

**PROPOSAL**

*Re: Approval of regulations and procedure on voting at AGM 2020*

***Kind Attn to:* 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
DEVELOPMENT INVESTMENT CONSTRUCTION JOINT STOCK CORPORATION**

Pursuant to:

- The Enterprises Law No. 68/2014/QH13 dated 26 November 2014;
- The Charter of Development Investment Construction Joint stock Corporation (“DIC Corp”);
- The Internal regulations on corporate governance of DIC Corp.

The Board of Directors (“BOD”) of DIC Corp respectfully submits to AGM 2020 for promulgating the Regulations and Rules of Voting at the Annual General Meeting of Shareholders 2020 of Development Investment Construction Joint stock Corporation as follows:

**I. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS, PROXIES AND RELEVANT PARTIES PARTICIPATING IN THE MEETING**

**1. Eligibility**

- Participants must be shareholders or their proxies as confirmed in writing by one or more shareholders named in the DIC Corp's Shareholder Register on the record of VSD dated March 12<sup>th</sup> 2020 for the Meeting under the Law and DIC Corp's regulations.
- BOD's members, sub-committee of BOD, Supervisory Board.
- Officials and employees involved in organizing the meeting

**2. Shareholder Eligibility Verification**

- Before the meeting begins, Shareholder Eligibility Verification Committee should verify shareholder and proxy eligibility until participants are fully present.
- Shareholders or proxies (hereinafter named “Shareholders”) participate in the meeting should present these following documents to Shareholder Eligibility Verification Committee for registration:
  - + Regarding to shareholders: original ID cards or passports, invitation letters (in case the shareholder is a legal entity)
  - + Regarding to proxies:
    - Original ID cards or passports
    - Original valid Proxy Letter followed DIC Corp's form.
    - One copy of shareholder's ID card or passport (in case of individual shareholder).
- After the process, Shareholder Eligibility Verification team shall provide participants with these materials:
  - ✓ Meeting documents and related materials
  - ✓ One (01) voting card stamped by DIC Corp. On which, there are registration number/code, full name of Shareholders, full name of Proxies and number of votes of such shareholder. This card is for voting at issues, which need approving directly in the meeting by “**Raising card**”.
  - ✓ One (01) ballot stamped by DIC Corp. On which, there are registration number/code, full name of Shareholders, full name of Proxies and number of votes of such shareholder, issues need discussing. This ballot is used for voting at issues need approving by “**Ballot**”

- Any shareholder or proxy arriving late at the Meeting is entitled to register and vote on the matters yet to be presented or voted. The Chairperson is not obligated to pause the Meeting for those late arrivals.

### **3. Authorization requirements to participate in AGM**

- a. Shareholders shall extend official authorization to the designated individual or organization to participate in the AGM. The Proxy is prohibited to authorize others.
- b. In case there are more than 01 proxy, the number of votes and shares must be defined on each individual. Shareholders should designate BOD's member of DIC Corp for their proxy.
- c. Authorization documentary for proxy must follow DIC Corp's form as below:
  - Regarding to shareholder is an individual, proxy letter shall require signatures of that shareholder and their legal representatives participated in the AGM.
  - Regarding to shareholder is an organization, proxy letter shall require signatures of authorized representative, legal representative of that organization and individuals/legal representatives of that organization participated in the AGM.
  - In other cases, the proxy letter shall require signatures of legal representative of that shareholder and the authorized individual participated in the AGM.
- d. In case the Lawyer signing on the proxy letter is on behalf of shareholder to assign proxy, this documentary is valid if there is the proxy letter of shareholder to assign Lawyer consumed. (If there is no notification to DIC Corp before)
- e. Except the case in point 3d of this section, the ballot of proxy is valid if there is any circumstance as below:
  - The shareholder passed away, or having had their capacity for civil acts restricted, having lost his or her capacity for civil acts;
  - The shareholder has cancelled the authorization;
  - The shareholder has revoked the authorization of the assigned individual.

These circumstances specified at Point 3e of this section are invalid if there is notification from shareholder before the AGM opening or before the AGM re-opening.

### **4. Shareholder obligation with regard to the AGM**

- a. Participants must strictly adhere to these regulations, the internal regulations on corporate governance and legal regulations during the AGM. Specifically:
  - Participants must dress formal clothes
  - Respect the Chairperson's instruction at the Meeting;
  - Maintain security and order, and must not cause disruption to or disturbance during the AGM;
  - All voice recordings or images taken during the Meeting must be publicly disclosed and are subject to the approval of the Meeting Chairperson;
  - Respect the results of the Meeting.
- b. Opinions expressed at the Meeting
  - All opinions expressed shall be made under the agreement of the Presiding Committee.
  - Opinions should be short, and shall be made in accordance with the scope of approved agenda.
  - No exceed than 03 minutes for each speech.

## **II. THE PRESIDING COMMITTEE, AGM CHAIRPERSON, SECRETARY, THE SHAREHOLDER ELIGIBILITY VERIFICATION AND VOTE COUNTING COMMITTEE**

### **1. The Presiding Committee**



- a. The Presiding Committee includes 05 members from BOD, who are elected by the BOD and approved by the AGM.
- b. Responsibilities of the Presiding Committee
  - Conduct the Meeting following the AGM's Agenda and Regulations approved by the AGM before the Meeting.
  - Working in accordance with collective principle and allow the Meeting to reflect the wishes of the majority of participating shareholders.
  - Instruct the participating shareholders to discuss and vote for the Meeting agenda and relevant issues during the Meeting.
  - Solve arising issues during the Meeting.
- 2. AGM Chairperson**
  - a. Chairman of BOD is AGM Chairperson.
  - b. Rights and obligations of AGM Chairperson
    - Conduct the Meeting following the AGM's Agenda approved by the AGM before the Meeting.
    - The Chairperson has the right to respond or assign other individuals to respond shareholder's issues, or just note down comments and suggestions from shareholders if the content of such comments and suggestions are beyond the scope of the approved agenda.
    - The Chairperson shall conduct the Meeting in an appropriate and orderly manner and allow the Meeting to reflect the wishes of the majority of participating shareholders;
    - The Chairperson has the right to require participants to have proper securities procedure in a fair and lawful manner.
    - The Chairperson has the right to ask a competent authority to maintain order at the Meeting; may also expel anyone from the Meeting who shows signs of causing disorder, disobeying the Chairperson and the Presiding Committee, hampering the Meeting progress or disobeying securities procedure.
    - Perform necessary tasks adhere to the regulations, the internal regulations on corporate governance and legal regulation during the AGM.
- 3. Secretary**
  - a. The Secretary includes 03 members from Secretary Committee of DIC Corp, who are elected by the BOD and approved by the AGM.
  - b. Responsibilities of the Secretary
    - Record fully and truthfully the statements, opinions raising in the AGM and report to the Presiding Committee.
    - Receive written questions from shareholders.
    - Compose Minutes of the Meeting and announce Resolutions of the AGM, notice from the Presiding Committee to shareholders as required.
    - Compose Resolution from the approved information of the AGM.
    - Perform other tasks as assigned by the Chairperson and the Presiding Committee.
- 4. The Shareholder Eligibility Verification and Vote Counting Committee**
  - a. The Shareholder Eligibility Verification and Vote Counting Committee members are elected by the BOD and approved by the AGM.
  - b. Obligation of the Shareholder Eligibility Verification and Vote Counting Committee
    - Performing its task adhere to the prescribed content in Section I.2 of this Regulations.
    - Prepare ballot box and providing guidance on the use of ballots, voting procedure of shareholders.
    - Count votes, calculate and record the number of voting shares for each issue.

- Report the vote counting results to the Meeting as required by Chairperson.
- III. VOTING PROCEDURES FOR ADOPTING DECISIONS AT THE MEETING**
- 1. Voting Principle**  
Matters at the Meeting shall be approved by casting votes by shareholders.
- 2. Voting Procedures**  
Casting votes are conducted under 02 methods: “Raising card” or “Ballot”
- a. Raising Card  
This method is applied in these following issues:
- Meeting Agenda;
  - Regulations and Rules of Voting at the AGM;
  - The Presiding Committee, AGM Chairperson, Secretary, the Shareholder Eligibility Verification and Vote Counting Committee;
  - Vote counting minutes;
  - Minutes and resolutions of the Meeting;
- ✚ Procedure: Shareholders raising card for 'agree', 'disagree' or 'abstain' on each matter requested voting by Chairperson. Matters shall be considered approved if passed by shareholders or their proxies representing at least 51% of the total voting shares attending the Meeting.
- b. Ballot  
This method is applied in main matters presented in meeting agenda and listed in the ballots.
- BOD’s report, BOM’s report;
  - Audited Financial statement;
  - Reports and Proposals on matters in Meeting Agenda required approval from AGM.
- ✚ Procedure: Matters on the ballots shall be voted by shareholders and proxies by marking (X) or (√) for 'agree', 'disagree' or 'abstain' on each matter.
- ✚ The following ballots will be considered valid:
- Ballots issued by DIC Corp and must include company’s stamp.
  - Containing (X) or (√) symbol to determine the shareholder’s choice. Ballots with none or two or more votes on the same matter are invalid.
  - Ballots that are not torn or erased.
  - Ballots contain signatures and written full name of shareholders in the bottom.
3. Any shareholder or proxy arriving late at the Meeting is entitled to vote on the matters after registering and the previously voted matters shall not be affected.

**IV. ELECTION OF THE BOD’S MEMBERS**

Voting members of the BOD in accordance with the Election and Nomination Rules;  
Voting rules shall be approved by the AGM.

Respectfully submit to the AGM for consideration and approval.

**ON BEHALF OF THE BOD**  
**CHAIRMAN**  
(signed)

Nguyen Thien Tuan

*(NOTICE: This Proposal is a translation of the Vietnamese language original for convenience purpose only, and in the event of any discrepancy, the Vietnamese language original shall prevail.)*

