

VIETNAM NATIONAL COAL  
AND MINERAL INDUSTRIES  
HOLDING CORPORATION LIMITED  
**CAO SON COAL JOINT STOCK COMPANY**

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

*Cam Pha, April 25, 2025*

No.: /QC-DHDCDTN2025

**DRAFT**

**WORKING AND VOTING REGULATIONS  
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
CAO SON COAL JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprise No. 59 approved by the 14th National Assembly on June 17, 2020;
- Pursuant to the Charter of operation of Cao Son Coal Joint Stock Company approved by the General Meeting of Shareholders on April 26, 2023 ;

In order for the 2025 Annual General Meeting of Shareholders of Cao Son Coal Joint Stock Company to take place successfully, the Organizing Committee of the 2025 Annual General Meeting of Shareholders has developed the Working Regulations and Voting Procedures at the Meeting as follows:

**Article 1. Purpose**

- To ensure the procedures, principles of conduct and voting at the 2025 Annual General Meeting of Shareholders of Cao Son Coal Joint Stock Company in accordance with the current legal regulations and to ensure successful;
- The resolutions of the General Meeting of Shareholders reflect the unanimous will of the shareholders, meeting the aspirations, interests of the shareholders, and the requirements of the current legal regulations.

**Article 2. Subjects and scope**

- **Subjects:** All shareholders, representatives (authorized persons) attending the 2025 Annual General Meeting of Shareholders of Cao Son Coal Joint Stock Company must comply with the provisions of this regulation, the Company's Charter and the current legal regulations.
- **Scope:** This regulation is only applicable to the 2025 Annual General Meeting of Shareholders of Cao Son Coal Joint Stock Company.

**Article 3. Explanation of terms/abbreviations**

- BOD: Board of Directors;
- Company: Cao Son Coal Joint Stock Company;
- GMS: General Meeting of Shareholders;
- Delegates: Shareholders, representatives (authorized persons);
- OC: Organizing Committee.

**Article 4. Conditions for holding the GMS** (*According to Article 19 - Company Charter 2023*)

- The General Meeting of Shareholders is held when the number of shareholders attending the meeting represent at least 50% of the total voting shares.

- In case the first General Meeting of Shareholders does not have enough delegates representing at least 50% of the total voting shares, the convenor shall cancel the meeting within thirty minutes from the scheduled opening time.

**Article 5. Conditions for shareholders to attend the meeting**

- Shareholders whose names are on the Company's shareholder list at the time of closing the list on March 21, 2025, have the right to attend or authorize their representatives to attend. For individual shareholders, authorization is limited to only one other individual. For institutional shareholders, if multiple authorized representatives are allowed under the law, the number of shares and voting rights assigned to each representative must be clearly specified. If the representative has received authorization to attend the meeting, he/she is not allowed to continue to authorize the meeting to a third person;

- Delegates attending the General Meeting must comply with the following regulations:

- + Arrive on time, wear formal and appropriate attire, and comply with security checks, health screenings (if applicable), and identity verification, etc as required by the OC;

- + Receive documents and files for the General Meeting at the delegate reception desk;

- + Shareholders or authorized persons who arrive after the meeting has opened shall be registered and have the right to vote immediately after registration. The Chairman shall not pause the meeting for latecomers to register; in this case, the validity of votes already taken shall not be affected;

- + Set mobile phones to silent mode or turn them off; step outside if necessary for phone calls;

- + Follow the regulations set by the Organizing Committee and the Chairperson of the meeting;

- + The Board of Directors may request shareholders or authorized representatives attending the General Meeting of Shareholders to be subject to inspection or security and medical measures that the Board of Directors deems appropriate;

- If a shareholder or authorized representative fails to comply with the above-mentioned inspection regulations or security and medical measures, the Board of Directors, after careful consideration, may refuse or expel the above-mentioned shareholder or representative from attending the General Meeting.

## **Article 6. Chairman and Presidium**

- The General Meeting of Shareholders is chaired by the Chairman of the Board of Directors. The Chairman shall conduct the General Meeting in accordance with the agenda and program that the Board of Directors has planned to approve before the General Meeting.

- In case the Chairman of the Board of Directors is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one of them to chair the meeting based on the majority principle. In case the Chairman cannot be elected, the Head of the Board of Supervisors shall direct the 2025 Annual General Meeting of Shareholders to elect the Chairman of the meeting, and the person with the highest number of votes shall assume the role of the Chairman of the meeting.

- Duties of the Presidium:

+ Conduct the activities of the GMS according to the program proposed by the BOD and approved by the GMS;

+ Guide delegates and the General Meeting in discussing the items on the agenda;

+ Present drafts and conclude on issues that require a vote by the General Meeting;

+ Answer questions raised by the General Meeting;

+ Resolve issues arising during the General Meeting.

- Principle of Operation of the Presidium: The Chairman's decision on the order, procedures or events arising outside the agenda of the General Meeting of Shareholders will be of the highest judgment.

## **Article 7. Secretary of the General Meeting**

- The Chairman shall appoint one or more individuals to act as the Secretary for recording the minutes of the meeting.

- Duties and authorities:

+ Record accurately and fully the content of the General Meeting;

+ Receive speaker registration forms from Delegates;

+ Prepare the minutes of the meeting and draft the resolutions of the GMS;

+ Assist the Chairman in announcing information related to the GMS and notifying shareholders in accordance with legal regulations and the Company's Charter.

- The Chairman and the Secretary of the General Meeting of Shareholders have the authority to take the necessary measures to conduct the meeting in a reasonable and an orderly manner, in line with the approved agenda, and reflect the wishes of the majority of attendees.

## **Article 8. Shareholder Eligibility Verification Committee**

- The Shareholder Eligibility Verification Committee of the General Meeting consists of 3 members, including 1 Head and 2 members, appointed by the Company and introduced to the General Meeting by the Chairman.

- Duties of the Shareholder Eligibility Verification Committee:

- + The Shareholder Eligibility Verification Committee of the General Meeting is responsible for examining the qualifications and status of shareholders and shareholder representatives attending the meeting.

- + The Head of the Committee shall report to the GMS on the status of shareholders attending the meeting. If the meeting has enough shareholders and authorized representatives, representing at least 50% of the total voting shares, the GMS shall proceed as planned.

## **Article 9. Vote Counting Committee**

- The number of members of the voting and election committee shall not exceed 05 (five) people. The General Meeting of Shareholders has the right to choose from among the delegates those responsible for counting votes or supervising the counting of votes at the request of the Chairman by raising voting cards; if the General Meeting does not make a selection, the Chairman will decide to choose from those people. Candidates participating in the election or nomination are not allowed to participate in the vote counting committee.

- Duties of the Voting and Election Committee:

- + Explain the principles, rules, and guidelines for voting;

- + Check and record voting cards, make minutes of vote counting, announce the results; and submit the minutes to the Chairperson for approval of the voting results and election outcomes;

- + Notify the voting results to the Chairman/Secretary of the General Meeting;

- + Examine and report to the General Meeting any violations of voting rules or complaints about voting results.

- + Conduct the election work according to the Election Regulations at the General Meeting.

## **Article 10. Discussion at the General Meeting**

### ***10.1. Principles:***

- Discussions are only allowed within the designated time and within the scope of issues presented in the agenda of the General Meeting of Shareholders;

- Delegates wishing to express opinions must register their questions on a Question Form and submit it to the Secretariat;

- The Secretariat will organize the discussion forms submitted by delegates in the order of registration and forward them to the Presidium;

- Delegates wishing to speak or engage in discussion must raise their hands and may only speak when the Presidium agrees. Each delegate may speak for no more than 3 minutes, and the content should be concise, avoiding repetition.

***10.2. Answering the Delegates' comments:***

- Based on the Delegate's Questionnaire, the Chairman or an appointed representative designated by the Chairman shall address and clarify the inquiries raised by the delegates;

- In case of time constraints, questions that are not answered directly at the General Meeting will be answered directly in writing by Cao Son Coal Joint Stock Company.

**Article 1 1. Voting to approve the contents**

***a. General regulations on voting***

- All matters in the agenda and meeting content of the General Meeting must be discussed and voted on publicly by the General Meeting of Shareholders;

- Each share with voting rights or each duly authorized representative corresponds to one voting unit;

- Each shareholder with voting rights or a valid authorized representative attending the General Meeting shall be issued one Voting Card and one Voting Ballot by the Company's Organizing Committee. The Voting Card and Voting Ballot shall contain the delegate code, full name of the shareholder/full name of the authorized representative and the number of shares with voting rights of that shareholder/delegate. The Voting Card and Voting Ballot shall be printed, stamped and sent directly to the delegates at the General Meeting by the Company.

***b. Voting procedures and Order of Collecting Voting Opinions***

- Each issue presented at the General Meeting within authority shall be voted on in the following order:

- + Approval (agree) with the submitted content;
- + Disapproval (disagree) with the submitted content;
- + No opinion (abstain) on the submitted content.

- During the voting process at the GMS, shareholders shall cast their votes on the matters using one of the following two methods:

**❖ Voting by Raising Voting Card:**

During the voting process at the General Meeting, delegates shall raise their Voting Cards high, facing the Chairman. This method is applied to approve matters other than reports and proposals presented at the General Meeting.

+ If a delegate does not raise their Voting Card in all three voting rounds (approve, disapprove, or abstention) for a particular matter, it shall be considered as an approval vote.

+ If a delegate raises their Voting Card in all three voting rounds or in two out of three rounds (approve and/or disapprove and/or abstention), it shall be considered as a disapproval vote.

+ In the form of voting by raising the Voting Card, the member of the Vote Counting Committee marks the shareholder code and the corresponding number of votes of each shareholder for approval, disapproval, or abstention.

❖ **Ballot Completion Method:**

For each content, shareholders choose one of the three options "Approve", "Disapprove", "Abstention" printed in the Ballot by marking "X" or "V" in the box they choose. This method is used to approve the reports of the Board of Directors, reports of the Board of Management, reports of the Board of Supervisors, and the matters presented in the proposals at the General Meeting.

+ In case a delegate does not choose one of the three options "Approve", "Disapprove", "Abstention" for a content that needs to be approved, the voting content is considered invalid.

+ After completing all the voting matters of the General Meeting, shareholders shall submit the Voting Ballots into the sealed ballot box at the General Meeting, following the instructions of the Vote Counting Committee.

**c. Validity of Voting Ballots**

- A valid Voting Ballot must adhere to the pre-printed template issued by the Organizing Committee, without any erasures, alterations, tears, or damages. It must not contain any additional content beyond the stipulated regulations and must bear the signature of the attending delegate, with their full name handwritten below the signature;

- On the Voting Ballot, a voting item (reports, proposals) shall be considered valid if the delegate marks one (01) of the three (03) designated checkboxes. A voting item shall be deemed invalid if it does not comply with the regulations for a valid voting item.

- Invalid ballot:

+ Additional content is written on the Voting Ballot;

+ A Voting Ballot that does not follow the pre-printed template issued by the Organizing Committee, lacks the Company's official red seal, or has been erased, altered, or contains additional content beyond what is explicitly permitted for the ballot shall render all voting items on the ballot invalid.

**d. Recording of voting results**

- The Vote Counting Committee is responsible for collecting, recording and returning the voting cards;

- The Vote Counting Committee shall verify the number of approval, disapproval, and abstention votes for each matter and shall be responsible for recording, compiling, and reporting the voting results at the GMS.

*e. **Minimum Required Voting Percentage** (According to Article 21, Company Charter)*

*f. **General Election Regulations** (according to election regulations).*

## **Article 12. Minutes and Resolutions of the General Meeting of Shareholders**

The minutes and resolutions of the General Meeting of Shareholders must be read and approved before the closing of the Meeting.

## **Article 13. Implementation**

All delegates, representatives and guests attending the General Meeting are responsible for fully complying with the provisions of this regulations, the company's current rules, internal regulations, governance policies, and relevant legal provisions..

***This Regulation takes effect immediately after being approved by the Company's General Meeting of Shareholders.***

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

**VU VAN KHAN**