

GUIDE LINE

For holding the general meeting of shareholders

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I. RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS

Before conducting the opening of the General Meeting of Shareholders, the enterprise needs to determine the purpose of opening the General Meeting of Shareholders.

According to regulations, the General Meeting of Shareholders will be established for the following purposes, in other words, the General Meeting of Shareholders has the following rights:

- To approve the company's development orientation;
- To decide on the class of shares and the total number of shares of each class that are entitled to offer for sale; to decide on the annual dividend rate of each class of shares;
- To elect, dismiss, and relieve members of the Board of Directors, and Supervisors;
- To decide to invest in or sell assets that are valued at 35% or more of the total value of assets recorded in the most recent financial statement of the company, unless the company's Charter stipulates a different percentage or different value;
- To decide to amend the company's Charter;
- To approve the annual financial statement;
- To decide to buy back more than 10% of the total number of sold shares of each class;
- To consider, and handle violations of members of the Board of Directors, and Supervisors which cause damage to the company and shareholders;
- To decide to reorganize, or dissolve the company;
- To decide the budget or total remuneration, bonus, and other benefits for Board of Directors, Board of Supervisors;
- To approve the internal governance regulations; the operating regulations of the Board of Directors, Board of Supervisors;
- To approve the list of independent audit firms; to decide the independent audit firm to inspect the company's operation, to dismiss the independent auditor when it is necessary and the Rights and obligations as prescribed in the company's Charter.



II. THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

1. Holding time:

- Holds an annual meeting once a year.
- Must hold the annual meeting within 04 months from the last day of the fiscal year
- Unless the company's Charter has different regulations, the Board of Directors decides to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the last day of the fiscal year.



3. Conditions:

The General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes; the specific ratio is prescribed by the company's Charter.

For the first meeting, in case the first meeting is not eligible to proceed according to the information unless the company's Charter has different regulations, a notice of invitation to the second meeting must be sent within 30 days from the intended date of the first meeting.

2. The following contents will be discussed and approved

- The company's annual business plan;
- The annual financial statement;
- Board of Directors' report on the management and operating results of the Board of Directors and each member of the Board of Directors;
- Board of Supervisors report on the business results of the company, operating results of the Board of Directors, Director or General Director;
- Report on self-assessment of the operating results of the Board of Supervisors and Supervisors;
- The amount of dividend for each share of each class and the other issues under the General Meeting of Shareholders' authority stipulated in the company's charter.

The second meeting, the second General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents 33% or more of the total number of votes; the specific ratio is prescribed by the company's Charter. In case the second meeting is not eligible to proceed unless the company's Charter has different regulations, a notice of invitation to the third meeting must be sent within 20 days from the intended date of the second meeting.

The third meeting, the third General Meeting of Shareholders is conducted regardless of the total number of votes of the attending shareholders.

II. THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

4. Procedures for Conducting the General Meeting of Shareholders

Unless the company's Charter has different regulations, the procedure of meeting and voting at the General Meeting of Shareholders is conducted as follows:

- Before opening the meeting, registration of shareholders attending the General Meeting of Shareholders must be conducted;
- To elect the chairman, the secretary, and the vote-counting committee

1. The chairman of the Board of Directors is the chairman or authorizes other members of the Board of Directors to be chairman of the General Meeting of Shareholders convened by the Board of Directors; in case the chairman is absent or temporarily loses the ability to work, the remaining members of the Board of Directors appoint one of them to be the chairman of the meeting based on the principle of majority; in case it is impossible to appoint the chairman, the head of the Board of Supervisors manages so that the General Meeting of Shareholders appoints the chairman of the meeting and the person with highest number of votes will be the chairman of the meeting;
2. Unless the meeting is convened by the Board of Directors, the signatory of the convening of the General Meeting of Shareholders manages so that the General Meeting of Shareholders appoints the chairman of the meeting and the person with the highest number of votes will be the chairman of the meeting;
3. The chairman will appoint one or several people as secretary of the meeting;
4. The General Meeting of Shareholders appoints one or several people to the vote-counting committee at the request of the chairman of the meeting;

- The General Meeting of Shareholders approves the agenda and contents of the meeting in the opening session. The agenda must determine the time for each issue in the contents of the agenda.
- The General Meeting of Shareholders discusses and votes on each issue in the contents of the agenda. Voting is conducted by voting for, voting against, and abstention. Unless the company's Charter has different regulations, the result of vote counting is announced by the chairman before the closing of the meeting.

II. THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

5. Checking eligibility to attend the General Meeting of Shareholders and the right to vote

Shareholders, the authorized representatives of shareholders that are organizations can directly attend and authorize in writing one or several individuals, or organizations to attend the meeting or attend through one of the forms specified in the 3rd clause of this Article.

Authorization for representative individuals and organizations to attend the General Meeting of Shareholders must be made in writing. The power of attorney must clearly state the name of the authorized individuals or organizations and the number of the authorized shares. The authorized individuals or organizations attending the General Meeting of Shareholders must present the power of attorney when registering before entering the meeting room.

Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:

- To directly attend and vote at the meeting;
- To authorize other individuals or organizations to attend and vote at the meeting;
- To attend and vote through online conferences, electronic voting, or other electronic forms;
- To send votes to the meeting by mail, letter, fax, or email;
- To send votes by other means as prescribed in the company's Charter.

6. Some notes when conducting the General Meeting of Shareholders

Shareholders or persons authorized to attend the meeting who arrive after the opening of the meeting can register and have the right to vote after having registered; in this case, the validity of the contents voted previously will not change.

The person convening or chairing the General Meeting of Shareholders has the following rights:

To request all attendees to be subject to inspection or other lawful and reasonable security measures;

To request the competent authorities to maintain the order of the meeting; expel those who do not comply with the chairman's executive authority, intentionally disrupt order, prevent normal progress of the meeting, or do not comply with the requirements of security check from the General Meeting of Shareholders.

The chairman of the meeting has the right to postpone the General Meeting of Shareholders although the meeting has had enough people registered to attend, the maximum time of postponement is 03 working days from the date the meeting is intended to open and the meeting can only be postponed or the meeting location can be changed in the following cases:

- The meeting place does not have enough convenient seats for all participants;
- The media at the meeting place does not ensure the shareholders attend the meeting to participate, discuss and vote;
- People are attending the meeting to obstruct, or disrupt order, and have the risk of preventing the meeting from being conducted fairly and lawfully.

III. THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Holding time:

In addition to the Annual General Meeting of Shareholders which is held every year, to facilitate the process of the enterprise's operation, the Extraordinary General Meeting of Shareholders will be held at any time when the following events.



2. Some Events can cause the Extraordinary General meeting:

- The Board of Directors considers that it is necessary for the benefit of the company;
- The number of remaining members of the Board of Directors, and Board of Supervisors is less than the minimum number of members as prescribed by law;
- At the request of a shareholder or group of shareholders who own 5% or more of the total number of ordinary shares or a smaller percentage as prescribed in the company's Charter. This shareholder or group of shareholders is entitled to request the convening of the General Meeting of Shareholders when the Board of Directors has committed a serious violation of the rights of shareholders, obligations of manager or made decisions beyond their assigned authority; or other cases permitted by the Charter's regulations.
- At the request of the Board of Supervisors;
- And other cases that the company's Charter stipulates the General Meeting of Shareholders will be held when it incurs.

III. THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

3. The competent person to convene an extraordinary General Meeting of Shareholders

Except in cases where the Boards of Directors deems it necessary to hold an extraordinary General Meeting of Shareholders, the convening of such meetings shall follow the priority order as outlined below:

Board of Directors

The Board of Directors shall convene an extraordinary General Meeting of Shareholders within 30 days from the date on which the number of members of the Board of Directors or the Supervisory Board does not reach the minimum ratio or 30 days from the date of receiving a request for convening a meeting of a shareholder or a group of shareholders holding 5% or more shares or a smaller percentage according to the charter. Note that convening the meeting is the responsibility of the Board of Directors, so in case the Board of Directors does not convene the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors shall compensate the company for damages.

Supervisory Board

In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 2 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders. In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Supervisory Board shall compensate the company for any damage incurred.

Shareholders and groups of shareholders

In case the Supervisory Board does not convene the General Meeting of Shareholders, the shareholder or group of shareholders as mentioned above will have the right to represent the company to convene the General Meeting of Shareholders in accordance with the enterprise law and the charter of the company.

Thus, not any individual or agency will have the right to convene an extraordinary General Meeting of Shareholders, the convening will be in the order mentioned above. Additionally, if the convener is a shareholder or a group of shareholders, it should be noted in the preparation of documents to prove that the Board of Directors or the Supervisory Board did not conduct the meeting of the General Meeting of Shareholders despite the request.

III. THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

4. Tasks that the convener of the General Meeting of Shareholders shall perform

Independent of whether the convener is the Board of Directors, the Supervisory Board, or a shareholder or group of shareholders, to organize an extraordinary General Meeting of Shareholders, the competent person to convene shall perform the following tasks:

- Make a list of shareholders entitled to attend the meeting;
- Provide information and settle complaints related to the list of shareholders;
- Prepare the agenda and content of the meeting;
- Prepare documents for the meeting;
- Draft resolution of the General Meeting of Shareholders according to the proposed content of the meeting; list and details of candidates in case of election of members of the Board of Directors, and Supervisors;
- Determine the time and place of the meeting;
- Send notice of meeting invitation to each shareholder entitled to attend the meeting in accordance with this Law;
- Other work serving the meeting.

The most important document that needs to be prepared is the agenda of the General Meeting of Shareholders because this is one of the documents required to be attached to the invitation to the General Meeting of Shareholders.

5. Steps to conduct an Extraordinary General Meeting of Shareholders



Step 01

**Prepare
meeting
documents**



Step 02

**Make a list of
shareholders
entitled to attend
the meeting**



Step 03

**Send a
meeting
invitation**

III. THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS



Step 1. Prepare meeting documents

Meeting documents herein shall be understood to include the meeting agenda, draft resolutions for issues to be discussed at the meeting, votes, notice of meeting invitation, the sample of power of attorney, and other documents related to the discussed content, such as documents recording violations, financial statements, etc.

- The list of shareholders attending the meeting will be the basis for the convener to send an invitation letter as well as to check the eligibility of attendees on the day of the meeting.
- The list of shareholders entitled to attend the General Meeting of Shareholders is made based on the register of shareholders of the company. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no later than 10 days before the date of sending the invitation to the General Meeting of Shareholders if the company's charter does not provide for a shorter time limit.
- The list of shareholders entitled to attend the General Meeting of Shareholders shall include the full name, contact address, nationality, number of legal papers of the individual, for shareholders being individuals; name, enterprise code, or legal document number of the organization, head office address, for shareholders being organizations; the number of shares of each type, number and date of shareholder registration of each shareholder.



Step 3. Send a meeting invitation

The convener of the General Meeting of Shareholders shall send a notice of invitation to the meeting to all shareholders in the list of shareholders entitled to attend the meeting at least 21 days before the opening date if the company's charter does not provide for a longer time limit.

The notice of meeting invitation shall include the name, address of the head office and enterprise code; name, contact address of shareholders, time, place of meeting, and other requirements for attendees. The notice of meeting invitation is sent by a method to ensure its delivery to the contact address of the shareholder and is posted on the website of the company; if the company deems it necessary, it shall publish it in the central or local daily newspapers according to the regulations of the company's charter.

In addition to sending the meeting invitation, the convener will need to send the following additional documents:

- Meeting agenda, documents used in the meeting, and draft resolution for each issue in the meeting agenda;
- Votes

CONCLUSION

In fact, holding the General Meeting of Shareholders is not much complicated procedure for the enterprise. However, both corporate law and the company's charter stipulate the order, form, rights, method of passing the decisions, etc. which relate to the General Meeting of Shareholders, so proper and adequate application regulations related to the General Meeting of Shareholders will help the enterprise to ensure the validity of the approved contents. In the next article, we will share the steps to hold the General Meeting of Shareholders in accordance with the law.



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