

HCMC, 27<sup>th</sup> March 2021

**DRAFT**

## **REGULATIONS**

### **ON ORGANIZING 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION**

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#### **CHAPTER I GENERAL REGULATIONS**

##### **Article 1: Purpose**

1. In order to ensure the principle of publicity, transparency, equality, and democracy in all activities in the Annual General Meeting of Shareholders,
2. In order to create favorable conditions for the organization of the Annual General Meeting of Shareholders,
3. In order to ensure the convenience of Shareholders attending and executing their rights at the Annual General Meeting of Shareholders,

##### **Article 2: Scope and applicable objects**

1. These regulations shall apply to the organization of the Annual General Meeting of Shareholders (hereinafter referred to as “the AGM”) on 27<sup>th</sup> March 2021 of Phat Dat Real Estate Development Corporation (hereinafter referred to as “the Company”)
2. All shareholders, shareholders’ representatives (hereinafter referred to as “Shareholders”) and individuals attending the AGM shall abide by the provisions of this RegulationS.

##### **Article 3: General Regulations**

1. Ways for attending the AGM: Shareholders shall attend the AGM by 01 of the following ways:
  - (i) **Attending the AGM and voting in person** at the meeting venue:  
Shareholders shall attend in person or authorize another person to attend the 2021 Annual General Meeting of Shareholders.  
The Power of Attorney form is attached to the Invitation Notice, also available on the Company’s website: <http://www.phatdat.com.vn>.
  - (ii) **Conducting remote voting via mail, fax:**  
Shareholders who are unable to attend the AGM in person may exercise voting rights via mail, fax. The conduction of remote voting via mail/fax shall be proceeded as follows:
    - a. The Company provide Shareholders with Confirmation of Participation form attached to the Invitation Letter
    - b. Upon the receipt of the **Confirmation of Participation form**, Shareholders are requested to submit the Confirmation of Participation before 12:00, 19<sup>th</sup> March 2021. The Company thereupon issues the **voting ballots** which indicates Shareholder’s information and matters to be voted. Shareholders are kindly advised to conduct voting, sign, and submit the Voting Ballots before 16:00, 25<sup>th</sup> March 2021 to the following address:
      - Courier Mail:
        - + Recipient: Mrs: Trần Thị Hương – Vice Chairwoman of the BOD, Phat Dat Real Estate Development Corporation
        - + Address: 8<sup>th</sup> & 9<sup>th</sup> floors, Tower B, Viettel Complex, 285 Cach Mang Thang Tam, 12 Ward, District 10, Ho Chi Minh City

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+ Phone Number: (028) 2226 8686

- Fax: (028) 2226 8686

- c. All information of voting ballots shall be kept in strict confidence until the AGM conducts the vote counting.
- d. At the beginning of registration and verification of Shareholders' eligibility at the AGM, the Shareholders' Eligibility Examining Committee will open the voting ballots of the Shareholders who exercise their rights of remote voting in order to verify the eligibility of Shareholders. In case such Shareholders are determined to be eligible, their voting ballots and election ballots shall be put into the ballot box and checked and counted with voting ballots issued at the AGM.

(iii) **Online attending and conducting remote voting via email:**

Shareholders are requested to submit the **Confirmation of Participation form** before 16:00, 25th March 2021 to the email address: info@phatdat.com.vn. The Company shall send an email to the email address provided by Shareholder before 16:00, 26th March 2021, disclosing instructions on logging in to the online system, tracking the AGM's progress, and conducting remote voting via email.

2. All shareholders attending the meeting must be formally dressed.
3. All shareholders must sit in the correct seat and area assigned by the Organizing Committee.
4. Smoking is not permitted in the meeting room.
5. Shareholders are not permitted to have private conversations or use mobile phones during the meeting. Mobile phones must be switched off or set to silent mode.
6. Shareholders are responsible for attending the AGM from the beginning to the end of the meeting. In case of Shareholders due to force majeure circumstances must leave the meeting before the end of the meeting, such Shareholders shall contact the Organizing Committee for comments in writing the issues to be voted at the Meeting. In case a shareholder leaves the AGM before the closing without notifying the Organizing Committee, such Shareholder shall not be eligible to vote for all the issues to be voted at the AGM presented after the shareholder leaves the AGM.

**Article 4: Conditions for conducting the AGM**

1. The AGM shall be conducted when the number of attending shareholders represents more than 50% of the voting shares of the Company.
2. If the first meeting fails to meet the conditions prescribed in Clause 1 of this Article, the AGM must be conducted for the second time within thirty (30) days from the proposed date of the first meeting. The AGM shall be held when it is attended by a number of Shareholders representing at least 33% of voting shares of the Company.
3. If the second meeting is not eligible to proceed according to the provisions prescribed in Clause 2 of this Article, the AGM shall be conducted for the third time within twenty (20) days from the proposed date of the second time, and in this case, the AGM shall be held regardless of the number of attending Shareholders or the number of voting shares.

**CHAPTER II**

**RIGHTS AND OBLIGATIONS OF ALL PARTIES ATTENDING THE AGM**

**Article 5: Rights and obligations of Shareholders attending the AGM**

**A. Rights of Shareholders attending the AGM**

1. Shareholders whose names are on the list of shareholders as determined on the final registration date of attending the AGM (24<sup>th</sup> February 2021) are entitled to attend the AGM.
2. Shareholders may be represented at the AGM through another person using the Power of Attorney form. Shareholders who are organizations possessing at least 10% of the Company's ordinary shares are eligible to appoint two (02) representatives.
3. Shareholders attending the AGM must present their Identity Cards/Passport and Invitation Letters to the Shareholders' Eligibility Examining Committee and receive voting cards and

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voting ballots (which states the Ownership Registration Number and the number of shares eligible for voting.)

The value of the voting cards and voting ballots corresponds to the proportion of the number of voting shares owned or represented by the shareholder, according to the registration for attending the AGM, to the total number of voting shares owned by all shareholders attending the AGM.

4. Shareholders attending the AGM, after the presentations of the reports and proposal, have the right to discuss and vote on issues presented in the AGM.

***B. Obligations of Shareholders attending the AGM***

1. Comply with the provisions of this Regulations,
2. Register for attending the AGM with the Shareholders' Eligibility Examining Committee,
3. Strictly follow the rules of the AGM and uphold the outcomes of the AGM.

**Article 6: Rights and obligations of the Shareholders' Eligibility Examining Committee**

The Shareholders' Eligibility Examining Committee is set up by the Board of Directors. Its functions are as follows:

1. To check Shareholders' Identity cards/passports, the eligibility of the Power of Attorney; check the content, form, and number of voting cards and voting ballots representing the number of common shares owned or authorized; deliver meeting documents to shareholders or authorized representatives; and publicly announce the results of verifying shareholders' eligibility at the AGM,
2. In case Shareholders fail to prove their eligibility for shareholders attending the AGM, the Shareholders' Eligibility Examination Committee shall have the right to refuse to provide Voting Cards, Voting Ballots and the AGM's documents and expel the such shareholders from the place of the AGM.
3. To work in an honest and accurate manner and take responsibility for verifying Shareholders' eligibility and reporting the eligibility checking results at the AGM.

**Article 7. Rights and Obligations of the Chair Committee, the Secretary Committee, and the Vote Counting Committee:**

***1. Rights and Obligations of the Chair Committee:***

- The Chairperson of the AGM is the Chairman of the BOD. The Chair Committee shall be nominated by the Chairperson and in charge of chairing the AGM.
- The Chair Committee takes actions which it finds necessary in order to conduct the AGM in a proper and orderly manner as in the approved agenda, or in a way that will allow the AGM to reflect the wishes of the majority of attending Shareholders;
- The Chairperson shall have the right to adjourn the AGM to another time or change the location of the meeting if he or she deems that:
  - The location of the AGM is insufficient to hold the appropriate number of seats for all participants;
  - The behavior of some participants causes disorder and disruptions that hinder the meeting from proceeding in a fair and legitimate fashion;
  - It is necessary to postpone the scheme of the meeting in order to conduct the AGM in the process.

The delay shall not exceed 03 days from the initial opening date;

- In case the Chairperson delays or suspends the AGM against the aforementioned regulation, the AGM shall elect another person among the participants to replace the Chairperson until the end of the meeting; all Resolutions ratified at the AGM shall be effective.
- The Chair Committee's decision on orders, procedures, or events outside the agenda of the AGM will be the final decision.

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## **2. Rights and Obligations of the Secretary Committee:**

The AGM's Secretary Committee shall be appointed by the Chairperson. The Secretary Committee functions are as follows:

- To record and reflect true and accurate all progress of the AGM and matters approved or noted by Shareholders at the AGM;
- To draft the Meeting Minutes of the AGM and the Resolutions of approved matters at the AGM;
- To provide assistance as assigned by the Chairperson.

## **CHAPTER III MEETING PROCEDURES**

### **Article 8: Agenda of the AGM**

The AGM shall be orderly conducted with the following contents:

1. Announcing the results of examining the eligibility of Shareholders attending the AGM;
2. Approving the AGM's Agenda;
3. Introducing the members of the Chair Committee and the Secretary Committee; approving Members for the Vote Counting Committee;
4. Approving the Regulations on Organizing of the Annual General Meeting of Shareholders;
5. Presenting reports; Shareholders discuss the content according to the approved agenda;
6. Voting for approval of the proposals;
7. Approving the Meeting Minutes and Resolutions of the AGM;
8. Closing the AGM.

### **Article 9: Voting to approve the issues at the AGM**

1. Voting methods:

Shareholders shall exercise voting rights by one of the following methods:

- (i) Direct voting at the AGM, or
- (ii) Remote voting via mail/fax, or
- (iii) Online attending and remote voting via email upon satisfying all of the conditions in Clause 1, Article 3.

2. Before the implementation of the voting to approve the proposals in the AGM, Shareholders shall cast their votes by raising voting cards to approve the Regulations on Voting. Other arising matters (if any) under the competence of the AGM shall be discussed and voted for approval in compliance with this Regulations.

3. Each Shareholder attending the AGM will be provided one (01) voting ballot to vote on the issues to be voted at the AGM.

The Chairperson shall canvas Shareholders' opinions on each issue (with 03 kinds of voting status: 'approve', 'disapprove', or 'abstain'). Shareholders shall cast their votes by marking 'x' or '✓' for the selected voting status and send back the checked ballots to the Vote Counting Committee.

4. As for the following issues: the Meeting Agenda, the Regulations on organizing the AGM, the approval of the Vote Counting Committee, the Meeting Minute, and the Meeting Resolutions, Shareholders shall cast their votes by Voting cards.

The Chairperson shall canvas Shareholders' opinions on the issues (with 02 kinds of voting status: 'approve' and 'disapprove'). Shareholders shall cast their votes by raising Voting cards. Shareholders who do not raise their Voting cards in all two votes when the Chairperson asking for approval and disapproval shall be deemed as approving the matter.

#### **Article 10: Passing of Resolutions of the AGM**

1. A resolution of the General Meeting of Shareholders shall be passed when it is approved by the number of shareholders representing more than 50% of the total voting shares of all eligible shareholders who either attend the meeting in person or are represented by others. In case the contents as follows: (i) Annual business plan, (ii) Annual Financial Statements, (iii) Report of the Board of Directors, do not pass the approval, the Chairperson shall suggest solutions including organizing second voting at the AGM or organizing a second Annual General Meeting of Shareholders.
2. As for the contents related to the supplement of business lines and investment projects or sales of assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements, a resolution shall be passed when it is approved by the number of shareholders representing 65% or more of the total voting shares of all eligible shareholders who either attend the meeting in person or are represented by others.

#### **Article 11: Participation at the AGM**

1. Shareholders who wish to speak must have the consent of the Chairperson of the AGM.
2. Shareholders shall make short speeches and focus on the key contents to be discussed, in accordance with the approved Agenda. The Chair Committee will arrange for the shareholders to speak in the order of registration, at the same time, answer the questions at the AGM.
3. The Chairperson shall only answer key questions related to the contents of the Agenda and reflecting the wishes of the majority of attending Shareholders. The Chairperson shall not answer directly and explain in detail the contents published to the public or prescribed by-laws or contents that require professional explanation or reflect the wishes of an individual shareholder.
4. In case of questions not in line with the Agenda, the Chair Committee shall collect the unanswered questions at the AGM and provide answers to Shareholders later in written documents or announcements on the Company's website.
5. In case the discussion exceeds the program time of the AGM, answers to the unanswered questions shall be provided to Shareholders later in written documents or announcements on the Company's website.

### **CHAPTER IV MEETING MINUTES**

#### **Article 12: Meeting Minutes**

Contents of the AGM must be recorded by the Secretary Committee in the Meeting Minutes. Minutes of the AGM must be announced and approved prior to the closing of the AGM and recorded in the Company's Minutes Book.

### **CHAPTER V EXECUTION PROVISION**

**Article 13:** These regulations comprise of 5 chapters divided into 13 Articles and shall come into effect immediately after being approved by the 2021 Annual General Meeting of Shareholders of Phat Dat Real Estate Development Corporation.

### **THE ORGANIZING COMMITTEE**

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