Other matters within the authority of the General Meeting of Shareholders as decided by the Chairperson.
- ❖ Method of Voting by Raising the Voting Card:
 - Shareholders and/or authorized representatives shall vote (in favor, against, or abstain) on each matter by directly raising their Voting Cards at the Meeting.
 - When the Chairperson calls for a vote, shareholders or authorized representatives who **agree** will raise their Voting Cards. Members of the Vote Counting Committee will record the Shareholder Code and the corresponding number of voting shares for each approving shareholder or representative.
 - Subsequently, as directed by the Chairperson, shareholders or authorized representatives who **disagree** or **abstain** will raise their Voting Cards in turn.
 - Immediately after each voting session on a matter proposed by the Chairperson, the Vote Counting Committee will proceed with vote counting, and the Committee and/or the Chairperson will publicly announce the voting results to the entire Meeting.

2.2. *Secret Ballot Voting Method*

- ❖ **Matters to be Voted on by Secret Ballot (Voting Ballot)**
 - Report of the Board of Directors (including the Audit Committee's Report) and the Executive Board on the Company's operations in 2024 and the business plan for 2025;
 - Proposal for approval of the audited Financial Statements for 2024;
 - Proposal for approval of the 2024 profit distribution plan, the 2025 remuneration payment for the Board of Directors, and the 2025 remuneration plan;
 - Proposal on the selection of the auditing firm for the 2025 financial year;
 - Proposal on the public offering of additional shares to increase the charter capital in 2025 and the plan for using the proceeds from the offering;
 - Proposals on other matters within the authority of the General Meeting of Shareholders (if any).
- ❖ **Method of Voting by Secret Ballot:**
 - Shareholders and/or authorized representatives shall mark (X) or (√) in the box corresponding to **Agree / Disagree / Abstain** for each matter listed on the Voting Ballot; then sign and clearly write their full name on the Voting Ballot.
 - Once completed, shareholders and/or authorized representatives shall submit their ballots following the instructions provided by the Vote Counting Committee during the Meeting.

- After confirming that all shareholders and/or authorized representatives attending the Meeting have completed voting, the Vote Counting Committee shall proceed with counting the votes and announce the results to the entire General Meeting.

3. Voting Rules:

- 3.1. Each 01 (one) share corresponds to one voting right. Each shareholder and/or authorized representative attending the Meeting, representing one or more voting rights, shall be issued 01 (one) Voting Card and 01 (one) Voting Ballot, which reflect the corresponding number of voting rights.
- 3.2 Matters submitted for voting at the General Meeting shall be deemed approved when they receive affirmative votes representing more than 50% of the total voting shares of shareholders and/or authorized representatives attending the Meeting:
- The Report of the Board of Directors (including the Audit Committee's Report) and the Executive Board on the Company's operations in 2024 and the business plan for 2025;
 - The Proposal for approval of the audited Financial Statements for 2024;
 - The Proposal for approval of the 2024 profit distribution plan; the remuneration payment for the Board of Directors in 2024 and the remuneration plan for 2025;
 - The Proposal on the selection of the auditing firm for the 2025 financial year;
 - The Proposal on the public offering of additional shares to increase the charter capital in 2025 and the plan for utilizing the proceeds from the offering;
 - Other matters under the authority of the General Meeting of Shareholders, except for those specified in Point 3.3, Clause 3, Article 8 of this Regulation.
- 3.3 Matters submitted for voting at the General Meeting shall be considered **approved** when they receive **affirmative votes representing at least 65% of the total voting shares** of the shareholders and/or authorized representatives present at the Meeting:
- And other matters as stipulated in the Company's Charter (if any).

Article 9. Meeting Minutes and Resolution of the General Meeting of Shareholders

The Meeting Minutes of the General Meeting of Shareholders must be prepared by the Meeting Secretariat, read aloud, and approved before the closing of the Meeting.

Article 10. Enforcement of the Regulations

Shareholders and authorized representatives attending the General Meeting must strictly comply with the Working and Voting Regulations of the General Meeting of Shareholders. In the event of any violations of this Regulation, depending on the severity, the Presidium shall review and take appropriate action in accordance with the Company's Charter and the Law on Enterprises.

This Regulation on the working and voting procedures at the Meeting has been presented to the Company's General Meeting of Shareholders and shall be deemed adopted upon receiving approval from more than 50% of the total voting shares of shareholders attending the Meeting.

This Regulation takes effect from the time it is approved by the 2024 Annual General Meeting of Shareholders and shall remain effective for the duration of the Meeting.

The Chairperson of the Board of Directors – the Chairperson of the Meeting – shall sign and promulgate this Regulation on behalf of the General Meeting of Shareholders after the full text of the Regulation is approved by the General Meeting.

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

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