



**REGULATION ON HOLDING THE 2024 ANNUAL GENERAL  
MEETING OF SHAREHOLDERS  
HOANG ANH GIA LAI JOINT STOCK COMPANY**

Pursuant to:

- *Enterprise law No. 59/2020/QH14 passed by the National Assembly on 17/06/2020*
- *Securities law No. 54/2019/QH14 passed by the National Assembly on 26/11/2019*
- *Decree No. 155/2020/NĐ-CP dated 31/12/2020 on detailing and guiding the implementation of a number of articles of the Securities law passed by the Government on 31/12/2020*
- *Current Charter of Hoang Anh Gia Lai Joint Stock Company*

**PART I: GENERAL REGULATIONS**

**Article 1: Scope of application**

These regulations are applicable to the organization of the 2024 Annual General Meeting of Shareholders (“**the Meeting**”) of Hoang Anh Gia Lai Joint Stock Company (“**the company**”).

**Article 2:** These regulations specifically state the rights and obligations of the shareholders, the authorized representatives of shareholders, the attendees to the Meeting, conditions, procedures of conducting the Meeting and voting on issues under the authority of the Meeting.

**Article 3:** The shareholders, authorized representatives of shareholders and attendees to the Meeting are expected to comply with these regulations.

**PART II: RIGHTS AND OBLIGATIONS OF ATTENDEES TO THE MEETING**

**Article 4: The shareholders’ rights and obligations**

1. Conditions on attendance:  
Shareholders whose names are on the list on the date of finalizing the list of shareholders (13/3/2023), provided by the Securities Depository Center, qualified for attending the Meeting or authorizing any individual, organization in writing/Power of Attorney, of which the form is attached here, to attend the meeting according to this Regulation, the Company Charter and current laws.
2. The rights of the shareholders when attending the Meeting
  - 2.1 Attending, discussing, and voting on every issue within the authority of at the General Meeting of Shareholders according to the Company charter, the Enterprise law and other relevant legal documents.
  - 2.2 Shareholders can choose to attend the Meeting in any of the following ways:
    - a. Attending the Meeting in person;
    - b. Authorizing a representative in writing to attend the Meeting. A shareholder being an individual is entitled to authorize any other person in writing to attend the Meeting. An authorized representative of an organization must not further authorize another person to

attend the Meeting and must not stand for the election in his/her own capacity. If a shareholder being an organization does not have an authorized representative, another person shall be authorized to attend the Meeting (*with the form of Power of Attorney as attached to the Meeting documents*)

- 2.3 The organizers of the Meeting shall publicly disclose the whole agenda of the Meeting. All the shareholders qualified for the Meeting are entitled to voice their opinions either in person or through their authorized representative. All the opinions are subject to open discussion at the Meeting within the time allowed for discussion.
- 2.4 Identification of any shareholder or his/her representative attending the Meeting is required (*ID card, passport or any other legal identity document*), and invitation letter or power of attorney (*in case of shareholder's representative*) should be presented to the Board of Shareholder Status to certify their status qualified for attending the meeting as required by laws. After shareholder status has been checked, shareholders or authorized representatives of Shareholders are entitled to receive 01 (*one*) Voting Card (*for the general voting on the procedure for conducting the General Meeting*) and Voting sheet (*for the issues proposed to the General Meeting of Shareholders for approval*). The voting sheet represents the number of voting that the Shareholders own according to the list of shareholders finalized as at 13/3/2024 provided by the Vietnam Securities Depository Center.
- 2.5 Any shareholder or authorized person arriving at the Meeting late can make registration and is entitled to voting, but the Chairperson of the Meeting will not cease the Meeting for their registration and the validity of the previous voting shall not be affected.
3. Obligations of shareholders attending the Meeting
  - 3.1 Attending in person or authorizing another to attend the Meeting as required by the company charter
  - 3.2 Complying with these regulations
  - 3.3 Any shareholder or his/her representative attending the Meeting must conduct registration procedures with the Organizers of the Meeting.
  - 3.4 Participating in serious discussions in the spirit of respect, cooperation and efficiency. Do not speak up until the Chairperson invites.
  - 3.5 Strictly abiding by the Meeting's Regulations, respecting the results of the Meeting.
  - 3.6 In case of any questions or complaints, Shareholders or their authorized representatives should contact the Organizers for answers and/or instructions.

#### **Article 5: Rights and obligations of the Board of Shareholder Status**

1. The Board of Shareholder Status attending the Meeting was nominated by the Board of Directors and introduced to the Meeting. The Board of Shareholder Status has the following functions and duties:
  - 1.1: Check the attendance status of shareholders, authorized representatives of shareholders based on the documents they present: ID card / Passport or other legal personal certifications; business registration certificate or equivalent legal documents; Meeting invitation; Written authorization for attending the Meeting and other documents (if any);
  - 1.2: Release the meeting documents, voting cards and voting sheets after shareholders/authorized representatives have completed registration procedures for attending the Meeting;

1.3: Collect the results and report to the Meeting on the results of checking the status of the shareholders attending the Meeting.

2. The Board of Shareholder Status has the right to set up an assisting section to complete the task.
3. In case any attendee fails to be fully qualified to attend the Meeting, the Board is entitled to suggest the Board of Directors waive their attendance.

#### **Article 6: Rights and obligations of the Presiding board**

1. The Board of Directors nominates Presiding Board which nominates the Secretary Board and the Vote Counting Committee for the Meeting's approval.
2. The Presiding Board comprise 01 (one) chairperson and members to chair the meeting. The Chairman of the Board of Directors shall act as chairperson
3. The decisions made by the Chairperson on the sequence, procedures and events arising outside the agenda of the Meeting are final.
4. The Chairperson performs necessary tasks to conduct the Meeting in a fair and lawful fashion by the regulations and in order according to the agenda approved and ensures that the majority of the shareholders at the Meeting voice their opinions.
5. The chairperson of the meeting has the right to postpone the meeting which adequate number of people registered to attend not exceeding 03 (three) from the tentative opening date of the meeting and may only postpone the meeting or change the venue in the following cases:
  - 5.1 There is not enough convenient seating for all of the attendees;
  - 5.2 Communication media, equipment fail to facilitate attending shareholders' discussion and voting;
  - 5.3 A certain attendee disrupts the order threatening to prevent the meeting from being conducted in a fair and lawful fashion.
6. The Chairperson of the Meeting has the right to:
  - 6.1 Request all attendees to undergo inspection or other reasonable legal security measures;
  - 6.2 Request competent authorities to maintain the order of the meeting; expel those who do not obey the chairmanship of the Chairperson, intentionally disrupt the order, obstruct the normal progress of the meeting, or fail to comply with the requirements of the security check.

#### **Article 7: Rights and obligations of the Vote Counting Committee**

1. The Vote Counting Committee consist of 3 (three) members including one (01) Head and two (02) members) recommended by the Chairperson and approved by the Meeting. These members may not be shareholders, but they must not be any of the candidates for membership of the BOD or the BOS .
2. The Vote Counting Committee shall:
  - 2.1: Undertake the vote counting while conducting shareholders' opinion and general supervision during the Meeting, ensuring the voting takes place decently, transparently and accurately
  - 2.2: Take minutes of vote counting and announce them to the Meeting and handover the minutes and all the votes to the Chairperson of the Meeting;
  - 2.3: The Voting Counting Committee must be honest, accurate and be responsible for the results of all the vote counting.

#### **Article 8: Rights and obligations of the Secretarial Board**

1. The Secretarial Board consists of 2 members appointed by the Chairperson and approved by the Meeting.

2. The Secretariat performs the supporting tasks as assigned by the Chairman, takes notes on the progress of the General Meeting, faithfully reflecting the agenda of the Meeting in the Minutes and prepares draft of the General Meeting's Resolution showing all the contents approved by the General Meeting.

### **PART III: CONDUCTING THE MEETING**

#### **Article 9: Conditions for conducting the Meeting.**

The General Meeting of Shareholders can proceed when the shareholders attending own more than 50% of the total voting shares according to the list of the company's shareholders finalized on 13/3/2024 provided by the Vietnam Securities Depository.

#### **Article 10: Method of conducting the Meeting**

1. The Meeting shall discuss and vote by raising hands to approve the meeting agenda, the Vote Counting Committee and the contents of the Meeting right after all the procedures are completed so that the Meeting can be validly legitimate held.
2. The Meeting shall be respectively conducted on each issue in the Meeting agenda, which shall be discussed prior to voting to approve these issues. *(The voting shall be conducted in accordance with the Article 12 of this Regulation).*

#### **Article 11: Rules of speech at the General Meeting**

1. A shareholder should follow the following rules if he/she wants bring forward a proposal at the Meeting
  - 11.1 Giving comments only within the time allowed for discussion section of the Meeting.
  - 11.2 Raising hand for the Chairperson's permission and speak only after being permitted by the Chairperson. Only one shareholder can speak at a specific time.
  - 11.3 The content of the proposal must be consistent with the contents being discussed at the Meeting
  - 11.4 If more than one shareholder would like to speak at the same time, the Chairperson will invite them to speak in turn.
  - 11.5 The Chairperson has the right to interrupt the shareholder's speech if necessary.
2. Shareholders' suggestions should ensure the following conditions:
  - 2.1 Be concise and clear. In case of complicated a suggestion that needs time to present, the shareholder may send them to the Company in writing 03 (three) working days prior to the Meeting date.
  - 2.2 Do not re-state issues already mentioned before.
  - 2.3 No personal criticism; words must be culturally appropriate, standard and polite.
  - 2.4 Suggestions must not violate the law, not related to personal matters or go beyond the Meeting's authority.

#### **Article 12: Passing Resolutions of the Meeting**

1. Shareholders can vote to pass the issues by these methods:
  - 1.1 Directly voting in the meeting with Voting ballots.
  - 1.2 Appointing authorized representatives to attend the Meeting, then the authorized representatives shall vote on the shareholders' behalf.
2. All issues in the agenda approved by the General Meeting of Shareholders must be voted on at the Meeting by secret ballot.
3. Passing Resolutions of the Meeting

3.1 Except for the contents specified at Point 3.2 of this Clause, other issues shall be approved by the General Meeting when at least 50% of the total voting shares of the attending shareholders are approved.

3.2 The following issues shall only be approved by the General Meeting when at least 65% of the total voting shares of the attending shareholders are approved:

- a. Type of shares and number of shares offered for sale;
- b. Changing business lines;
- c. Changing the organizational structure of the Company administration;
- d. Investment or disposal of assets valued equal to or greater than 35% of the total asset value recorded in the latest audited financial statements;
- e. Reorganization and dissolution of the Company.

4. Voting method:

4.1 Voting to approve the issues at the Meeting must be implemented by ballot casting

4.2 Shareholders vote on each issue by marking ("X") in the box "Agree", "Do not agree", or "abstention" corresponding to each issue on the Voting ballot.

#### **Article 13: Resolution and Minutes of the Meeting.**

1. All of the agenda items and events at the Meeting must be recorded in the Meeting Minutes by the Secretarial board. The Minutes and the Draft of Resolution of the Meeting must be openly read to the Meeting to be approved by voting prior to the closing of the Meeting.
2. The Minutes and the Resolution of the Meeting and relevant documents attached with the notification of invitation shall be filed at the company head office as required. The Minutes and the Resolution of the Meeting shall be published on the company's website which are disclosed as per law.

#### **PART IV: IMPLEMENTATION PROVISION.**

##### **Article 14: In case the General Meeting of Shareholders fails to take place**

1. If the first General Meeting of Shareholders fails to meet the conditions stipulated in Article 9 of this Regulation, notification of the second Meeting must be served within 30 days from the date the first Meeting is scheduled to open. A second meeting of the General Meeting of Shareholders shall be held if the number of shareholders attending the meeting represents at least 33% of the voting shares.
2. If the second Meeting fails to take place in accordance with the Clause 1 of this Article, , notification of the third Meeting must be served within 20 (twenty) days from the date the second Meeting is scheduled to open. In this case, the General Meeting of Shareholders shall be held regardless of the total number of voting shares of the shareholders attending the Meeting.

##### **Article 15: Execution provision**

1. This regulation consists of 4 (*four*) parts and 15 (*fifteen*) articles. This Regulation takes effect from the date of signing and will be applicable at the Company's General Meeting held on 10/5/2024.
2. The Chairperson is responsible for presiding over the Meeting under this regulation.
3. Shareholders or their authorized representatives and other attendees are obliged to comply with this regulation.

*Ho Chi Minh city, 25<sup>th</sup> March, 2024*

**FOR AND ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRMAN  
DOAN NGUYEN DUC**