

DRAFT

Hanoi, April 28th, 2025

REGULATIONS ON ORGANIZATION AND OPERATION OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020 passed by the National Assembly of the Socialist Republic of Vietnam, amended by Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11th, 2022;
- Pursuant to the Charter of Century Land Joint Stock Company;
- Pursuant to the Internal Regulations on Corporate Governance of Century Land Joint Stock Company,

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation

This Regulation on organization and operation of the 2025 Annual General Meeting of Shareholders stipulates the order and procedures for organizing and voting on related issues at the 2025 Annual General Meeting of Shareholders of Century Land Joint Stock Company to be held on April 28, 2025.

Article 2. Subjects of regulation

The following subjects are subject to this Regulation:

- 2.1. Shareholders and representatives (duly authorized persons) attend and vote at the General Meeting of Shareholders.
- 2.2. The Presidium, the Vote Counting Committee, the Secretariat, the Attendees' eligibility examination Committee and individuals involved in the organization and voting of the Meeting.

Article 3. Interpretation of terms/ abbreviations

- Regulations: Regulations on the organization and operation of the 2025 Annual General Meeting of Shareholders;
- The Meeting: Annual General Meeting of Shareholders 2025;
- Company: Century Land Joint Stock Company;
- BOD: Board of Directors;
- GMS: General Meeting of Shareholders;
- Attendee: A shareholder and representative (duly authorized person) of a shareholder attending the 2025 Annual General Meeting of Shareholders;
- Organizing Committee: Organizing Committee of the Meeting;
- Electronic means: Means that operate on electrical, electronic, digital, magnetic, wireless transmission, optical, electromagnetic or similar technology;
- Electronic Voting System: EzGSM system, supporting the organization of the General Meeting of Shareholders, provides attendees with tools to exercise related rights when

attending the GMS (including electronic voting, viewing Meeting documents, sending questions);

- Electronic voting: The use of computers or other electronic devices with Internet connection to vote via the Electronic Voting System as prescribed and announced by the Company;
- Login information: All necessary information such as Username, Password of each attendee provided by the Company which is used to log in/ access the Electronic Voting System;
- Force majeure events: Events that occur beyond the will of the convener of the Meeting that cannot be foreseen and overcome despite the application of necessary measures within the allowable scope and capacity.

CHAPTER II. CONDITIONS FOR PARTICIPATING IN THE MEETING, RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND PARTIES ATTENDING THE GENERAL MEETING

Article 4. Conditions for participating in the Meeting

Shareholders whose names are on the Company's shareholder list as of the shareholder record date of March 26, 2025 which was provided by Vietnam Securities Depository and Clearing Corporation (VSDC), have the right to attend or authorize their representatives to participate.

Attendees attending the GMS and voting electronically must use suitable electronic means, connected to the Internet to ensure monitoring of the Meeting and conducting electronic voting, including but not limited to: personal computers, tablets, smartphones or other electronic devices connected to the Internet.

Article 5. Rights of shareholders when attending the Meeting

5.1. Shareholders have the right to attend the Meeting in one of the following ways:

- a. Attend the Meeting in person;
- b. Authorize others to attend. Authorization for individuals or organizations to represent shareholders in attending the GMS must be made in writing. The Power of attorney is made in accordance with the provisions of Civil law or the company's form. Authorization must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content, the scope, the duration of authorization, and the signatures of both the authorizing party and the authorized party. Individuals and organizations authorized to attend the GMS must present the power of attorney when registering to attend the meeting before entering the meeting room. In case of re-authorization, attendees must also present the original authorization document of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with the company);
- c. Send voting ballots to the meeting by mail, fax, email;

5.2. Being promulgated the Meeting's content and schedule by Company.

5.3. Being provided with Voting Cards and Login Information to access the electronic voting system after completing the attendance registration procedure for attending the Meeting with the Attendees' eligibility examination Committee, on which is written the full name of the shareholder or the authorized representative, the number of voting rights/ votes represented and the corresponding login name and password. Attendees are responsible for keeping their information confidential to ensure that only Attendees have the right to attend and vote on the electronic voting system. The Company will provide maximum support in ensuring that shareholders can attend and vote at the GMS but is not responsible for any problems arising due to shareholders losing/ disclosing their login information.

- 5.4. Attendees have the right to discuss and vote on all matters within the authority of the GMS as stipulated in the Company's Charter and as prescribed in the Law on Enterprises.
- 5.5. Other rights as prescribed by the Company Charter and the Law on Enterprises.

Article 6. Obligations of shareholders when attending the General Meeting

- 6.1. Registering to attend the Meeting according to the requirements and instructions of the Attendees' eligibility examination Committee.
- 6.2. During the Meeting, attendees must strictly comply with the meeting regulations, follow the instructions and direction of the Chairman; respect the working results of the Meeting, behave in a civilized and polite manner, and not cause disorder, etc. Recordings must be publicly announced and must be approved by the Chairman.
- 6.3. Attendees are not allowed to use banners, slogans, or provocative images that affect the Meeting or the image and reputation of the Company.
- 6.4. Attendees should prepare appropriate electronic devices such as personal computers, laptops, tablets, smartphones and so on connected with the Internet to ensure access to the electronic voting system and exercise the corresponding rights. Attendees must secure login information related to the access account such as: Username, Password provided by the Company to ensure that only Attendees have the right to exercise the rights on the electronic voting system. Attendees must immediately notify the Company for timely handling when discovering that the Username, password were lost, stolen, disclosed, or suspected of being disclosed to lock the account. Attendees must be responsible for damages, losses and other risks occurring before the time the Company receives the notification of attendee if the cause is due to the Attendee;
- 6.5. Attendees understand and accept that voting at the GMS by electronic voting always has risks of system, technical, transmission errors, errors of any third party service provider and other incidents that are force majeure and beyond the Company's ability to predict.
- 6.6. In case for personal reasons, Attendees have to leave the meeting before the voting time of the Meeting, the Attendee can vote on the contents requiring shareholders opinions before logging out of the System.

Article 7. Presidium

- 7.1. The Presidium consists of 03 people, including 01 Chairman, who is Chairman of the BOD and 02 members appointed by the Chairman of the BOD.
- 7.2. The Presidium has the following functions and tasks:
 - a. Conduct the activities of the Meeting according to the program approved by the Meeting;
 - b. Guide Attendees and the Meeting to discuss the contents of the meeting agenda;
 - c. Present or appoint a presenter of the draft, conclude the necessary issues for the Meeting to vote on;
 - d. Respond to questions requested by the Meeting;
 - e. Resolve and decide on issues arising during the General Meeting, including: (i) Requesting all meeting attendees to be subject to inspection or other legal and reasonable security measures; (ii) Requesting competent authorities to maintain order at the meeting; (iii) Expelling those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting, use banners, slogans, banners, provocative images that affect the meeting, the image and reputation of the Company or do not comply with security inspection requirements from the GMS;
 - f. Carry out other matters in accordance with the Company Charter and the provisions of the Law to run the Meeting.

Article 8. Secretariat

- 8.1. The Secretariat of the Meeting consists of 03 people appointed by the Chairman of the Meeting.
- 8.2. The Secretariat is responsible to the Presidium and the GMS for its duties and works under the direction of the Presidium.
- 8.3. The Secretariat has the following duties:
 - a. Assist the Presidium in checking the qualifications of Attendees attending the meeting (when necessary);
 - b. Assist the Presidium in announcing draft documents, conclusions, and Resolutions of the Meeting and sending notices of the Presidium to Attendees when requested;
 - c. Receive and review Discussion Forms and Attendees' opinions, and forward them to the Presidium for response;
 - d. Fully and honestly record all the content of the Meeting and the issues that have been approved or are still being noted in the Meeting Minutes;
 - e. Drafting Minutes of issues approved at the Meeting;
 - f. Other tasks assigned by the Presidium.

Article 9. Attendees' eligibility examination Committee

- 9.1. The Attendees' eligibility examination Committee has 03 people, including 01 Head of the Committee and 02 members appointed by the BOD.
- 9.2. The Attendees' eligibility examination Committee has the following tasks:
 - a. The Attendees' eligibility examination Committee is responsible for examining the qualifications of Attendees attending the meeting.
 - b. The Head of the Attendee Qualifications Committee reports to the GMS on the status of the Attendees attending the meeting. If the meeting has a sufficient number of shareholders and valid authorized representatives representing more than 50% of the shares with voting rights, the Company's GMS is allowed to proceed.

Article 10. Vote Counting Committee

- 10.1. The Vote Counting Committee consists of 03 people, including 01 Head of the Committee and 02 members introduced by the Chairman and approved by the Meeting. Members of the Vote Counting Committee must not be listed in the nominations of candidates for the Board of Directors.
- 10.2. The Vote Counting Committee has the following duties:
 - a. Disseminate voting principles and instructions, how to use Voting Card, and voting procedures;
 - b. Count votes, prepare Report of vote counting and be responsible to the Presidium and the Meeting when performing their duties;
 - c. Accurately determine the voting results of each content and election results at the Meeting;
 - d. Promptly notify the Secretariat of the vote counting results;
 - e. Review and report to the Meeting any violations of voting rules or complaints about vote counting results.

CHAPTER III. MEETING PROCEDURE

Article 11. Conditions for proceeding the Meeting

- 11.1. The General Meeting of Shareholders is allowed to proceed when the number of Attendees represents more than 50% of the total voting shares of the Company.
- 11.2. In case the first meeting does not meet the conditions to hold as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting must be sent within 30 (thirty) days from the date of the intended holding of the first GMS. The second GMS shall only be held when the number of shareholders attending the meeting represents 33% of the total number of shares with voting rights.
- 11.3. In case the second meeting does not meet the conditions to hold as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 (twenty) days from the date of the intended second GMS. In this case, the Meeting shall be held regardless of the total number of voting shares of the Attendees.

Article 12. Program and working content of the Meeting

- 12.1. The working program and agenda of the Meeting are required to be approved during the opening session. The agenda must detail the time allotted for each issue on the meeting's agenda. The power to alter the meeting agenda, which was sent with the notice of meeting invitation as prescribed by the Law on Enterprise and the Company's Charter, lies solely with the General Meeting of Shareholders;
- 12.2. In case of any changes to the agenda of the Meeting, it must be approved by the GMS.

Article 13. Discussion at the Meeting

- 13.1. Based on the number of attending shareholders and the duration of the Meeting, the Chairman can choose a reasonable method to conduct the meeting. Shareholders attending the General Meeting may express discussion opinions and ask questions by raising their hands to request to speak and being approved by the Chairman or submitting questions via the Electronic Voting System to the Presidium. Only one shareholder can speak at a time. If multiple shareholders wish to speak simultaneously, the Chairman shall invite each shareholder to present their opinions in turn.
- 13.2. When invited to speak, shareholders should speak concisely and focus on the core content to be exchanged and discussed, and must comply with the General Meeting's agenda. The content of shareholders' proposed opinions must not violate the law, relate to personal matters, or exceed the enterprise's authority. The Meeting Chairman has the right to remind or request shareholders to focus on the core content to be addressed in order to save time and ensure the quality of discussions.
- 13.3. The total speaking time of a shareholder shall not exceed 05 (five) minutes unless otherwise agreed by the Chairman. If this time limit is exceeded, the Chairman of the Meeting has the right to request shareholders to submit their questions and discussion opinions in writing. The Secretariat must record and the BOD, within its authority, is responsible for providing a written response to shareholders within 05 (five) working days from the time of receiving the shareholder's written request.

Article 14. Voting to approve decisions at the Meeting

- 14.1. Voting principles:
 - a. All issues in the program and content of the Meeting must be discussed publicly by the Meeting and voted on by means of Voting Cards or electronic voting through the EzGSM System at the website: <https://ezgsm.fpts.com.vn>

- b. The voting cards are printed by the Company and sent directly to the Attendees when performing the attendance registration. The voting ballot has been pre-installed on the electronic voting system. Attendees prepare their own electronic devices connected to the Internet as prescribed to exercise the corresponding rights.
- c. Once meeting attendance registration is confirmed and login information is provided, attendees may access the Electronic Voting System to cast their votes. This access remains available until the Chairman declares the voting session closed for each specific content or until the conclusion of the Company's 2025 Annual GMS. After a voting session ends, the electronic voting system will no longer register electronic votes for that particular item from the attendees.
- d. In case attendees arrive at the meeting after the voting session on some issues has ended, those attendees are still allowed to register to attend and vote on issues arising immediately after registration, but are not allowed to participate in voting on issues that have already expired. In this case, the validity of the votes that have been approved is not affected.
- e. In case the meeting agenda is supplemented with content due to a valid proposal from a shareholder/group of shareholders as prescribed and approved by the GMS, the Attendee may conduct an additional vote. When new content arises and Delegates do not submit additional votes, the Delegates votes related to that new content will be recorded as non-participation votes.

14.2. Voting method

- a. Voting by raising Voting Card:

Attendees vote by raising their voting cards to approve the contents of the Meeting (except for approving Reports and Proposals). For each specific issue that needs to be voted on, the Presidium will ask for shareholders' opinions in the following order: **Approve, Disapprove, Abstain** or another order as directed by the Chairman of the Meeting. Attendees give their opinions on each issue by raising their voting cards as directed by the Presidium.

The method of recording opinions of attendees using Voting Cards is as follows:

- + The Voting Card's front, which details Attendee's code, his/ her name, the number of votes owned, authorized, and total number of votes represented, should be held aloft facing the Presidium
- + Absence of a Voting Card display by a delegate during an item's voting period signifies a lack of opinion.
- + In cases where a delegate shows their Voting Card more than once for an item, the last instance of display will be taken as their definitive vote.

Any voting content that uses the method of raising a vote card is approved when the majority of delegates has the voting option "**Approve**".

- b. Voting by electronic voting system:

- + On the "Voting" interface of the Electronic Voting System, Attendees vote on each issue in the meeting agenda. When casting electronic voting, Attendees choose one (01) of three (03) options "Approve", "Disapprove", "Abstain" on the Voting Ballot pre-installed in the system. After completing all voting contents in one voting session, Attendees click "**Voting**" to save and send the voting results to the electronic voting system. At the end of the voting time of each vote, if the Attendee does not click Voting to send confirmation, the Attendee's voting form is considered a non-returnable ballot for these contents and it is considered that the attendee did not take part in voting
- + Validity of voting content and voting ballot:

- ✓ For a voting item on the ballot to be valid, attendee must select exactly one (01) of the three (03) voting choices provided. Any item left unchecked or with multiple choices selected is considered invalid.
 - ✓ A ballot will only be recognized as valid if every voting item on it is correctly marked and it has been successfully submitted ("Voting" button pressed) through the electronic voting system.
 - ✓ The electronic voting system will give warning to invalid ballots and the attendee will be required to adjust those ballots to a valid state. The system will not record any invalid ballots. In the scenario where the ballot remains invalid, after the system's warning, and therefore the vote is not recorded, when the delegate presses vote. Then any voting items on that ballot, that were intended to be voted on during that voting session, will be viewed as abstentions, and the delegate is understood to have not participated in that voting session.
- c. Voting for members of the Board of Directors using the electronic voting system:
- + On the "Voting" interface of the Electronic Voting System, Attendees elect members of the Board of Directors by cumulative voting method (According to Clause 3, Article 148 of the Enterprise Law). Attendees have a total number of votes equal to the total number of representative shares multiplied by the number of Board of Directors members to be elected for the 2023 - 2028 term approved by the General Meeting of Shareholders. Attendees perform the election as follows:
 - ✓ If voting all votes for one or dividing the votes equally among several candidates, attendees check the box in the "Vote equally" column of the corresponding candidates.
 - ✓ If not voting for any candidate, attendees leave it blank.
 - + After entering the ballot, attendees click "Voting" to save and send the election results to the system.
 - + Validity of election content:
 - ✓ A ballot is invalid if the number of candidates the attendee votes for exceeds the number of Board of Directors members to be elected approved by the General Meeting of Shareholders.
 - ✓ For invalid ballots, the electronic voting system will issue a warning to the delegate. The attendee is responsible for adjusting the ballot to be valid. In the event that the ballot is invalid, and although the system has issued a warning, the attendee still does not make adjustments, leading to the attendee clicking "Voting" but the vote not being recorded by the system, then it will be considered as an abstention for these items, and the attendee is deemed to have not participated in voting.
 - + In the event that additional candidates arise on the day of the meeting, attendees may change their election results until the end of the voting period as specified.
- d. Electronic voting system's recording method: Attendees have the ability to modify their voting selections repeatedly, but they are unable to delete a voting ballot. The electronic voting system is designed to record solely the last selected voting choice when the voting time on each voting selection comes to its conclusion, based upon the control from the presidium.

14.3. Approval on decisions of the GMS:

- a. The decisions of the General Meeting of Shareholders relating to amendments and supplements to the Charter; types of shares and number of shares offered; Changes in

business lines, occupations and fields; Changes in the Company's management structure; reorganization or dissolution of enterprises; investment projects or sale of assets implemented by the Company or its branches with a value of 35% or more of the total value of the Company's assets calculated according to the most recent audited financial statements shall be approved if it receives affirmative votes from shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting.

- b. Resolutions of the General Meeting of Shareholders on other matters under the authority of the GMS shall be passed if approved by shareholders representing more than 50% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.
- c. Resolutions of the GMS approved by 100% of the total number of voting shares are legal and effective even if the order and procedures for passing such resolutions violate the provisions of the Law on Enterprises and the Company Charter.
- d. Principles for electing members of the Board of Directors:
 - + Elected members of the Board of Directors are determined according to the number of votes, from the highest to the lowest, starting from the candidate with the highest number of votes until the required number of members is reached.
 - + In the event that two or more candidates receive the same number of votes for the final member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or a selection shall be made according to the criteria specified in the Company's Charter and internal Corporate Governance Regulations.

14.4. The voting results must be announced publicly by the Vote Counting Committee at the Meeting after completing the vote counting.

Article 15. Meeting minutes and Resolutions

- 15.1. The minutes of the Meeting must reflect all the contents of the Meeting. These minutes must be read by the representative of the Secretariat and approved by the GMS before the closing of the Meeting.
- 15.2. Based on the Meeting Minutes and vote counting results, the Secretariat synthesizes the data and includes it in the draft Resolution of the Meeting. The draft Resolution is read and approved by the GMS before the closing of the Meeting.
- 15.3. Minutes, list of shareholders registered to attend the meeting, full text of the Resolution approved and documents attached to the meeting invitation are kept at the Head Office of the Company.

Article 16. Force majeure events

- 16.1. During the holding of the GMS, force majeure events may occur beyond the control of the Company such as natural disasters, fires, power outages, loss of Internet connection or other technical problems, requests or instructions from the Government and other state agencies, competent persons, etc. The Company will mobilize all resources to overcome the problems and the Meeting may continue, but no later than 60 minutes from the time of the problem.
- 16.2. In the event of a force majeure event, including but not limited to technical failure of the electronic voting system, power outage, serious internet network failure, or other similar events that make the use of the electronic voting system impossible, the GMS will conduct voting by printed ballot.

Printed ballots will be prepared by the Organizing Committee and distributed to shareholders or authorized persons attending the Meeting. The printed ballots will include all necessary contents for shareholders to express their voting opinions on each issue raised at the GMS according to the principles and implementation methods stipulated in Article 14 of these Regulations.

The Counting Committee will be responsible for collecting, counting and announcing the results of the printed ballots. The results of the direct printed ballots will have the same legal value as the results of the electronic voting system.

The decision on using direct printed ballots for voting will be made by the Chairman of the Meeting, after consulting with the Organizing Committee and the Vote Counting Committee. This decision must be publicly announced at the Meeting. The Organizing Committee is responsible for preparing contingency plans to ensure that the Meeting can take place continuously and effectively in all situations.

- 16.3. In case of force majeure events that cannot be resolved so that the Meeting can continue within 60 minutes, the Chairman will declare the GMS to be postponed, ensuring compliance with the provisions of the Law on Enterprise and the Company's Charter. The reorganization of the GMS postponed as above will be publicly announced by the BOD and notified to the shareholders.

CHAPTER IV. IMPLEMENTATION PROVISIONS

Article 17. Implementation provisions

- 17.1. This Charter consists of 04 Chapters, 17 Articles, is read before the Meeting and voted by shareholders. If this regulation is approved by the General Meeting, it will be legally binding on all Shareholders.
- 17.2. The Chairman is responsible for conducting the Meeting in accordance with the provisions of this Charter; Shareholders/authorized representatives and those attending the Meeting are responsible for implementing the provisions of this regulation.
- 17.3. The contents related to the GMS are not specified in this Regulation or there are differences or conflicts between this Regulation and the Company's Charter and/or the Law on Enterprises, the provisions of the Company Charter, the Law on Enterprises and relevant legal documents shall apply.

Respectfully submit to the GMS for consideration and approval.

Sincerely thank you!

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

Nguyen Trung Vu