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# REGULATION ON ORGANIZATION OF 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VIETNAM BANK FOR INDUSTRY AND TRADE SECURITIES JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements and guiding documents on implementation;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments, supplements and guiding documents on implementation;
- Pursuant to the Charter of Organization and Operation and the Internal Regulation on Corporate Governance of Vietnam Bank for Industry and Trade Securities Joint Stock Company.



## CHAPTER I: GENERAL PROVISIONS

### Article 1: Scope and Application

- 1.1. This regulation is applicable to 2025 Annual General Meeting of Shareholders dated April 24, 2025, of Vietnam Bank for Industry and Trade Securities Joint Stock Company ("**VietinBank Securities**" or "**the Company**") (hereinafter referred to as "**GMS**"/"**AGM**").
- 1.2. This regulation specifically defines the rights and obligations of shareholders, authorized representatives of organizational shareholders, and authorized persons attending the AGM (collectively referred to as "**delegates**"), attendees, and the conditions and procedures of the AGM.

### Article 2: Conditions for Attending the AGM

- 2.1. Shareholders named in the list of shareholders as of the record date (March 27, 2025) provided by the Vietnam Securities Depository and Clearing Corporation have the right to participate in the 2025 AGM of the Company.
- 2.2. Shareholders and authorized representatives of organizational shareholders may either attend the AGM in person or, in writing, fully or partially authorize their shares to another individual or organization to attend on their behalf in writing.
  - The authorization to attend the AGM is only legally effective and valid when all the following conditions are met:

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- i. The authorized representative attending the meeting must submit the original Power of Attorney fully completed with all required information (according to the Power of Attorney template from the Company or the provisions of the Civil Law) when registering to attend the AGM. In case of sub-authorization, the attendee must also present the original Power of Attorney from the shareholder or the authorized representative of the organizational shareholder (if not registered with the Company previously, along with the sub-authorization document), along with a copy of their legal identification, and any other relevant documents (as required by the Company) when registering for the meeting. The Power of Attorney of a foreign shareholder must be legalized and/or translated and notarized in accordance with the provisions of Vietnamese law.
  - ii. The Power of Attorney must specify the full name, contact address, and legal identification details of both the shareholder and the authorized representative. It must also include the number of authorized voting shares, the scope and duration of the authorization, and the signatures and titles of the authorized signatories (for organizational shareholders and/or authorized organizations).
- The Company has the right to refuse the authorized representative's attendance at the AGM if the Power of Attorney does not comply with legal provisions or the Charter on Organization and Operation of the Company ("**the Company's Charter**") or if the content and scope of the authorization are unclear or unspecified.

## **CHAPTER II: RIGHTS AND OBLIGATIONS OF SHAREHOLDERS, AUTHORIZED REPRESENTATIVES, AUTHORIZED PERSON, AND OTHER ATTENDEES**

### **Article 3: Rights and Obligations of Delegates (shareholders and authorized representatives of organizational shareholders or authorized persons) to attend the AGM**

#### **3.1. Rights of Delegates attending the AGM:**

- To attend the AGM in person or authorize another individual/organization to attend and vote on their behalf on all matters within the AGM's authorization, as prescribed by law and the Company's Charter.
- To receive one (01) Voting Card, one (01) Voting Slip, one (01) Ballot Paper for the additional election of Member to the Company's Board of Director



after completing the shareholder eligibility verification procedures, which include information on the delegate's code and the number of voting shares represented (one (01) share owned/represented corresponds to one (01) vote). The voting power of the Voting Card, Voting Slip, Ballot Paper corresponds to the proportion of voting shares owned or represented by the delegate in accordance with their registration to attend the AGM, relative to the total number of voting shares held by delegates present at the AGM.

- To discuss and vote directly at the AGM to approve the contents of the Reports and Proposals presented at the AGM and exercise the right to elect at the AGM.
- Late-arriving delegates may still register and exercise their voting rights after registration at the AGM, but the Chairperson is not obliged to suspend the meeting for their registration. In this case, the votes and elections conducted prior to their registration remain valid.

**3.2. Obligations of Delegates attending the AGM:**

- Must bring their Invitation, ID card/Passport/Business Registration Certificate, or equivalent documents, along with a valid Power of Attorney (in case of authorization) to present to the Shareholders' Eligibility Verification Committee when registering to attend the AGM, and complete the registration procedures as required.
- Attending the AGM in compliance with the Company's regulations, maintaining order and discipline. If a delegate wishes to give an opinion, they must raise their hand or submit written comments to the Organizing Committee of the AGM. The delegate must clearly state their full name, contact details, and delegate's code before making statements.
- To comply with these regulations, the Chairperson's instructions, and respect the AGM's results.

**Article 4: Rights and Obligations of the Shareholders's Eligibility Verification Committee**

- 4.1. The Shareholder's Eligibility Verification Committee is appointed by the Board of Directors of VietinBank Securities.
- 4.2. The Shareholder's Eligibility Verification Committee performs:
- To verify the shareholders' eligibility of delegates attending the AGM;

- To distribute meeting materials, Voting Cards, Voting Slips, Ballot Papers for delegates attending the AGM;
  - To report to the AGM on the attended shareholder's eligibility verification results.
- 4.3. The Shareholder's Eligibility Verification Committee may establish supporting units as necessary.

**Article 5: Rights and Obligations of the Vote Counting Committee**

- 5.1. The Vote Counting Committee consists of the Head and several members (who are not on the list of candidates for the additional election as members of the Company's Board of Directors by General Meeting of Shareholders) nominated by the Chairperson and approved by the AGM's voting.
- 5.2. The Vote Counting Committee performs:
- To instruct delegates on how to use Voting Cards, Voting Slips, Ballot Papers;
  - To inspect, and supervise the voting process of delegates;
  - To collect Voting Slip, Ballot Papers and organize the vote counting;
  - To prepare Vote Counting Minutes and report the results to the AGM.

The Vote Counting Committee must conduct the inspection process, prepare minutes, and announce the vote-counting results transparently and accurately, with all members jointly responsible for the results.

- 5.3. The Vote Counting Committee has the right to establish a support unit to fulfill its duties.

**Article 6: Rights and Obligations of the Presiding Committee and Secretariat**

- 6.1. The Presiding Committee consists of the Chairperson and several members approved by the AGM and is responsible for conducting the AGM.
- 6.2. The decisions of the Presiding Committee regarding the order of proceedings, procedures, or any events arising outside the agenda of the AGM shall have the highest authority.
- 6.3. The Presiding Committee has the right to take necessary and reasonable measures to preside over the AGM proceedings in a valid and orderly manner, in accordance with the approved agenda, and to reflect the will of the majority of attendees.

6.4. The Presiding Committee may postpone the AGM to another time (in accordance with the provisions of the Law on Enterprises and the Company's Charter) and at another location as decided by the Chairperson, without obtaining the approval of the AGM if any of the following situations occur:

- The meeting venue does not have enough seating for all attendees;
- The communication facilities at the venue do not ensure that shareholders can attend, discuss, and vote;
- Attendees obstruct or cause disorder, posing a risk that the meeting cannot be conducted fairly and legally.

The maximum postponement period shall not exceed three (03) working days from the scheduled opening date of the meeting.

6.5. The Secretariat, appointed by the AGM's Presiding Committee, is responsible for recording the Meeting Minutes and drafting the AGM Resolution and performing assistance tasks as assigned by the Presiding Committee.

### **CHAPTER III: MEETING PROCEDURES**

#### **Article 7: Conditions for proceeding the AGM**

The AGM shall be conducted when the number of delegates represents more than fifty percent (50%) of the total voting shares of the Company, according to the shareholders list prepared on the record date for convening the Meeting.

#### **Article 8: Meeting Procedures**

8.1. The AGM is expected to take place within half a day.

8.2. The AGM shall approve the Meeting Agenda, sequentially discuss and vote on the contents using the following voting methods:

- a. Voting by raising the Voting Card when the Presiding Committee requests a vote on the following matters:
  - Approval of the Principles and Regulations for Voting at the AGM;
  - Approval of the election of the Presiding Committee, the Vote Counting Committee;
  - Approval of the Meeting Agenda;
  - Approval of the Meeting Organization Regulations;



- Approval of the Regulation on the additional election of members of the Company's Board of Directors;
  - Approval of the Meeting Minutes, the Draft Resolution of the AGM;
  - Approval of other matters under the AGM's authorization in the event that Voting Slip is not used (if any).
- b. Voting by Voting Slips when the Presiding Committee requests a vote on the following matters:
- Approval of the Board of Directors' (BOD) Report on the Company's business management in 2024, the governance and the performance of the BOD and its members in 2024, and business orientation for 2025;
  - Approval of the Board of Supervisors' (BOS) Report on its activities and the results of its assigned duties and powers in 2024, and orientation for 2025;
  - Approval of the 2024 Audited Financial Statements;
  - Approval of the Proposal on 2024 Profit Distribution Plan;
  - Approval of the Proposal on 2025 Business plan, Profits, and Dividend;
  - Approval of the Proposal on selection of an Independent auditor to review/audit the Financial Statements and the semi-annual/annual Financial Safety Ratio Report for 2025 of the Company;
  - Approval of the Proposal on the total remuneration, bonuses and other benefits of the BOD, and the salary, remuneration, bonuses, other benefits and operating budget of the BOS in 2025;
  - Approval of the Proposal on the Plan of increasing charter capital through the issuance of shares for dividend payments of the Company;
  - Approval of the Proposal on dismissal and additional election of the members to the Company's Board of Directors;
  - Approval of other matters under the AGM's authorization in the event that do not require the use of the Voting Card (if any).

#### **Article 9: Approval of AGM Resolutions**

- 9.1. For amendments and supplements to the Company's Charter; classes of shares and total number of shares of each class; change the industry, profession and business sectors; changes the Company's management structure under Article 137 of the

Law on Enterprises; investment projects or sale of assets with a valued of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statement; reorganization, dissolve the Company, resolutions are passed when the consent is obtained from the shareholders representing for sixty-five percent (65%) or more of the total number of voting slips of all shareholders attending and voting at the meeting.

- 9.2. For other matters, resolutions are passed when consent is obtained from the shareholders representing more than fifty percent (50%) of the total number of voting slips of all shareholders attending and voting at the meeting
- 9.3. For the additional election of members of the Company's Board of Directors: the voting method is cumulative, whereby each shareholder has a total number of votes equal to the total number of shares owned multiplied by (x) the number of elected members of the Board of Directors and shareholders have the right to allocate all or part of their votes to one or several candidates. The election is carried out according to the Regulation on the additional election of members of the Company's Board of Directors (presented by the Chairperson and approved by the General Meeting).

#### **Article 10: Meeting Minutes**

The contents of the AGM shall be recorded in meeting minutes and archived as required. The AGM minutes shall be recorded and approved before the meeting concludes.

### **CHAPTER IV: OTHER PROVISIONS**

#### **Article 11: In case of failure in holding the AGM**


- 11.1. In case of failure to meet the conditions to conduct the Meeting as stipulated in Article 7 hereof, the convener shall cancel the meeting in accordance with the Company's Charter. The second meeting notice must be sent within thirty (30) days from the date of the initially scheduled meeting. The second AGM shall be conducted when shareholders representing at least thirty-three percent (33%) of the total voting shares are present.
- 11.2. If the second meeting fails to meet the conditions for proceeding as stipulated in Clause 11.1 of this Article, the convener shall cancel the meeting in accordance with the Company's Charter. The third meeting notice must be sent within twenty (20) days from the date of the initially scheduled second meeting. The third AGM

shall be conducted regardless of the total voting shares of the attending shareholders and shall be considered valid and authorized to decide on all matters that the first GMS could have approved.

## **CHAPTER V: EXECUTION PROVISIONS**

### **Article 12: Implementation Effectiveness**

- 12.1. This Regulation consists of five (05) Chapters and 12 Articles and takes effect immediately upon approval by the AGM.
- 12.2. Shareholders, attendees of the AGM, and all parties involved in the AGM are responsible for complying with this Regulation.

  
**ON BEHALF OF GENERAL  
MEETING OF SHAREHOLDERS  
PRESIDING COMMITTEE**

