



Hanoi, dated 05<sup>th</sup> December, 2024

No.: 1579/2024/TTr-HDQT

**SUBMISSION**

**Regarding: The approval of the regulations on organising the 2024 Extraordinary General Shareholders' Meeting of Baoviet Holdings**

**Respectfully submitted to:  
The General Shareholders' Meeting of Baoviet Holdings**

Upon the commencement of the 2024 Extraordinary General Shareholders' Meeting, the Board of Directors of Baoviet Holdings would like to submit to the General Shareholder's Meeting for approval of the regulations on organising the 2024 Extraordinary General Shareholders' Meeting of Baoviet Holdings.

*The draft regulations are attached to this Submission.*

The Board of Directors would like to submit to the General Shareholders' Meeting for approval.

Respectfully submit./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
ACTING CHAIRPERSON**

**Achieves:**

- As above;
- BOD, Supervisory Board;
- For filing: Admin, General Affairs Office.

*(Signed and sealed)*

**Tran Thi Dieu Hang**

# **Regulations on Organizing the 2024 Extraordinary General Shareholders' Meeting of BaoViet Holdings**

*(Attached with the Submission No. 1579/2024/TTr-HDQT  
of the Board of Directors of BaoViet Holdings dated 05<sup>th</sup> December, 2024)*

## **CHAPTER I GENERAL REGULATIONS**

### **Article 1.** Scope of application

This Regulation on organizing the Extraordinary General Meeting of Shareholders ("EGM") is applied to the organization of 2024 Extraordinary General Meeting of Shareholders of BaoViet Holdings ("EGM").

**Article 2.** This regulation specifies roles and responsibilities of participants, conditions and a way to organize the EGM.

**Article 3.** Shareholders and participants are responsible for implementing this Regulation.

## **CHAPTER II ROLES AND RESPONSIBILITIES OF PARTICIPANTS**

### **Article 4.** Roles and responsibilities of EGM participants

1. Conditions to participate in the EGM
  - All shareholders who own BVH shares as per the shareholders list finalized on 04<sup>th</sup> December, 2024 and/or legally authorized people.
2. Roles and responsibilities of shareholders who are entitled to participate the EGM:
  - a. Shareholders or authorized people attending the EGM should bring the following documents:
    - ID card/Citizenship ID/ID/Passport.
    - Authorization letter (*in case they are authorized to attend the meeting\**).
      - + *If shareholder(s) is/are domestic authorised individual(s), the authorised documents must be signed by the authorised individual(s) attached to the original documents or valid notarized copy of the shareholder(s)' ID card/Citizenship ID/ID/Passport from the authorised shareholder(s).*
      - + *If shareholder(s) is/are domestic organisation(s), the authorised documents must be stamped and signed by the legal representative(s) of that organisation.*
      - + *In case the authorised individual(s) for participation is/are overseas individuals/ overseas organisation, upon participation to the EGM, the individual(s) must present the letter of authorisation via consular legalisation and*

*notarised in Vietnamese as stipulated by the host country law.*

After presenting the above documents to the Shareholders' eligibility inspecting division, Shareholders or the authorized people attending the EGM will receive 1 voting form, 1 voting card and 1 nomination card for the titles of the BOD's member(s) and one voting card for the titles of Supervisory member(s). The value of the voting card/ nomination card is equivalent to the ratio of the number of shares the Shareholders own or represent as registered to attend the EGM per total votable shares of the shareholders attending and nominating at the EGM.

b. Shareholders, authorized presentatives of the organizational shareholders are able to authorize in writing to the one or more than one authorized people to attend the meeting and on behalf of them vote at the EGM. In case of re-authorization, the participant(s) must present additional documents i.e. the initial authorization of the shareholder(s), the presentative(s) authorized by the shareholder(s) as organization(s) (providing the individual(s) has/have not registered with Baoviet Holdings beforehand) as well as the eligible original copies/ notaried copies of the ID card(s)/Citizenship ID(s)/ID(s)/Passport(s) of the shareholders requesting for authorisation.

c. Shareholders, representatives attending the EGM after listening to the reports on contents to be approved will discuss and approve by voting.

d. If Shareholders or the authorized representative(s) would like to contribute ideas, they need to note discussed issues on the question tags and give them to the Secretary Board. The discussed issues which have been mentioned should be short, concentrated on contents of EGM. The issues which have been discussed previously should not be reiterated to avoid overlaps.

e. Shareholders or the authorized people attending the EGM are eligible to vote on all issues under authorization of the EGM in accordance with the BVH Charter.

f. During the EGM, shareholders are to obey the Chairing Board, display polite behavior and not disrupt proceedings in a disorderly manner.

g. Shareholders or the authorized people attend after the opening section, after completing the registration procedures, they can attend and participate in voting on the rest of votable issues as per the approved meeting agenda. In this case, the effect of the completed voting is not affected.

**Article 5.** Roles and responsibilities of the Chairperson and the Chairing Board.

1. The Board of Directors of Baoviet Holdings shall nominate the Chairperson and the Chairing Board for the approval of the EGM.

2. Responsibilities of the Chairing Board:

- a. Manage all the actives of EGM according to the agenda approved by the EGM. Undertake the necessary actions to make EGM happened in order, reflexing the expectations of the majority of attending shareholders.
- b. Lead the shareholders and the meeting in discussion.
- c. Present the draft and necessary contents for shareholders' approval.
- d. Answer questions from shareholders.

**Article 6.** Roles and responsibilities of Board on Inspection of the Eligibility of Shareholders.

The Board on Inspection of the Eligibility of Shareholders is decided for establishment by BOD. The Board on Inspection of the Eligibility of Shareholders checks the validity against the shareholder list finalized on 04<sup>th</sup> December, 2024; delivers the documents, voting cards, voting paper, and the forms to vote for BOD's members and the forms to vote for the members of the Supervisory Board; reports to the EGM on the result of the inspection of the shareholder's eligibility before the EGM is officially conducted.

**Article 7.** Roles and responsibilities of the Secretary Board of the EGM:

1. The Chairman introduces the Secretary Board of the EGM and organizes to collect the opinions on approval at the EGM.
2. The Secretary Board implements supporting jobs as delegated by the Chairman, including:
  - a. Note fully and honestly the contents of the EGM.
  - b. Declares the draft minutes and Resolution of the EGM and announcement of the Chairing Board to the shareholders when requested.
  - c. Receive the question tags from the shareholders.

**Article 8.** Roles and responsibilities of the Board on Vote Counting and Voting:

1. The Chairman introduces the Board on Vote Counting and Voting and organizes to collect the opinions on approval at the EGM
2. The Board on Vote Counting and Voting is responsible for:
  - a. Supervise the voting of the shareholders or the authorized people attend EGM;
  - b. Summarise the number of shares voted for each content according to the method of raising the VOTING CARDS and informing the result to the Chairperson and the Secretary Board;
  - c. Summarise the number of shares voted for each content according to the VOTING CARDS and report the voted results to the EGM;
  - d. Provide guidance on voting, vote counting regarding the voting on the

tittles of the BOD's members and the Supervisory members of Baoviet Holdings, summarizing the voted results and disclose the results to the EGM.

### **CHAPTER III CONDUCTING THE MEETING**

#### **Article 9.** Conditions to conduct the meeting

The General shareholders' meeting shall be commenced if the number of attending shareholders representing at least 65% of the total voting shares as listed in the Shareholder List of Baoviet Holdings finalized on 04<sup>th</sup> December, 2024.

#### **Article 10.** Discipline of the Meeting

1. All the shareholders attending the meeting must be formally dressed.
2. All the shareholders must sit in the correct seat or area assigned by the Meeting Organizer in the meeting room and must strictly obey the arrangement of the Meeting Organizer. Fully comply to the prevention and control measures against the Covid-19 pandemic upon participating to the EGM.
3. Smoking and making noisy are not permitted in the meeting room.
4. Shareholders are not permitted to have private conversations or use mobile phones during the meeting. Video recording and livestream are not permitted, mobile phones must be switched off or set to silent mode.
5. No filming, photography or recording is allowed during the EGM.

#### **Article 11.** Voting methods to approve discussed matters in the EGM

All contents of the meeting must be approved by seeking opinions of attending shareholders through the use of a **VOTING FORM** (closed voting) or raising **VOTING CARD** and to ensure the transparency and fairness. The voting method for each content shall be decided by the Chairing Board and implemented at the EGM by the Vote and vote counting Board to provide guidance to shareholders/ authorized representatives.

The voting of contents at the EGM shall be implemented in the methods as follows:

##### 1. Voting based upon **VOTING CARD**

The voted contents printed in the **VOTING CARD** shall be voted by the shareholders/ authorized representatives in the form of selecting the follow methods: *Approval* or *Non-approval* or *No opinions* to each content for opinion collection.

– Shareholders vote based upon the principles as follows:

- The voting must start upon the signal of the Chairman or the Head of the Vote & Vote Counting Board, and end when the last shareholder drop the voting card onto the voting box or 20 minutes upon the start

of voting depending on which event commences first.

- The vote counting process shall be proceeded right after the vote ends and the voting box is sealed.
- The *illegible* votes shall not be counted, including:
  - The vote not in the template issued by the Organising Board, without the official stamp of Baoviet Holdings nor confirmed signature of shareholder(s)/authorized shareholder(s);
  - Torn, crossed, erased, altered votes;
  - Vote with extra information or additional signs;
  - Regarding the Votes that contain various opinions regarding one voted contents, the voting shall be *illegible votes*.
- The voting of each contents approved in the **VOTING FORM** are independent from each other; the eligibility of the voting on one content shall not influence the eligibility of the voting on another content.
- In case shareholders make mistakes in the process of writing in the **VOTING FORM** but have not drop the forms into the voting box yet, they can meet the Head of Vote & Vote Counting Board to request for another **VOTING FORM** in order to ensure their benefits of shareholders.
- The organization of vote counting: The vote counting must be proceeded by the Vote Counting Board in a closed room right after the voting ends. The Vote counting Board do not cross, alter the voting cards.
- Disclosure of the voted results:
  - After the process of vote counting is complete, the Vote Counting Board shall draft a meeting minute on the vote counting with the signatures of every member of the Board.
  - The Head of the Vote & Vote Counting Board, on behalf of Vote & Vote Counting Board shall read the meeting minutes in front of the EGM on behalf of the Board.

## 2. The direct vote via **VOTING CARD**

The direct vote shall be applied in case of the non-application of the voting method using **VOTING FORMS**. In case of direct voting in the meeting, shareholders/ authorized representatives shall vote on the contents by raising the **VOTING CARD** to vote on the contents as follows: *Approval* or *Non-approval* or *No opinions*. While voting, the front of the **VOTING CARD** with “**number of shares**” owned and/or representative and with the stamp of Baoviet Holdings

must be presented to the Chairman. The Vote Counting Board shall record the number of votes *Approval* or *Non-approval* or *No opinion* in order to disclose the voted results to the EGM.

**Article 12. Approval of the Resolutions of the EGM**

1. The resolutions of the EGM relating to the amendment, supplement of the Charter, the increase or decrease to the charter capital, type and the number of shares offered, merger, reorganization and dissolution of the company, decisions on investing or selling of assets of BVH or its subsidiaries valued from 10% of total assets of BVH and its Subsidiaries under the most recent audited financial statements will only be approved when there is at least 85% of voting rights of shareholders and authorized representatives attending the meeting voted and approved.

2. The voting on the titles of the members of the Board of Directors and the Supervisory members of Baoviet Holdings as stipulated by the regulation on appointment, nomination of the members of the Board of Directors and the Supervisory members of Baoviet Holdings.

3. The resolutions of the EGM regarding other matters in the EGM agenda shall be approved upon the approval of at least 65% of shareholders representing the total number of shares with votable rights from the shareholders and and the authorized representatives participating in the EGM.

**CHAPTER IV  
CLOSING MEETING**

**Article 13. Meeting Minutes and Resolution of the EGM**

1. The Meeting Minutes and Resolution of EGM must be finished and approved before the end of the Meeting.

2. The Meeting Minutes and Resolution of EGM must be filed at Baoviet Holdings.

**Article 14. Effect of Execution**

This Regulation includes 04 Chapters, 14 Articles, to be read aloud to the EGM, and shall take effect right after the approval of the EGM by voting.

**ON BEHALF OF THE EGM  
CHAIRPERSON**

**Tran Thi Dieu Hang**