

Bac Giang, April 02, 2025

No: 26/TTr-HĐQT

PROPOSAL

**Regarding the Approval of the Agenda and Regulation on Organizing the 2025
Annual General Meeting of Shareholders of Ha Bac Nitrogenous Fertilizer &
Chemicals Joint Stock Company**

To: General Meeting of Shareholders

- Pursuant to the Law on Enterprises No. 59/2020/QH14;
- Pursuant to the Charter of Ha Bac Nitrogenous Fertilizer & Chemicals Joint Stock Company;

The Board of Directors of Ha Bac Nitrogenous Fertilizer & Chemicals Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the draft Agenda and Regulation on Organizing the 2025 Annual General Meeting of Shareholders of Ha Bac Nitrogenous Fertilizer & Chemicals Joint Stock Company (the draft Agenda and Regulation are attached herewith).

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

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



Nguyen Van Thieu

**AGENDA OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
HA BAC NITROGENOUS FERTILIZER & CHEMICALS JOINT STOCK COMPANY**

Time: Commencement at 09:00 a.m. (Reception and Shareholder Eligibility Verification from 08:00 a.m.) on April 25, 2025

Location: 3rd Floor, Guest House of Ha Bac Nitrogenous Fertilizer & Chemicals Joint Stock Company

Time	Content
08:00 a.m. – 09:00 a.m.	Reception of shareholders; verification of shareholder eligibility; distribution of voting cards, ballots, and meeting documents.
09:00 a.m.	Report on the verification of shareholder eligibility
	<ul style="list-style-type: none"> - Commencement of the Meeting. Introduction of the Chairman of the General Meeting - The Chairman of the General Meeting appoints the Secretariat - Introduction and voting on the approval of the Vote Counting Committee cum Voting Supervision Committee - Introduction and voting on the approval of the Agenda and Regulation on Organizing the General Meeting - Report on the activities of the Board of Directors - Report by the General Director on the 2024 production and business results and the 2025 tasks - 2024 Audited Financial Statements of the Company - Report on the activities of the Board of Supervisors - Proposal of the Board of Supervisors regarding the Approval of the Selection of an Auditing Firm for the 2025 financial statements - Proposal regarding the 2025 Business & Production Plan - Proposal regarding Remuneration of the Board of Directors and the Board of Supervisors in 2025 - Proposal Regarding the Dismissal of a Member of the Board of Supervisors - Discussion on the Reports and Proposals
	<p>Voting by the General Meeting:</p> <ul style="list-style-type: none"> - Approval of the Report on the activities of the Board of Directors - Approval of the Report by the General Director on the 2024 production and business results and the 2025 tasks - Approval of the 2024 Audited Financial Statements of the Company - Approval of the Report on the activities of the Board of Supervisors - Approval of the proposal regarding the Approval of the Selection of an Auditing Firm for the 2025 financial statements - Approval of the proposal regarding the 2025 Business & Production Plan - Approval of the proposal regarding Remuneration of the Board of Directors and the Board of Supervisors in 2025. - Approval of the proposal Regarding the Dismissal of a Member of the Board of Supervisors

	Election of a replacement Member of the Board of Supervisors for the 2021–2026 term - Approval of the BOD's proposal Regarding the Additional Election of a Member of the Board of Supervisors - Approval of the Regulation on the additional election of a Member of the Board of Supervisors - Additional election of a Member of the Board of Supervisors
	Break of the General Meeting
	- Announcement of the vote counting results - The Secretariat presents the draft Minutes and Resolution of the General Meeting - The General Meeting votes to approve the Minutes and Resolution
11:30 a.m.	Closing of the General Meeting

11/07/2021 10:00 AM

Bac Giang, April 02, 2025

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REGULATION

**On organizing the 2025 annual general meeting of shareholders
Ha Bac Nitrogenous Fertilizer & Chemicals Joint Stock Company**

Chapter I

GENERAL PROVISIONS

Article 1. Scope of Application

This Regulation applies to the organization of the 2025 Annual General Meeting of Shareholders of Ha Bac Nitrogenous Fertilizer & Chemicals Joint Stock Company (hereinafter referred to as the “Company”).

Article 2. This Regulation specifically sets out the rights and obligations of shareholders and participants in the General Meeting, as well as the conditions and procedures for convening and conducting the Meeting.

Article 3. Shareholders and all participants in the General Meeting are responsible for complying with the provisions of this Regulation.

Chapter II

**RIGHTS AND OBLIGATIONS OF PARTICIPANTS IN THE GENERAL
MEETING**

Article 4. Conditions for Attending the General Meeting

All shareholders holding shares of the Company whose names appear on the list of shareholders as of March 24, 2025 (the record date for shareholders entitled to attend the General Meeting), or individuals/organizations duly authorized by such shareholders, shall have the right to attend the 2025 Annual General Meeting of Shareholders.

**Article 5. Rights and Obligations of Shareholders Attending the
General Meeting**

1. Shareholders or authorized individuals/organizations attending the General Meeting must bring the following documents:

a) The original invitation to the 2025 Annual General Meeting Of Shareholders issued by the Company;

b) Original Citizen ID card or passport;

c) Original letter of authorization (in case of authorized attendance). The letter of authorization must bear the signatures of both the authorizing party and the authorized individual or organization. In case the shareholder is a legal

entity/institution, the letter of authorization must be sealed and signed by the legal representative of that entity/organization.

After presenting the aforementioned documents to the Shareholder Eligibility Verification Committee, the shareholder or authorized representative shall receive a voting card and the meeting documents. The value of the voting card corresponds to the number of voting shares held or represented by the shareholder.

2. A shareholder or an authorized representative of an institutional shareholder may attend the meeting in person or authorize, in writing, one or more other individuals or organizations to attend the meeting on their behalf.

3. Shareholders attending the General Meeting who wish to make a statement must obtain the consent of the Chairman of the Meeting. Remarks should be concise and focus on the matters under discussion, in alignment with the approved agenda of the General Meeting. Issues that have already been raised by other shareholders should not be repeated in order to avoid redundancy and to ensure the efficient use of time. Shareholders may also write down their comments on feedback slips and submit them to the Secretariat of the General Meeting.

4. Shareholders shall have the right to vote on all matters within the authority of the General Meeting by direct voting at the Meeting.

5. After hearing the reports on the matters requiring approval, shareholders or shareholders' representatives shall discuss and vote on such matters.

6. During the General Meeting, shareholders and authorized individuals or organizations must comply with the guidance and directions of the Chairman; behave in a civil and respectful manner; and must not cause disruption or disorder.

7. Shareholders or authorized individuals/organizations arriving after the commencement of the Meeting, upon completing the registration procedures, are still allowed to attend and vote on the remaining items in the Meeting agenda. In this case, the results of votes already conducted shall remain unaffected.

Article 6. Rights and Obligations of the Chairman of the General Meeting

1. The Chairman of the Board of Directors of the Company shall act as the Chairman of the General Meeting of Shareholders in accordance with the Law on Enterprises and the Company's Charter. The Chairman shall have the right to appoint additional members to assist in presiding over the General Meeting.

2. Duties of the Chairman of the General Meeting:

a) Preside over the General Meeting in accordance with the agenda approved by the General Meeting of Shareholders; carry out necessary actions to ensure order during the Meeting and reflect the will of the majority of shareholders or authorized representatives in attendance;

b) Provide guidance to shareholders and authorized individuals/organizations in discussing matters under the authority of the General Meeting;

c) Respond to questions raised by shareholders or authorized individuals/organizations;

d) Present drafts of the necessary matters for approval by the General Meeting;

đ) Perform other duties as prescribed by the prevailing Law on Enterprises and the Company's Charter.

3. Rights of the Chairman of the General Meeting:

a) Request all attendees to undergo security checks or other necessary security measures;

b) Request competent authorities to maintain order at the meeting; expel any person who does not comply with the Chairman's authority, intentionally disrupts the order, obstructs the normal proceedings of the meeting, or fails to comply with security check requirements from the General Meeting of Shareholders.

c) Shall have the right to postpone the General Meeting of Shareholders, despite having sufficient registered attendees as required, to another time or to change the meeting venue in the following cases:

- The meeting venue does not have sufficient appropriate seating for all attendees;

- The communication facilities at the venue are inadequate for shareholders to participate, discuss, and vote;

- There are attendees who engage in obstructive or disruptive behavior, potentially rendering the meeting unfair or unlawful.

d) Other rights as prescribed by the Law on Enterprises and the Company's Charter.

Article 7. Rights and Obligations of the Shareholder Eligibility Verification Committee

1. The Shareholder Eligibility Verification Committee for the General Meeting shall be decided by the Board of Directors of the Company.

2. The Shareholder Eligibility Verification Committee shall be responsible for receiving documents from shareholders or authorized individuals/organizations attending the General Meeting; verifying the legality and validity of such documents and comparing them with the list of shareholders entitled to attend the Meeting; distributing meeting documents and voting cards to shareholders or authorized individuals/organizations; preparing minutes and reporting to the General Meeting on the results of shareholder eligibility verification before the official commencement of the Meeting.

Article 8. Rights and Obligations of the Secretariat of the General Meeting

1. The Secretariat shall be appointed by the Chairman of the General Meeting.

2. The Secretariat shall have the following duties:

- a) Accurately and faithfully record all contents of the General Meeting;
- b) Assist the Chairman in announcing the draft Resolution, draft Minutes of the General Meeting, and conveying the Chairman's messages to shareholders upon request;
- c) Receive feedback slips from shareholders.

Article 9. Rights and Obligations of the Vote Counting Committee cum Voting Supervision Committee

1. The Vote Counting Committee cum Voting Supervision Committee shall be elected by the General Meeting upon the proposal of the Chairman.

2. The Vote Counting Committee cum Voting Supervision Committee shall have the following duties:

- Supervise and monitor the voting of shareholders or authorized individuals/organizations on each matter requiring approval at the General Meeting;
- Record the voting results for each item and report the results to the Chairman for public announcement at the General Meeting;
- Guide the General Meeting on the proper voting procedure for the additional election of a member of the Board of Supervisors in accordance with the Law on Enterprises and the Company's Charter;
- Distribute and collect the voting ballots;
- Verify voting ballots, consolidate the election results, prepare the vote counting minutes, and publicly announce the results at the General Meeting.

3. The Vote Counting Committee cum Voting Supervision Committee shall be responsible before the General Meeting for the voting supervision results.

Chapter III

CONDUCTING THE GENERAL MEETING

Article 10. Conditions for conducting the General Meeting

1. The 2025 Annual General Meeting of Shareholders shall be conducted when the attending shareholders represent more than **50%** of the total voting shares of the Company.

2. If the first meeting does not meet the conditions specified in Clause 1 of this Article, a second meeting may be convened within thirty days from the intended date of the first meeting. The second meeting may proceed when the attending shareholders represent at least **33%** of the total voting shares.

3. If the second meeting still fails to meet the conditions stated in Clause 2 of this Article, a third meeting may be convened within twenty (20) days from the

intended date of the second meeting. In this case, the General Meeting may proceed regardless of the number of shareholders attending or the percentage of voting shares they represent.

Article 11. Order at the General Meeting

1. All shareholders and authorized individuals/organizations attending the General Meeting must dress appropriately and respect the rules of the General Meeting.

2. Sit in the designated seats or areas as arranged by the Organizing Committee of the General Meeting.

3. Smoking is not allowed in the room where the General Meeting takes place.

4. Do not engage in private conversations or use mobile phones during the General Meeting. Mobile phones must be turned off or set to silent mode.

5. Comply with the instructions of the Chairman and other members assisting in managing the Meeting.

Article 12. Voting Method and Approval of Resolutions of the General Meeting

1. Matters submitted to the General Meeting shall be approved by collecting votes from shareholders. Each shareholder or authorized individual/organization shall be issued *a voting card* stating their name, voting ID, and the number of voting shares they hold or represent.

2. Voting method at the General Meeting: Shareholders or authorized individuals/organizations shall cast their vote as “*Approve*” or “*Disapprove*” or “*Abstain*” on each matter presented at the General Meeting by either raising their voting card or marking an “X” in the corresponding box on the voting ballot. After voting on all items, shareholders or representatives of shareholders shall sign the voting ballot and place it into the ballot box. The Vote Counting Committee cum Voting Supervision Committee shall collect the ballot papers for result tabulation. During the voting process, the front side of the voting card (which shows the voting code) must be raised and directed toward the Chairman of the General Meeting.

3. Approval of the Resolution of the 2025 Annual General Meeting of Shareholders:

The contents of the General Meeting shall be approved when they receive affirmative votes from shareholders representing more than 50% of the total votes of all shareholders attending and voting at the Meeting.

Chapter IV

ENDING OF THE GENERAL MEETING

Article 13. Minutes and Resolution of the General Meeting

1. The Minutes and Resolution of the General Meeting must be completed and approved at the Meeting before its conclusion.

2. The Minutes and Resolution of the General Meeting must be retained at the head office of Ha Bac Nitrogenous Fertilizer & Chemicals Joint Stock Company and made available to shareholders via the Company's website.

Article 14. Effectiveness of the Regulation

This Regulation consists of 4 Chapters and 14 Articles, and shall be delivered to shareholders together with other meeting documents via the Company's website and publicly announced at the 2025 Annual General Meeting of Shareholders for voting and approval.

