

TRAPHACO JSC
No: /2022/QC-HĐQT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, March 28, 2022

DRAFT

REGULATION
ANNUAL GENERAL MEETING 2022
TRAPHACO JSC

Pursuant to:

- *Enterprise Law No. 59/2020/QH14 dated June 17, 2020 takes effect from January 1, 2021;*
- *The Corporate Charter of Traphaco JSC;*
- *The Internal regulation on Corporate governance,*

To facilitate the organization of the 2022 Annual General Meeting of Shareholders (AGM) of Traphaco Jsc., and to instruct the shareholders on how to exercise their voting rights, the Organizing Committee of the 2022 AGM would like to announce the regulations at the General Meeting as follows:

I. THE ORDER OF THE MEETING

- 1.** Shareholders of Traphaco JSC and authorized representatives of shareholders owning voting shares have the right to attend the General Meeting;
- 2.** Shareholders and/or authorized representatives (hereinafter referred to as Delegates) when entering the Great Hall (direct attendance) please be present at the prescribed time and carry out registration procedures with the Organizing Committee of the Meeting;
- 3.** Delegates please sit at the right positions or in the area prescribed by the Organizing Committee;
- 4.** During the Meeting, delegates comply with the guidance of the Presidium, behave in a civilized, polite manner and maintain order at the Meeting;
- 5.** Delegates must keep secret, implement the regime of using and preserving documents, not copying, recording and giving to outsiders without permission of the Presidium;
- 6.** Smoking inside the Great Hall is prohibited;
- 7.** Private conversations is not allowed while the Meeting is in progress. All mobile phones must be switched to the silent mode or turned off.

8. In case of not attending directly at the General Meeting, Delegates attending the General Meeting of Shareholders online and vote electronically at the website: <http://dhcd.traphaco.vn>;

9. Username and password information to attend the Online Meeting has been provided in the Invitation. The Delegate is responsible for keeping the username, password and other identifiers provided to him/her confidential to ensure that only the Delegate has the right to cast his/her vote on the electronic voting system and is fully responsible for this registered information;

10. Delegates are counted as attending the General Meeting of Shareholders in the form of online attendance at the time the Committee of Delegate's Status Verification reports the results publicly at the General Meeting of Shareholders who have voted on at least one of the above items on the electronic voting system.

II. VOTING

1. **Principles:** All the issues on the agenda of the AGM shall be approved by online voting.

2. **Method:**

- Delegates vote (agree, disagree, abstain) in the form of electronic voting via the internet using an online system provided by a service unit hired by Traphaco;
- Instructions for online participation and electronic voting are in the appendix attached to this Regulation;
- As soon as the voting on the contents presented at the General Meeting is completed, the Vote Counting Committee will conduct the vote counting process and after that, announce the results at the Meeting.

3. **The voted contents and voting rules:**

- Each share (owned or authorized) represents one unit of vote.

By the shareholder list (finalized on 01/3/2022), the total number of shares of the Company is 41,453,673 (Forty-one million four hundred fifty-three thousand six hundred and seventy-three) shares. The total number of voting shares is 41,450,540 (Forty one million four hundred fifty thousand five hundred and forty) voting shares.

- Issues to be voted on at the General Meeting:

is approved when the number of shareholders owning or representing ownership for *more than 65% of the total voting shares* of all attending shareholders approves, including:

- The Presidium, The Voting Committee;
- The Agenda;
- The Working Regulations at AGM;
- The Nomination Regulations;

- The Election Regulations;
- Reports for 2021 (including the BoD's Report on the results of business operations in 2021, BoD's Report on the governance and performance of the Board of Directors in 2021, the Board of Supervisors' report in 2021);
- Audited consolidated financial statements in 2021;
- The distribution of after-tax profit in 2021, dividend payment, remuneration for BoD, BoS in 2021;
- The Operational direction of the Company in 2022;
- The profit distribution plan for 2022; Remuneration of the Board of Directors, Board of Supervisors in 2022;
- Authorize the Board of Directors to select an independent auditor of the financial statements in 2022;
- Authorize the Board of Directors to review and approve the contracts with Traphaco High-Tech Company and Traphaco Hung Yen Company;
- Dismissal of BoD member, list of nominated candidates for BoD member;
- The Minutes and Resolution of the General Assembly of Shareholders;

III. DISCUSSION

1. Principles

The discussion session is only conducted within the time limit and within the issues outlined on the agenda of the Meeting;

- Delegates send questions via the online system to the Secretariat of the Meeting;
- The Secretariat will arrange the Questions of Delegates by the submission order and give them to the Presidium;
- Delegates attending directly, when needing to speak or debate, please raise their hands, only when agreed by the Presidium then speak. Each delegate should not exceed 03 minutes, the content should be concise and avoid duplication;

2. Answering questions posed by Delegates

- The Chairman or a member appointed by the Chairman will answer the Delegate's opinions;
- In case due to time limitation, questions that have not been answered at the General Meeting will be answered in writing by Traphaco JSC.

IV. RESPONSIBILITIES OF THE PRESIDIUM

1. Chair the Meeting in accordance with the agenda, the regulations adopted by the AGM. Adhere to the principles of democratic centralism and make decision by majority;
2. Instruct on how the Meeting will conduct the discussion and the voting on the issues within the Meeting's agenda and other related issues during the Meeting;
3. Submit drafts and conclude necessary issues for the General Meeting to vote on;
4. Answer the questions requested by the General Meeting;
5. Resolve issues arising during the General Meeting according to its competence.

V. RESPONSIBILITIES OF THE SECRETARIAT

1. Support the Presidium in publishing the draft documents, conclusions and resolutions of the General Meeting and send notices of the Presidium to the delegates upon request;
2. Receive and review opinions of Delegates (sent via the online system), transfer to the Presidium for decision;
3. Fully and honestly record the entire contents and progress of the Meeting and all of the issues approved or unsolved by the AGM in the minutes of the AGM;
4. Drafting resolutions on issues passed at the General Meeting, and disclosing information in accordance with the law.

VI. RESPONSIBILITIES OF THE COMMITTEE OF DELEGATES' STATUS VERIFICATION AND VOTE COUNTING

1. Verify the delegate status and take responsibility for the results of the verification of the delegate status before the General Meeting;
2. Make Minutes of vote counting and take responsibility before the Presidium and the General Meeting of Shareholders when performing their duties;
3. Accurately determine the voting results at the General Meeting;
4. Review and report to the General Meeting of violations of voting rules.

VII. MINUTES AND RESOLUTIONS OF THE AGM

The Minutes and Resolutions of the AGM must be read and approved before the end of the Meeting.

This Regulation has 7 articles and takes effect immediately upon approval by the General Assembly of Shareholders.

Regards.

CHAIR OF THE MEETING

APPENDIX TO PARTICIPATE ONLINE ANNUAL GENERAL MEETING 2022

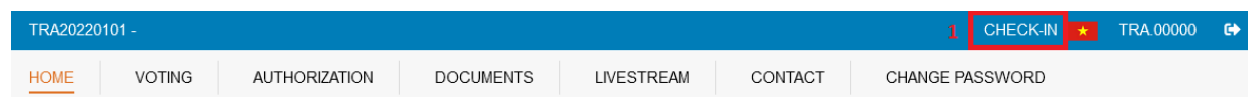
I. LOG IN SYSTEM

Shareholders/authorized representatives of shareholders, please visit website <http://dhcd.traphaco.vn>. Fill in your account information and password according to the information sent in the invitation sent to you and click Login.

A login form interface with a light gray background. At the top is a circular icon with a person silhouette. Below it are two input fields: the first contains the text "TRA0122.00000" and the second contains ten dots. Both fields are outlined with a red border. Below the fields is a blue button with the text "Đăng nhập" in white, also outlined with a red border. Under the button is the text "Hướng dẫn sử dụng" in bold. At the bottom are the links "Quên mật khẩu" and "Trợ giúp" in a smaller font.

II. REGISTRATION

Shareholders/authorized representatives of shareholders, please visit website <http://dhcd.traphaco.vn>. Fill in your account information and password according to the information sent in the invitation sent to you and click Login.



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022



CONFIRM ATTENDANCE AT THE ONLINE GENERAL SHAREHOLDERS MEETING

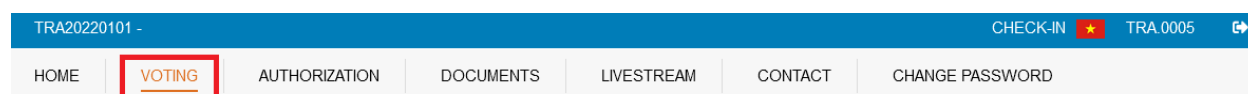
- Shareholders who confirm their attendance at this step are counted as eligible to attend the General Meeting.
- Shareholders are not allowed to cancel the confirmation of attendance at the meeting and cannot authorize other organizations or individuals to attend the meeting.

2 ☒ Agree with the above terms

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III. VOTING APPROVAL OF ISSUES AT THE MEETING CONFERENCE

At the Home screen, shareholders check the displayed personal information and the General Meeting's status. Shareholders select the menu "VOTING" to conduct an electronic vote with the contents under the approval authority of the General Meeting of Shareholders.




With the content to vote, shareholders please tick 1 of 3 boxes: Approve, Disapprove or Abstain, then click "VOTING", the system will record and save the voting results.

VOTING 1				
Shares represented :				
Title	Content	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
Content 01	The Presidium and The Voting Committee	1 <input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 02	The Agenda	<input type="checkbox"/>	2 <input checked="" type="checkbox"/>	<input type="checkbox"/>
Content 03	The working regulations at AGM	<input type="checkbox"/>	<input type="checkbox"/>	3 <input checked="" type="checkbox"/>
Content 04	The Regulation on election of additional BoD member	<input type="checkbox"/>	4 <input checked="" type="checkbox"/>	<input type="checkbox"/>
5 <input type="button" value="VOTING"/>				[Guide]

Before the Chairman announces the end of the voting period for that content, Shareholders who have voted on the contents at the General Meeting previously, can change the voting results by pressing the button .

IV. GUIDELINES TO ONLINE ELECTION

Shareholders please tick the menu "VOTING" to conduct an online election.

TRA20220101 -		CHECK-IN  TRA.0005	
HOME	<input checked="" type="button" value="VOTING"/>	AUTHORIZATION	DOCUMENTS
		LIVESTREAM	CONTACT
			CHANGE PASSWORD

At the voting screen, shareholders please check the “Shares represented”, and the “Voting rights”. If there is an error, the shareholder shall immediately notify the Vote Counting Committee before conducting the election.

Each shareholder **can only vote for maximum 01 candidate** (corresponding to the number of additional members). After selecting the candidate that they want to elect, the Shareholders will use ALL of their Voting rights for the 01 candidate they have selected.

Invalid votes:

- Shareholders/groups of shareholders choose to vote for a larger number of candidates than the number of additional members of the Board of Directors (**choose to vote for 02 or more candidates**).
- Shareholder/group of shareholders fill in the number of votes rights in the box **“Unequally split voting”** greater or less than the total number of votes of the shareholder/representative of shareholders.
- Shareholders can tick the box **“Equal and even cumulative voting”** or fill in all of your voting rights in the box **“Unequally split voting”** for that candidate. Then click **“VOTE”** to send the results to the system.
- If you **DO NOT** vote for any candidate, shareholders/representatives of shareholders please fill in **“0”** in the box **“Unequally split voting”** and click **“VOTE”** to send the results to the system. This case is considered as the shareholder/representative of shareholders who abstained from voting.
- In case a shareholder/shareholder's representative **does not send votes to the system by clicking the “VOTE” button** during the election, it is considered that such shareholder/representative of shareholder has not conduct the right to vote.

ELECT ADDITIONAL BOD MEMBER		
Shares represented : 1000	Elected members : 1	Voting rights : 1000
Name	Equal and even cumulative voting	Unequally split voting
Nguyen Van B	1 <input checked="" type="checkbox"/>	or <input type="text" value="1000"/>
	2 <input type="button" value="VOTE"/>	[Guide]

Shareholders/ representatives of shareholders who have elected, before the Head of the Vote Counting Committee announces the end of the election period, can change the

election results by pressing the button:

MODIFY VOTING

Then correct the information and click "VOTE" so that the system will record new results.