



**DRAFT**

*Ho Chi Minh City, April, 2025*

**WORKING REGULATIONS  
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
IDICO INFRASTRUCTURE DEVELOPMENT INVESTMENT JOINT  
STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Decree 155/2020/NĐ-CP dated December 31, 2020;
- Pursuant to the Charter of IDICO Infrastructure Development Investment Joint Stock Company approved by the General Meeting of Shareholders on September 19, 2007 (Amended and supplemented 9 times on April 25, 2024);
- Pursuant to the Internal Regulations on Corporate Governance of IDICO Infrastructure Development Investment Joint Stock Company dated April 25, 2024;

To ensure the success of the 2025 Annual General Meeting of Shareholders of IDICO Infrastructure Development Investment Joint Stock Company (the Company), the Board of Directors establishes the following regulations and working principles for the General Meeting:

**Article 1. Purpose:**

- Ensure the procedures, principles of conduct, and voting at the General Meeting of Shareholders of IDICO Infrastructure Development Investment Joint Stock Company take place in accordance with regulations and successfully.
- The Resolutions of the General Meeting of Shareholders express the unified will of the General Meeting of Shareholders, meet the wishes and interests of the shareholders, and comply with the law.

**Article 2. Subjects and Scope**

- **Subjects of application:** All shareholders, representatives (authorized persons) of shareholders owning shares of IDICO Infrastructure Development Investment Joint Stock Company and guests attending the Annual General Meeting of Shareholders of IDICO Infrastructure Development Investment Joint Stock Company must comply with the provisions of these Regulations, the Company's Charter, and current legal regulations.

- **Scope of application:** These Regulations are used for organizing the 2025 Annual General Meeting of Shareholders of IDICO Infrastructure Development Investment Joint Stock Company on **28/04/2025**.

**Article 3. Explanation of terms/abbreviations**

- Company : IDICO Infrastructure Development Investment Joint Stock Company
- BOD : Board of Directors
- BKS : Board of Supervisors
- Organizing Committee : Meeting Organizing Committee
- General Meeting of Shareholders : General Meeting of Shareholders
- Delegate : Shareholder, representative (authorized party)
- Meeting livestream system of the General Meeting of Shareholders : Live video broadcast system of the General Meeting of Shareholders on the website <https://ezgsm.fpts.com.vn/> and [www.youtube.com](http://www.youtube.com)

**Article 4. Conditions for conducting the General Meeting of Shareholders**

- The General Meeting of Shareholders shall be held when the number of shareholders present represents more than 50% of the total voting shares.

- In case the required number of delegates is not present within thirty (30) minutes from the determined opening time of the meeting, the convener cancels the meeting, then the second meeting notice must be sent within thirty (30) days from the date of the first General Meeting of Shareholders. The second convened General Meeting of Shareholders shall only be held when the number of shareholders present represents at least 33% of the voting shares.

- In case the second meeting is not held due to the lack of the required number of delegates within thirty (30) minutes from the scheduled opening time, the third General Meeting of Shareholders may be convened within twenty (20) days from the date of the second meeting. In this case, the meeting shall be held regardless of the total number of votes entitled to vote on all matters proposed for approval at the first General Meeting of Shareholders.

- **Note:** The Percentage of shareholders attending the General Meeting of Shareholders online is determined when the delegates have performed "**Confirmation of online attendance at the General Meeting of Shareholders**" on the electronic voting system as prescribed in Article 5 of these Regulations.



**Article 5. Delegates participating in the 2025 Annual General Meeting of Shareholders**

- All shareholders of the Company according to the list finalized on **28/03/2025**, have the right to attend or authorize their representatives to attend the online General Meeting of Shareholders via the Electronic Voting System. In the case of more than one authorized representative being appointed to attend as prescribed by law, the number of shares and votes of each representative must be specified.

- When attending online, delegates should note:

+ Technical requirements: Shareholders need an internet-connected electronic device (e.g., computer, tablet, mobile phone, other electronic device with internet connection).

+ Implementation method: Delegates access the link, log in with the information provided in the Meeting Invitation to attend the online General Meeting of Shareholders and conduct electronic voting.

+ Delegates are responsible and have no right to complain when they exit the System for any reason or let others use their login Account to access the System during the Meeting.

+ Secure the login Account to ensure that only the Delegate has the right to participate in discussions, contribute opinions, and vote electronically on the System.

+ In case a shareholder authorizes another individual/organization to attend the online General Meeting and vote electronically, the contents stated in the Meeting Invitation must be followed. The Company is exempt from all responsibilities related to fraud, forgery, or misrepresentation of information in the Authorization Letter; the shareholder and the authorized person are responsible for the authorization and the results of the electronic voting according to the provided/notified login Account. All electronic voting results of the Delegate are considered the Delegate's final will and decision.

- Method of recording Delegates attending the online General Meeting of Shareholders: Delegates are recorded by the electronic voting system as attending the online General Meeting of Shareholders when they access the system using the access information provided in the meeting invitation and have performed **"confirmation of attendance at the online General Meeting of Shareholders"** on the electronic voting system.

- Start time for opening the attendance confirmation portal: 10:00 on 25/04/2025.

**Article 6. Guests at the General Meeting**

- These are the Company's management titles, guests, and members of the Organizing Committee who are not shareholders of the Company but are invited to attend the General Meeting.



- Guests do not participate in speaking at the General Meeting (*unless invited by the Chairperson of the General Meeting or registered in advance with the Organizing Committee and approved by the Chairperson of the General Meeting*).

#### **Article 7. Chairperson and Presidium of the General Meeting**

- The Chairman of the Board of Directors acts as the Chairperson of the General Meeting.

- The Presidium includes 01 Chairperson and 02 members. The Chairman of the Board of Directors acts as the Chairperson of the General Meeting of Shareholders or authorizes another Board member to chair the General Meeting. Specifically:

No.	Member's name	Position
1	Mr. Nguyen Hong Hai	Chairman of the Board of Directors - Chairperson
2	Mr. Le Quoc Dat	Board of Directors' members - Member
3	Mr. Do Chi Linh	Board of Directors' members - Member

- In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors elect one of them to chair the General Meeting by majority rule. In case no chairperson is elected, the Head of the Supervisory Board will preside so that the General Meeting of Shareholders can elect a Chairperson from among the attendees, and the person with the highest number of votes will chair the meeting.

- In other cases, the person who signs the convening notice for the General Meeting of Shareholders will preside so that the General Meeting of Shareholders can elect a chairperson, and the person with the highest number of votes will be elected as the Chairperson of the meeting.

- Duties of the Presidium:

+ Control the Meeting according to the agenda and regulations approved by the Meeting.

+ Assign and introduce representatives of the Board of Directors and the Executive Board of the Company to present reports at the Meeting;

+ Introduce the members of the Vote Counting Committee for the Meeting to vote on;

+ Guide the Meeting in discussing and voting on issues within the agenda of the Meeting and related issues throughout the Meeting;

- + Answer and record matters within the agenda approved by the Meeting;
- + Resolve issues arising during the Meeting;
- + Approve and issue documents, results, minutes, and resolutions of the Meeting after the Meeting concludes;

#### **Article 8. The Shareholder's Eligibility Verification Committee**

- The Shareholder's Eligibility Verification Committee of the Meeting consists of 01 Head and members (if deemed necessary), responsible to the Presidium and the General Meeting of Shareholders for their duties. The Shareholder's Eligibility Verification Committee is decided by the Board of Directors, specifically as follows:

No.	Member's name	Note
1	Mr. Nguyen Truong Vu	Head of Board
2	Mr. Ngo Minh Thach	Member
3	Mr. Pham Ngoc Linh	Member

- Duties:

+ Receive shareholders' documents (if any), verify and check the validity of shareholders attending online.

+ Report to the General Meeting of Shareholders on the results of the shareholder qualification check before the General Meeting of Shareholders officially commences.

+ Coordinate with the Vote Counting Committee to guide, support, and supervise voting.

#### **Article 9. Meeting Secretariat:**

The Meeting Secretariat, appointed by the Chairperson, consists of 01 Head of the Board and members, responsible to the Presidium and the General Meeting of Shareholders for their duties and under the direction of the Presidium, specifically as follows:

No.	Member's name	Note
1	Mr. Luong Minh Binh	Head of the Board
2	Mrs. Nguyen Thi Loan	Member

- Duties:

+ Receive and review shareholders' registration forms for comments, and forward them to the Presidium for decision;



+ Record the minutes of the General Meeting of Shareholders fully and truthfully, including the entire content of the Meeting and matters approved by the shareholders or noted at the Meeting.

+ Support the Chairperson in announcing the draft minutes of the Meeting and Resolutions on matters approved at the Meeting.

#### **Article 10. Vote Counting Committee**

- The Vote Counting Committee, introduced by the Chairperson and elected by the Meeting, consists of 01 Head and members.

- The Vote Counting Committee consists of:

<b>No.</b>	<b>Member's name</b>	<b>Note</b>
1	Mr. Nguyen Truong Vu	Head of the Board
2	Mr. Ngo Minh Thach	Member
3	Mr. Le Huu Tao	Member

- Duties:

+ The Vote Counting Committee must synthesize and check the results of the Vote Counting Minutes exported from the system and be responsible to the Presidium and the General Meeting of Shareholders when performing their duties.

+ Accurately determine the voting results on each issue for which a vote is requested at the Meeting.

+ Promptly notify the Secretariat of the voting results.

+ Review and report to the Meeting any violations of voting regulations or complaints about voting results.

#### **Article 11. Discussion at the Meeting**

##### **1. Principles:**

- Discussion is only allowed within the specified time and within the scope of the issues presented in the agenda of the General Meeting of Shareholders;

- Only Delegates are allowed to participate in the discussion;

- Delegates who wish to comment must register the content of their discussion in the prescribed form as follows:

+ Delegates can ask questions in the Discussion section of the online Meeting interface at the link: <https://ezgsm.fpts.com.vn/> or send an email (only accepting emails sent by registered delegates) to: [idi@idico-idi.com.vn](mailto:idi@idico-idi.com.vn) (before the discussion time).

The Secretariat will organize the Delegates' questions and forward them to the Presidium.

## **2. Addressing Delegates' comments:**

- Based on the Delegates' Questionnaires, the chairperson or a member designated by the Chairperson will address the Delegates' comments.

- In case, due to time constraints, questions not directly answered at the General Meeting will be answered later by the Company via email or directly in writing.

## **Article 12. Voting at the General Meeting**

### **1. Principles:**

All matters in the agenda and meeting content of the General Meeting must be discussed and voted on publicly by the General Meeting of Shareholders. Delegates can vote electronically at the link: <https://ezgsm.fpts.com.vn/>

### **2. Electronic Voting:**

#### ***- Voting Procedures:***

+ Delegates choose one of the three voting options: Agree, Disagree, or Abstain for each issue raised for voting at the General Meeting that has been set up in the electronic voting system.

+ Then, the Delegate confirms the vote for the electronic voting system to record the result.

#### ***- Other regulations when conducting electronic voting:***

+ In case the Delegate does not complete all voting matters according to the agenda of the General Meeting, the unresolved matters are considered as the Delegate not having voted on that matter.

+ In case of issues arising outside the sent agenda of the General Meeting, Delegates can vote additionally. If the Delegate does not vote on arising matters, it is considered that the Delegate did not vote on that arising matter.

+ Delegates can change the voting results (but cannot cancel the voting results); including additional voting results on matters arising outside the agenda of the General Meeting. The online system only records vote counting for the final voting results at the end of the electronic voting period for each counting round specified in the working regulations of the general meeting.

#### ***The electronic voting time is specified as follows:***

+ The contents of the first voting round (including approval of the composition of the Presidium of the general meeting and the Vote Counting Committee; the Agenda of the General Meeting; Working Regulations at the General Meeting), Delegates vote from 10:00 on April 25, 2025, will end at the time the Organizing Committee announces the end of the voting time for the contents of the first voting round.

+ The contents of the second voting round (including Reports and Submissions at the General Meeting): Delegates vote from 10:00 on April 25,



2025, will end at the time the Organizing Committee announces the end of the voting time for the contents of the second voting round.

+ The contents of the third voting round (Approval of the Minutes and Resolutions of the general meeting): Delegates vote from *10:00 on April 25, 2025*, will end at the time the Organizing Committee announces the end of the voting time for the contents of the third voting round.

+ Delegates can access the electronic voting system and vote 24 hours a day from 10:00 on April 25, 2025, until the Organizing Committee announces the end of the voting time for each item on the day of the General Meeting, except in cases of system maintenance or other reasons beyond the Company's control. At the end of the voting period, the system does not record any further electronic voting results from Delegates.

### **3. Voting procedures:**

Each share is equivalent to one vote. Each attending delegate represents one or more voting rights.

- As of the record date (March 28, 2025), the total number of voting shares of the Company is: 24,949,200 shares, equivalent to 24,949,200 voting rights.

- For online General Meeting of Shareholders voting, a resolution will be passed when more than 50% of the total voting shares attending the Meeting vote in favor. In certain cases, as stipulated in Clause 3, Article 21 of the Company's Charter, the approval of at least 65% of the voting shares attending the Meeting is required.

- Note:

+ Affiliated shareholders/proxies do not have voting rights for contracts and transactions with a value of 35% or more of the Company's total assets recorded in the most recent financial statements; these contracts or transactions are only approved when shareholders/proxies representing 65% of the remaining votes approve (according to Clause 4, Article 167, Law on Enterprises 2020).

+ Shareholders/proxies holding 51% or more of the total voting shares or their affiliated persons do not have voting rights for contracts and transactions with a value greater than 10% (of the total value of the Company's assets recorded in the most recent financial statements) between the Company and that shareholder or their affiliated persons (according to Point b, Clause 3 and Clause 4, Article 167, Law on Enterprises 2020).

### **4. Recording voting results**

The Vote Counting Committee will check, summarize, and report the vote counting results for each issue to the Presidium according to the Meeting Agenda. The vote counting results will be announced by the Vote Counting Committee immediately before the closing of the meeting.

### **Article 13. Minutes and Resolutions of the General Meeting of**



## **Shareholders**

All matters at the General Meeting of Shareholders must be recorded in the Minutes of the General Meeting of Shareholders by the Meeting Secretariat. The Minutes of the General Meeting of Shareholders must be read and approved before the closing of the Meeting.

### **Article 14. Implementation of the Regulations**

These organizational regulations are read publicly before the 2025 Annual General Meeting of Shareholders and take effect immediately upon approval by the General Meeting of Shareholders of IDICO Infrastructure Development Investment Joint Stock Company.

Depending on the specific level of violation of these Regulations by shareholders, proxies, and guests, the Presidium will consider and take appropriate action according to the Company's Charter and the Law on Enterprises.

**ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**

**Nguyen Hong Hai**



