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REGULATIONS

On Organizing the 2025 Annual General Meeting of Shareholders VINACOMIN – Machinery Joint Stock Company

Chapter I: GENERAL PROVISIONS

Article 1. Scope of Regulation

These Regulations specifically govern the conditions for organizing the Annual General Meeting of Shareholders of VINACOMIN – Machinery Joint Stock Company, the rights and obligations of participating parties, and the procedures for conducting the Meeting.

Article 2. Subjects of Application

Shareholders and all parties participating in the 2025 Annual General Meeting of Shareholders of VINACOMIN – Machinery Joint Stock Company (the “Company”) shall comply with the provisions of these Regulations.

Article 3. Effectiveness

These Regulations shall apply to the organization of the 2025 Annual General Meeting of Shareholders of VINACOMIN – Machinery Joint Stock Company.

Chapter II: CONDITIONS FOR HOLDING THE GENERAL MEETING

Article 4. Conditions for Holding the Meeting

The Annual General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than 50% of the total voting shares of VINACOMIN – Machinery Joint Stock Company, based on the list of shareholders provided by the Vietnam Securities Depository and Clearing Corporation.

Chapter III:

RIGHTS AND OBLIGATIONS OF PARTICIPANTS IN THE GENERAL MEETING

Article 5. Eligibility to Attend the General Meeting:

All shareholders owning the Company's shares as per the shareholder list registered by the Company, or individuals who are duly authorized to attend, are eligible to participate in the General Meeting.

Article 6. Regulations on Authorization

1. Authorization for Representative Attendance: Authorization for attending the General Meeting must be made in writing using the Company's prescribed form and must be signed in accordance with the following regulations:

a) In the case where the shareholder is an individual, the authorization document must bear: The signature of the shareholder and the authorized attendee; or the signature of the shareholder and the legal representative of the authorized organization. The authorized organization must provide a letter of introduction for its representative attending the General Meeting.

b. In the case where a shareholder is an organization, the power of attorney must bear the signature of the legal representative of the organizational shareholder and the individual authorized to attend the meeting; or the signatures of the legal representative of the organizational shareholder and the legal representative of the authorized organization attending the meeting. The authorized organization must also provide a Letter of Introduction for the employee designated to attend the General Meeting of Shareholders.

2. In cases where the power of attorney is made in writing but does not follow the Company's prescribed form, the validity of such power of attorney shall be at the sole discretion of the Chairperson of the General Meeting.

3. A person may act as an authorized representative for one or more shareholders.

4. The authorized representative must submit the written authorization before entering the meeting room.

Article 7. Rights and Obligations of Shareholders Attending the General Meeting

1. Rights of Shareholders Attending the General Meeting:

Shareholders have the right to attend the meeting in person or authorize another person to attend by submitting a written power of attorney using the Company's prescribed form.

Upon attending the Annual General Meeting of Shareholders, each shareholder or authorized representative will receive voting ballots indicating the number of shares corresponding to their voting rights on the matters discussed at the meeting.

Shareholders are entitled to discuss and vote on all matters within the authority of the General Meeting as prescribed by the Law on Enterprises, relevant legal regulations, and the Company's Charter.

Shareholders will be informed by the Organizing Committee of the agenda and contents of the General Meeting and will be provided with relevant materials and supporting documents.

Shareholders arriving late to the General Meeting still have the right to register and thereafter participate and vote immediately. However, the Chairperson shall not be responsible for pausing the meeting to allow late registrations, and the validity of prior voting rounds will remain unaffected.

2. Obligations of Shareholders Attending the General Meeting:

Shareholders must comply with the provisions of the Law on Enterprises, the Company's Charter, and this Regulation.

Upon arrival, shareholders or their authorized representatives must complete the registration procedures with the Organizing Committee and present the following documents:

a) Invitation to the General Meeting (if available), valid ID card, Citizen Identification Card, or a certified copy of the Enterprise Registration Certificate.

b) A valid power of attorney (in the case of authorized attendees).

Shareholders are required to adhere to the rules of the General Meeting, respect the proceedings, speak under the moderation of the Chairperson, vote according to the guidance of the Organizing Committee, and respect the Chairperson's direction.

Any recording or filming of the General Meeting must be publicly announced and approved by the Chairperson.

All expenses incurred to attend the meeting (such as transportation, meals, and accommodation) shall be borne by the shareholders themselves.

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

1. Rights and Obligations of the Chairperson of the General Meeting:

The General Meeting of Shareholders shall be presided over by the Chairperson of the Board of Directors, the Head of the Supervisory Board, or a representative of the group of shareholders as prescribed by the Law on Enterprises.

The Chairperson shall have the highest authority in making decisions regarding the procedures, order of business, or any unexpected matters arising outside the approved agenda of the General Meeting of Shareholders.

The Chairperson has the right to take all necessary actions to ensure that the meeting is conducted lawfully, orderly, and in a manner that reflects the will of the majority of attending shareholders.

The Chairperson has the discretion not to respond to or may simply acknowledge shareholder comments if the content of such opinions falls outside the scope of matters for which shareholder input is being sought at the meeting.

The Chairperson shall appoint the Secretariat of the General Meeting of Shareholders.

Without requiring a vote by the General Meeting of Shareholders, the Chairperson may, at any time, postpone the General Meeting to a later time (in compliance with the Law on Enterprises and the Company's Charter) and at a different venue, if it is deemed that: The conduct of those in attendance is obstructing or likely to obstruct the orderly proceedings of the meeting; or The postponement is necessary to ensure the meeting is conducted in a lawful and proper manner. The postponement period must not exceed 3 (three) days from the originally scheduled date of the meeting.

2. Rights and Obligations of the Secretariat: The Secretariat of the General Meeting is responsible for preparing the Minutes of the Meeting and performing other support tasks as assigned by the Chairperson.

Article 9. The Vote Counting Committee

1. The Vote Counting Committee shall consist of one Head and other members nominated by the Chairperson of the General Meeting and approved by the General Meeting of Shareholders through a direct show of hands. Members of the Vote Counting Committee are not required to be shareholders of the Company.

2. The Vote Counting Committee is responsible for supervising and inspecting the voting process conducted by the shareholders and for organizing the vote counting

3. The Vote Counting Committee is responsible for preparing the minutes of the vote counting results, announcing the results at the General Meeting, and handing over the minutes along with all ballots to the Chairperson of the Meeting.

4. All activities related to vote inspection, minute preparation, and announcement of the results must be carried out honestly and accurately. The Vote Counting Committee shall be held accountable for the accuracy and integrity of the voting results.

Chapter IV: CONDUCTING THE GENERAL MEETING

Article 10. Agenda of the General Meeting

The General Meeting shall proceed to discuss and approve the following matters in sequence:

1. Business performance in 2024 and the business plan for 2025.
2. Report of the Board of Directors on its activities in 2024 and directions for 2025.
3. Report by the Supervisory Board on the appraisal of the 2024 audited financial statements.
4. Report by the Supervisory Board on the management activities of the Board of Directors and the Executive Board; Report on activities of the Supervisory Board in 2024.
5. Proposal for selecting an Independent Audit Firm For the Audit of the Company's 2025 Financial Statements
6. Proposal for the 2024 Profit Distribution and Dividend Payment Plan
7. Proposal for the Implementation of Salaries and Remuneration for 2024 and Proposed Salary and Remuneration Plan for Executive Management in 2025
8. Proposal for the approval of contracts with a value exceeding 35% of the total assets
9. Election process to additional member of the Board of Directors for the 2023 – 2028 term.
10. Other matters (if any).

Article 11. Voting Procedure for Decisions at the General Meeting

Voting on matters at the General Meeting shall, depending on the situation, be conducted according to the following methods:

1. Voting by Ballot
 - a) The voting on the meeting's agenda will be conducted based on the principle that each share with voting rights corresponds to one vote. The voting will be held by secret ballot. The content of the ballot will allow shareholders or their authorized representatives to choose one (1) of three (3) options: "in favor", "against", or "abstained".
 - b) Shareholders will vote according to the following principle: Voting will begin when the Chairperson or the Head of the Ballot Counting Committee announces the start, and will end when the last shareholder has cast their vote into the ballot box or 10 minutes after the start of voting, whichever comes first. After the voting is concluded, the ballot box will be sealed, and shareholders who have not voted will be considered as having abstained. The vote counting will proceed immediately after the ballots are cast and the ballot box is sealed.
 - c) Invalid votes will not be counted, including: ballots not in the official form issued by the Organizing Committee and without the Company's stamp;

ballots that are torn, crossed out, erased, or amended; ballots with additional information or symbols; ballots with multiple conflicting opinions on the same issue, which will render that particular vote invalid. Voting on each issue in the ballot is independent, and the validity of one vote does not affect the validity of others.

d) In case a shareholder makes a mistake while filling out the ballot but has not yet placed it in the ballot box, they are entitled to directly approach the Head of the Ballot Counting Committee to exchange the ballot in order to ensure the shareholder's rights.

2. Direct voting shall be applied in cases where the voting method specified in Clause 1, Article 11 is not applicable. In such cases, shareholders or their authorized representatives shall cast their votes on the matter by raising their ballots or through another method as directed by the Chairperson. The Ballot Counting Committee shall record the number of votes in favor, against, and abstained, and shall announce the results at the General Meeting.

3. Use of Information Technology in Vote Counting: To ensure accuracy and timeliness in recording and aggregating information and data, and to facilitate shareholders, registration of attendance, recording of voting opinions, and compilation of data will be conducted through a computer system and software designed in accordance with voting principles.

4. Approval Requirement for Resolutions at the General Meeting: Matters presented at the General Meeting must be approved by shareholders representing at least 65% of the total voting shares of shareholders present in person or by proxy at the meeting.

Article 12. Regulations on Vote Counting for Ballot Voting

1. Vote Counting Procedure: Vote counting must be conducted by the Ballot Counting Committee in a private room immediately after the voting process concludes. The Ballot Counting Committee is not allowed to alter or correct the ballots. The committee will record the voting results in the meeting minutes, including: the number of votes for "in favor", "against", "abstained", and "Invalid", and the corresponding percentage (%) of these votes compared to the total number of ballots collected. In case a shareholder or their representative has questions about the voting results, the Chairperson will consider and decide immediately at the General Meeting.

2. Announcement of Vote Counting Results: After the vote counting process is completed, the Ballot Counting Committee will prepare a report of the vote count, signed by all members of the committee. The Head of the Ballot Counting Committee will read the results aloud to the General Meeting.

Article 13. Speech at the General Meeting

Shareholders or their authorized representatives attending the meeting have the right to contribute opinions during the discussion portion of the General Meeting. When making a speech, shareholders must raise their Voting Card and receive approval from the Chairman of the meeting. Shareholders or their authorized representatives may register their speech topics with the Presidium through the Meeting Secretary by submitting a question form. When the Chairman designates someone to speak, that person will be allowed to present their speech, and the Chairman has the authority to interrupt if necessary. The speech must be concise, relevant to the topics being discussed at the meeting, and not propose issues that fall under the authority of the Board of Directors. Shareholders may not repeat points already raised by other shareholders, and only those speeches aligned with the meeting agenda will be recorded in the Minutes of the meeting.

Article 14. Approval of Decisions at the General Meeting

Matters at the General Meeting are approved when they receive the approval of shareholders with voting rights who are present, either in person or by proxy, at the meeting with a percentage according to the Company's Charter and the provisions of the Enterprise Law. Shareholders or their authorized representatives attending the meeting will cast votes in favor, against, and abstained on issues that need to be approved at the General Meeting as stipulated in Article 11 of this Regulation. If no option is marked on the voting form, it will be considered as no opinion.

Chapter V: CONCLUSION OF THE GENERAL MEETING

Article 15. Minutes of the General Meeting

All matters discussed at the General Meeting shall be recorded by the Meeting Secretary in the minutes. The minutes of the meeting will be read and approved before the meeting is adjourned and will be kept as part of the Company's General Meeting documentation.

Article 16. Resolutions of the General Meeting

Based on the results of the General Meeting, the Chairman will issue a Resolution of the General Meeting regarding the matters approved by the Meeting. Shareholders, members of the Board of Directors, the Supervisory Board, and the General Director have the right to request the Court or Arbitration to review and annul any part or all of the decisions made by the General Meeting in accordance with the provisions of the Enterprise Law.

Chapter VI: OTHER PROVISIONS

Article 17. Case of Unsuccessful General Meeting

In the event that the first meeting does not meet the required conditions for proceeding as specified in Article 4 of this Charter, a second meeting will be convened within thirty (30) days from the planned date of the first meeting. The second General Meeting will proceed if at least 33% of the voting shares are represented by shareholders attending the meeting. If the second meeting does not meet the required conditions as stipulated in Clause 1 of this Article, a third meeting will be convened within twenty (20) days from the planned date of the second meeting. In this case, the General Meeting will proceed regardless of the number of shareholders attending.

Article 18. Other regulations:

After the meeting, the Chairman of the Board of Directors commits to implementing the approved business plans and addressing the matters approved at the General Meeting and declares the meeting adjourned.

Chapter VII: IMPLEMENTATION ARTICLES

Article 19. This Charter, consisting of 7 (seven) chapters and 19 articles, is effective immediately upon approval at the Annual General Meeting on April 25th, 2025.

Recipients:

- Shareholders (e-copy);
- Steering Committee, AGM Organizing Committee (e-copy);
- Archive: Office, Secretary.

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

Nguyen Van Tu