

DRAFT

**WORKING REGULATIONS EXTRAORDINARY GENERAL
MEETING OF SHAREHOLDERS IN 2025**
**3-2 INVESTMENT AND CONSTRUCTION JOINT STOCK
COMPANY**

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of Regulation

This Regulation specifies the organizational conditions, working principles, rights and obligations of the parties to the General Meeting of Shareholders (hereinafter referred to as the "General Meeting"), the mode of conducting the General Meeting and the method of approving the decisions of the General Meeting.

Article 2. Subjects of application

This Regulation applies to all shareholders, authorized representatives of shareholders, the Board of Directors (BOD), the Audit Committee, the Board of Directors, the Organizing Committee and relevant organizations and individuals attending or participating in the organization of the General Meeting.

Article 3. Validity

This Regulation takes effect immediately after being approved by the General Meeting of Shareholders and applies to all activities of the 2025 Extraordinary General Meeting of Shareholders of 3-2 Investment and Construction Joint Stock Company (hereinafter referred to as the "Company").

CHAPTER II. CONDITIONS FOR CONDUCTING THE CONGRESS

Article 4. Conditions for convening and conducting the Congress

1. The General Meeting is convened and held in accordance with the provisions of the Company's Charter and the Enterprise Law 2020.

2. The General Meeting of Shareholders shall be held when the number of shareholders attending represents at least **50% of the total voting shares** according to the list of shareholders provided by the Vietnam Securities Depository and Clearing Corporation (VSDC).

3. In case the first general meeting is not eligible to be held, it may be convened for the second time within **30 days**. The second general meeting shall be held when the number of shareholders attending represents at least **33%** of the total voting shares.

4. In case the Second General Meeting is not eligible to be held, it shall be convened for the third time within **20 days** and will be conducted regardless of the number of voting shares of the shareholders attending.

CHAPTER III. RIGHTS AND OBLIGATIONS OF PARTIES PARTICIPATING IN THE GENERAL MEETING

Article 5. Conditions for attending the Congress

All shareholders who own the Company's shares according to the list of shareholders closed by VSDC or those who are duly authorized to attend.

Article 6. Rights and obligations of shareholders attending the General Meeting

1. Rights of shareholders attending the General Meeting

To directly attend or authorize others to attend the General Meeting by means of written authorization according to the Company's form or in accordance with the provisions of civil law.

When attending the Extraordinary General Meeting of Shareholders in person, each shareholder or authorized person when registering to attend the meeting shall be provided with a voting slip by the Organizing Committee of the General Meeting to vote on the contents at the General Meeting. On each voting slip, the shareholder's code, the shareholder's name, the number of voting shares of the shareholder (owned or authorized), the contents of the voting application (each voting share corresponds to one voting slip), and the boxes corresponding to each content for shareholders to choose *to decide "approve" or "disapprove" or "no opinion"*.

To discuss and vote directly on all issues under the jurisdiction of the General Meeting in accordance with the provisions of the Law on Enterprises, other relevant legal documents and the Company's Charter.

Notified by the Organizing Committee of the content and program of the Congress

To distribute the accompanying documents and programs of the Congress

Shareholders who attend the General Meeting of Shareholders late have the right to register immediately and then have the right to participate and vote at the General Meeting, but the Chairman is not responsible for stopping the General Meeting to allow shareholders to register and the validity of the votes conducted before will not be affected.

2. Obligations of shareholders when attending the General Meeting:

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

- When shareholders or authorized persons come to attend the General Meeting, they must complete the procedures for registering to attend the General Meeting with the Organizing Committee of the General Meeting and present the following documents:

+ Notice of invitation to attend the Congress (if any).

+ Citizen ID or Passport or Business Registration Certificate...

+ A valid power of attorney (in case individuals and organizations are authorized to attend the Congress).

Strictly abide by the rules at the General Meeting of Shareholders, respect the results of work at the General Meeting.

Speaking directly under the management of the Chairman of the meeting and voting in accordance with the instructions of the Organizing Committee and respecting the control of the Chairman of the Congress.

Self-sufficient for expenses to attend the Congress (such as transportation, meals, rest, etc.).

Article 7. Authorization Regulations

1. The authorization of the representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form or in accordance with the provisions of civil law and must be signed according to the following provisions:

a. In case the shareholder is an authorized individual, the authorization document must contain:

When the authorized party is an individual: The authorization document must be signed by the authorized shareholder and the authorized individual.

When the authorized party is an organization: The authorization document must bear the signature of the authorized shareholder and the signature of the legal representative, stamped with the seal of the authorized organization.

b. In case the shareholder is an authorized organization, the authorization document must contain:

When the authorized party is an individual: The authorization document must be signed by the legal representative/legal representative according to the internal regulations of the shareholder being the authorized organization, stamped with the seal of the shareholder of that organization and the signature of the authorized individual.

When the authorized party is an organization: The authorization document must be signed by the legal representative/legal representative according to the internal regulations of the shareholder being the authorized organization, affixed with the seal of the shareholder of that organization and the signature of the legal representative/legal representative according to the internal regulations of the authorized organization, stamped with the seal of the authorized organization.

c/ In case the legal representative of the authorized organization is unable to attend the General Meeting in person, an employee may be appointed to attend the General Meeting. The appointment of employees to attend must be made in writing signed and stamped by the authorized organization.

2. Cases where the Power of Attorney is made in writing not according to the Company's form or not in accordance with the provisions of civil law will be handled by the Shareholder Status Examination Board according to regulations.

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

4. Shareholders and authorized parties are responsible for the powers and obligations of each party and the legal validity of the authorization document for participants of the General Meeting of Shareholders. The Company is not responsible for any lawsuits or complaints related to the authorization of shareholders.

5. The person authorized to attend the General Meeting of Shareholders must submit a written authorization before entering the meeting room.

Article 8. Rights and obligations of the Chairman and the Secretariat

1. Rights and obligations of the Chairman of the Congress

The General Meeting of Shareholders will be chaired by the Chairman of the Board of Directors to conduct the General Meeting.

The Chairman's decision on the order, procedures or events arising outside the program of the General Meeting of Shareholders will be the highest judgment.

The Chairman of the General Meeting may carry out necessary tasks to control the General Meeting of Shareholders in a valid and orderly manner; or let the Congress reflect the wishes of the majority of participants.

The Chairman has the right not to reply or only record the comments of shareholders if the contents of contributions and proposals are outside the contents of the General Meeting's consultation.

The Chairman appoints the Secretariat of the Congress.

Without consulting the General Meeting, the Chairman of the General Meeting of Shareholders may at any time postpone the General Meeting of Shareholders to another time (in accordance with the Law on Enterprises and the Company's Charter) and at another location decided by the Chairman if it finds that:

- The behavior of those present hinders or is likely to hinder the orderly course of the meeting.
- The delay is necessary for the work of the General Assembly to proceed validly. The maximum postponement period shall not exceed three days from the date the meeting is intended to open.

2. Rights and obligations of the Secretariat of the Congress:

Fully and truthfully record all the contents of the meeting, issues that have been approved or noted by the Congress, and opinions expressed in accordance with the content of the new Congress program shall be recorded in the Minutes of the meeting.

Make the Minutes of the Congress and Resolutions on issues passed at the Congress.

Perform assisting tasks as assigned by the Chairman.

Article 9. Rights and obligations of the Vote Counting Committee

The vote counting committee consists of 01 head of the committee and members nominated by the Chairman of the General Meeting and approved by the General Meeting of Shareholders in the form of holding up voting votes directly at the General Meeting. Members of the Vote Counting Committee may not be shareholders of the Company.

The vote counting committee is responsible for inspecting and supervising the voting of shareholders and vote counting organizations.

The vote counting committee shall make a record of the vote counting results and announce them before the Congress; hand over the minutes and all votes to the Chairman of the Congress.

All work of inspecting, making records and announcing vote counting results, the Vote Counting Committee must be honest and accurate and take responsibility for such results.

Article 10. Speech at the General Meeting

- Shareholders or authorized representatives attending the meeting have the right to participate in contributing opinions in the discussion of the General Meeting.
- When wishing to speak, shareholders must hold up their voting slips and obtain the approval of the Chairman.
- The content of the speech should be concise, suitable to the meeting agenda, and not propose issues beyond the competence of the Congress.
- Only opinions consistent with the content of the Congress program shall be recorded in the Minutes of the meeting.

CHAPTER IV. VOTING FORMAT

Article 11. Voting method for approving decisions at the General Meeting

1. Voting is conducted by:
 - Holding up cards;
 - Secret ballot;
 - Electronic voting (if any).
2. Each share has voting rights corresponding to one vote.
3. The contents are approved when more than **50% of the total votes have the right to vote** for approval.

Article 12. Voting Principles

1. The congress voted on the principle of "approve" or "disapprove" or "no opinion".
2. In case shareholders do not select any box on the voting form, it is considered "no opinion".

Article 13. Principles for adoption of decisions

1. The Decision of the General Meeting takes effect when the approval rate is reached as prescribed in the Company's Charter and the Law on Enterprises.
2. The decision of the General Meeting is binding on all shareholders, including shareholders who do not attend.

CHAPTER V. ADOPTION OF RESOLUTIONS AND MINUTES OF THE GENERAL MEETING

Article 14. Minutes of the General Meeting

1. The minutes of the meeting are read and approved before the conclusion of the meeting.
2. The minutes must be fully signed by:
 - Chairman;

- Secretariat;
- Vote Counting Committee (if any).

3. The minutes must be publicly announced and archived at the Company.

Article 15. Resolution of the General Meeting of Shareholders

Based on the results at the General Meeting, the Chairman shall issue a Resolution of the General Meeting of Shareholders on the issues approved by the General Meeting.

CHAPTER VI. EFFECT

Article 16. Enforcement effect

This Regulation takes effect immediately after being approved by the General Meeting of Shareholders.

**REPRESENT. PRESIDING COMMITTEE
CHAIRMAN OF THE BOARD OF DIRECTORS**