DỰ THẢO

# VIETNAM NATIONAL COAL & MINERAL INDUSTRIES HOLDING CORPORATION LIMITED VINACOMIN – COAL IMPORT EXPORT JOINT STOCK COMPANY

# **SOCIALIST REPUBLIC OF VIETNAM Independence - Freedom - Happiness**

Hanoi, April, 2025

# REGULATION ORGANIZATION OF THE GENERAL MEETING OF SHAREHOLDERS

# CHAPTER I GENERAL PROVISIONS

### Article 1. Scope and Subjects of Application.

1. The Regulation on organization of the General Meeting of Shareholders shall be used for the organization and conduction of the 2025 Annual General Meeting of Shareholders ("**the General Meeting**") of the Company;

To specify the rights and obligations of Shareholders, Shareholders' representatives and parties attending the General Meeting;

To prescribe the conditions and process for conducting the General Meeting and voting on issues within the authority of the General Meeting.

2. Shareholders, representatives of Shareholders and related parties participating in the General Meeting shall have to comply with the provisions of this Regulation.

# **Article 2. Implementation Principles**

- 1. To create favorable conditions for the successful organization of the General Meeting of Shareholders in accordance with the provisions of the Charter and the provisions of law;
  - 2. To ensure the legitimate rights and interests of all Shareholders of the Company;
  - 3. To ensure the principles of publicity and transparency.

#### **CHAPTER II**

# RIGHTS AND OBLIGATIONS OF PARTICIPANTS IN THE GENERAL MEETING

### Article 3. Conditions for Shareholders to Attend the General Meeting

Individual Shareholders, and representatives authorized by Institutional Shareholders listed in the Shareholder Register as of the record date confirmed by the

Vietnam Securities Depository and Clearing Corporation (VSDC) for attendance at the General Meeting (March 20, 2025) shall have the right to directly attend the General Meeting or authorize in writing others to attend the meeting in accordance with the provisions of this Regulation and the provisions of law.

# Article 4. Rights and Obligations of Shareholders when Attending the General Meeting

- 1. Rights of Shareholders and authorized representatives of Shareholders when attending the General Meeting:
- a) To directly attend or authorize others to attend the General Meeting in writing;
- b) To discuss and vote on all issues within the authority of the General Meeting in accordance with the provisions of the Law on Enterprises dated June 17, 2020 (the Law on Enterprises), other relevant legal documents and the Charter of organization and operation of the Company (Charter);
- c) To be notified by the Organizing Committee of the contents and agenda of the General Meeting;
- d) Each Shareholder or authorized representatives to attend the meeting shall receive 01 Voting Card, 01 Opinion Form, 01 Election Ballot for Members of the Board of Directors and 01 Election Ballot for Members of the Supervisory Board upon completion of the procedures for registration to attend the General Meeting with the Shareholders' Eligibility Verification Committee.
- 2. Obligations of Shareholders and authorized representatives of Shareholders when attending the General Meeting:
- a) Shareholders or authorized representatives attending the General Meeting shall bring the following papers:
  - Invitation letter or Notice of invitation to the meeting (if any);
  - Original ID card or Passport;
- A copy of the authorizer's ID card/Passport and Valid authorization document (applicable in case of authorization to attend the General Meeting, if not previously submitted to the Organizing Committee of the General Meeting of Shareholders):

In case an Individual Shareholder is an authorizer, the authorization document shall be signed by the Shareholder and the individual or legal representative of the authorized organization.

In case the Shareholder is a legal entity/organization, the authorization document

shall be signed and stamped (if the seal sample is registered) by the legal representative of that legal entity/organization and the individual, the legal representative of the authorized organization;

- b) Shareholders shall only officially attend and vote at the General Meeting after conducting the registration procedures under this Regulation.
- 3. In case a Shareholder has authorized another person without a written notice of the cancellation of the authorization, such Shareholder shall not be allowed to attend or shall attend the General Meeting but shall not receive the voting card, Opinion Form and election card if his/her authorized person has already completed the registration procedure for attending the General Meeting and received the Voting Card, Opinion Form and Election Ballots.
- 4. During the General Meeting, Shareholders and their authorized representatives shall strictly abide by this Regulation, comply with the guidance and control of the Chairman, respect the working results of the General Meeting, and behave in a civilized and polite manner without causing disorder. Including but not limited to:
  - Appropriate attire;
- No audio or video recording without prior approval from the Chairman of the General Meeting;
- Registering to speak at the meeting as prescribed, adhering to the speaking time and content within the scope of the General Meeting's agenda;
- Speaking and voting in accordance with the instructions of the Organizing Committee of the General Meeting;
- Refraining from disruptive behavior that would hinder the fair and legal conduct of the meeting;
  - Not obstructing the normal course of the General Meeting;
  - Complying with the Chairman's authority to conduct the meeting;
  - Strictly adhering to the Regulation.
- 5. Shareholders and their authorized representatives attending meetings shall abide by this Regulation, if violating, depending on the specific severity, the Chairman will consider and take action in accordance with the provisions of the Law on Enterprises, the Company's Charter and this Regulation.
- 6. Shareholders may leave the meeting and vote before the General Meeting votes. In case the Shareholders leave the meeting without giving their votes, it shall be

considered that the Shareholders do not participate in voting on all issues that the Shareholders do not vote on.

7. Shareholders who arrive after the General Meeting has commenced, and upon completing the registration process, may attend and participate in voting/elections for the remaining issues to be voted on/elected according to the approved agenda of the General Meeting. In this case, the validity of the votes already conducted shall not be affected.

### Article 5. Chairman and Secretary of the General Meeting

- 1. The Chairman of the Board of Directors shall be the chairman of the General Meeting of Shareholders. If the Chairman of the Board of Directors is absent within 45 (forty-five) minutes after the scheduled commencement of the General Meeting of Shareholders, the other present members of the Board of Directors shall elect one of them to chair by majority, provided the person is willing to accept the role. If only one member of the Board of Directors is present, this member shall assume the role of Chairman if willing to do so. In case no one is elected as Chairman, the Head of the Supervisory Board shall preside over the meeting to allow the General Meeting of Shareholders to elect a Chairman, and the person with the highest number of votes shall be the Chairman.
- 2. The Chairman shall undertake such actions considered necessary to ensure that the General Meeting is conducted in a lawful and orderly manner, and that the outcomes of the meeting accurately reflect the wishes of the majority of the attending shareholders;
- 3. Without consulting the General Meeting of Shareholders, the Chairman may at any time postpone the meeting to another time (in accordance with the provisions of the Law on Enterprises, the Charter) and at another location decided by the Chairman if it is found that:
  - a) The meeting venue does not have enough convenient seats for all participants;
- b) If any participant exhibits disruptive behavior that threatens the orderly conduct of the meeting, which may cause the meeting to not be conducted in a fair and lawful manner; or
- c) The communication facilities at the meeting venue do not ensure that Shareholders can participate, discuss, and vote.
- 4. The Chairman shall have the right not to respond or only to acknowledge the opinions of Shareholders/their authorized representatives if the opinions or suggestions are outside the scope of the issues for which the General Meeting has requested

feedback.

- 5. The Chairman shall have the right to cut off the remarks of Shareholders and other participants if the comments are off-topic, exceed beyond the prescribed time limit or opinions, fall outside the scope of the General Meeting's agenda, or are repetitive.
- 6. Has the right to request the competent authorities to maintain order at the meeting; expel; disconnect individuals showing disruptive behavior, not adhering to the Chairman's authority, or obstructing the normal course of the General Meeting.
- 7. The Secretary of the General Meeting shall be nominated by the Board of Directors and voted by the General Meeting of Shareholders at the meeting.
- 8. The Secretary shall perform assistive tasks as assigned by the Chairman, including:
  - a) Fully and truthfully record the contents of the meeting.
- b) Assist the Chairman in announcing the draft Minutes and Resolutions of the General Meeting of Shareholders and the Chairman's notice to the Shareholders when requested.
  - c) Receive the Shareholders' Opinion Form.

# Article 6. Rights and Obligations of the Shareholders' Eligibility Verification Committee

- 1. The Committee of Examination of Eligibility of Shareholders attending the General Meeting (hereinafter referred to as Shareholders' Eligibility Verification Committee) authorized by the Board of Directors to the Director of the Company to decide shall have the following functions and duties:
- a) Examine the eligibility of Shareholders and their authorized representatives to register and attend meetings according to the processes and procedures detailed in this Regulation;
- b) Issue Shareholders or their authorized representatives with Voting cards, Opinion Form, Election Ballots and related documents;
- c) Summarize the examination results and report to the General Meeting on the results of examination of the eligibility of Shareholders attending the General Meeting.
- 2. The Shareholders' Eligibility Verification Committee shall have the right to establish a supporting department to assist in fulfilling the Committee's tasks;
- 3. In case the person registering to attend the meeting is not fully qualified to attend the General Meeting, the Shareholders' Eligibility Verification Committee shall have

the right to refuse his/her attendance, refuse to issue the Voting card, Opinion Form, Election Ballots and documents (if distributed at the meeting) of the General Meeting.

#### **Article 7. Rights and Obligations of the Vote Counting Committee**

- 1. The Vote Counting Committee shall have at least 03 (three) members, including 01 (one) Head of the Board and 02 (two) members proposed by the Chairman and voted for approval by the General Meeting.
- 2. The Vote Counting Committee shall have the duty of guiding the method of election, voting, use of Opinion Form and Election Ballots and conducting vote counting, calculating and excluding relevant Shareholders who do not have the right to vote (if any) for each voting issue.
- 3. The Head of the Vote Counting Committee shall report to the General Meeting on the results of vote counting.
- 4. The Vote Counting Committee shall have the right to establish a supporting department to assist in fulfilling the Board's tasks.
- 5. The Vote Counting Committee shall be responsible for the accuracy and integrity of the announced vote counting results.
- 6. The Vote Counting Committee shall be responsible for keeping, preserving and handing over all Opinion Form, Election Ballots and vote counting minutes to the Board of Directors of the Company immediately after the end of the General Meeting.

#### **CHAPTER III**

#### PROCEDURE OF THE GENERAL MEETING

# **Article 8. Conditions for Conducting the General Meeting**

- 1. The General Meeting shall be conducted when the number of validly registered Shareholders represents more than 50% (fifty percent) of the total number of shares with voting rights, according to the Shareholder List confirmed by VSDC for the meeting.
- 2. In case the General Meeting does not meet the conditions to conduct as prescribed above, the convening and organization of the next General Meeting of Shareholders shall be conducted in accordance with the provisions of the Charter and the Law on Enterprises.

# Article 9. Approval of the Decision of the General Meeting

1. Except for the issues specified in Clauses 2 and 3 of this Article, issues at the meeting shall be approved by the General Meeting when the Shareholders representing

more than 50% (fifty percent) of the total number of votes of all Shareholders attending and voting at the meeting approve;

- 2. Issues shall be approved by the number of Shareholders representing 65% (sixty-five percent) or more of the total number of votes of all Shareholders attending and voting at the meeting, specifically as follows:
  - a) Type of shares and total number of shares of each type;
  - b) Change of business lines and domains;
  - c) Change the structure of the Company's administration;
- d) Investment or sale projects of assets with a value equal to or greater than 35% (thirty-five percent) of the total asset value recorded in the Company's most recent audited financial statements;
  - e) Reorganization or dissolution of the Company;
  - f) Amendments and supplements to the contents of the Charter;
- 3. The election of members of the Board of Directors and members of the Supervisory Board shall be conducted by the method of accumulating votes, as specified in the Regulation on Election of members of the Board of Directors and the Supervisory Board.

## **Article 10. Voting Cards**

- 1. Voting cards shall be issued by the Shareholders' Eligibility Verification Committee to Shareholders or their authorized representatives attending the meeting. The Voting cards shall contain the code, full name of the Shareholder or their authorized representatives, the number of voting shares (owned/represented the ownership and/or authorized) and other technical factors (if any) to help the vote counting be accurate and convenient.
  - 2. Voting Cards shall be used to vote through the following contents:
- a) Approval on the Regulation on organization of the 2025 Annual General Meeting of Shareholders.
  - b) Approval of the composition of the Presidium;
  - c) Approval on the Agenda;
- d) Approval on the composition of the General Meeting's Secretariat and the Vote Counting Committee;
  - e) Approval on the Proposal on nomination and candidacy for election of members

of the Board of Directors, Supervisory Board for the term 2025 – 2030;

- f) Approval on Regulation on election of members of the Board of Directors and Supervisory Board;
- g) Approval on the Minutes and Resolution of the General Meeting of Shareholders;
  - h) Approval on other issues (if any).
- 3. The voting power of the Voting Cards shall be determined by the number of voting shares owned by such Shareholder or represented by the authorized representative attending the General Meeting.

### **Article 11. Opinion Form**

- 1. The Opinion Form shall be distributed by the Shareholders' Eligibility Verification Committee to the Shareholders or their authorized representatives of Shareholders attending the meeting. The Opinion Form shall contain the code, full name of the Shareholder or their authorized representatives, the number of shares with voting rights (owned/represented the ownership and/or authorized representative) and other technical factors (if any) to help the vote counting be accurate and convenient.
  - 2. Opinion Form shall be used to vote on the following contents:
- a) To vote on 2024 audited Financial Statements; Profit Distribution and Dividend Payment Plan for 2024;
- b) To vote on Report on members' remuneration and salary of the Board of Directors, Supervisory Board, Board of Management in 2024 and Remuneration plan in 2025;
- c) To vote on Director's Report on the Business Performance in 2024 and the Business Plan, Investment Plan for 2025;
  - d) To vote on Board of Directors' Report on the activities of the Board;
  - e) To vote on Supervisory Boards' Report;
- f) To vote on Proposal on the selection of Auditing Firm for 2025 Financial Statements;
- g) To vote on Proposal on Contracts, Transactions between the Company and Related Persons;
- h) To vote on Other contents under the authority of the General Meeting of Shareholders.

3. The voting power of the Opinion Form shall be determined by the number of voting shares owned by such Shareholder or represented by the authorized representative attending the General Meeting.

#### **Article 12. Election Ballots**

1. Election Ballots shall be distributed by the Shareholders' Eligibility Verification Committee to the Shareholders or their authorized representatives of Shareholders attending the meeting. The Election Ballots shall contain the code, full name of the Shareholder or their authorized representatives, the number of voting shares (owned/represented the ownership and/or authorized representative) and other technical factors (if any) to help the vote counting be accurate and convenient.

### Article 13. Voting Procedures for Decision Approval at the General Meeting

- 1. The voting on the issues at the General Meeting of Shareholders shall be conducted in person.
  - 2. Regarding the contents specified in Article 10 of this Regulation:

Shareholders raise their Voting Cards and the Chairman of the General Meeting announces the results immediately at the meeting. Shareholders or their authorized representatives vote on each issue by raising their Voting Cards when the Chairman asks for approval/ disapproval/ no opinion on each specific issue. Shareholders or their authorized representatives may only raise their Voting Cards once for each issue.

3. Regarding the contents specified in Article 11 of this Regulation:

Shareholders or their authorized representatives shall vote on each issue by themselves by recording their response on the Opinion Form on each specific issue.

4. Regarding the contents specified in Article 12 of this Regulation:

Shareholders or their authorized representatives shall write the number of voting rights for each candidate in the blank box of that candidate on the votes.

5. The voting results and election results shall be announced by the Chairman before the end of the meeting.

# Article 14. Speech at the General Meeting

1. Shareholders or their authorized representatives attending the meeting may request to speak by raising their hand, and upon the Chairman's consent they shall be invited to address the meeting or register their intention to speak on the Speaking Registration Form. In the Speaking Registration Form, Shareholders shall be required to clearly state their questions or the content of their speech. The Speaking Registration

Form shall be forwarded to the Chairman for processing. When speaking, the content of the speech should be concise and relevant to the issues being discussed at the General Meeting and the agenda of the meeting; Shareholders shall not repeat points that have already been raised by other shareholders, and only statements relevant to the agenda of the General Meeting will be recorded in the meeting minutes.

2. The General Meeting agrees that the duration of a Shareholder/delegate's speech shall not exceed 05 (five) minutes. If this time period is exceeded, the Chairman of the General Meeting may request Shareholder/delegate to send questions and proposals in writing. The Board of Directors, within its authority, shall respond in writing to the Shareholders within 05 (five) working days from the time of receipt of the Shareholders' inquiry.

# Article 15. Minutes of the General Meeting of Shareholders (Minutes of the General Meeting)

- 1. The content and proceedings of the General Meeting of Shareholders shall be recorded in the Minutes. The Chairman of the General Meeting and the Secretary of the General Meeting shall be responsible for the accuracy and integrity of the contents of the Minutes.
- 2. The Minutes of the meeting shall be disclosed before the General Meeting and approved before the end of the General Meeting;
- 3. Minutes of meetings, Minutes of Examination of Eligibility of Shareholders, Minutes of vote counting and other documents recording the proceedings and results of the meeting shall be archived by the Company as prescribed.
  - 4. Minutes of meetings shall be disclosed in accordance with law.

# **Article 16. Resolutions of the General Meeting**

Pursuant to the results of the General Meeting of Shareholders, the Chairman shall prepare the Resolutions of the General Meeting on the issues approved by the General Meeting. The Resolutions of the General Meeting shall be read at the General Meeting for the Shareholders to vote and approve and shall be published on the Company's website within 24 (twenty-four) hours from the end of the meeting. Additionally, the information shall be disclosed through other communication channels as prescribed.

### **Article 17. Provisions Implementation.**

1. This Regulation consists of 03 (three) Chapter, 17 (seventeen) Articles, which were adopted on April 28, 2024 and shall take effect immediately after being approved by the General Meeting of Shareholders.

- 2. In case there are issues not covered in this Regulation or in case of any new legal provisions that differ from the content of this Regulation, the relevant legal provisions shall automatically apply and govern the activities related to this Regulation.
- 3. This Regulation shall be amended and supplemented on the basis of the proposal of the Board of Directors and shall be voted and approved by the General Meeting of Shareholders./.

ON BEHALF OF BOD CHAIRMAN

**Bui Van Tuan**