



DRAFT

*Hanoi, ... March 2025*

## **REGULATIONS**

### **ON THE ORGANIZATION OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

#### **I. GENERAL PROVISIONS**

##### **Article 1: Scope of Application**

These regulations apply to the organization of the 2025 Annual General Meeting of Shareholders of Central Pharmaceutical CPC1.JSC (“**the Company**”).

##### **Article 2: Applicable Subjects**

These regulations specify the conditions for organizing the General Meeting, the rights and obligations of participants, and the procedures for conducting the meeting.

##### **Article 3: Validity**

Shareholders and participants of the 2025 Annual General Meeting of Shareholders of the Company are responsible for complying with the provisions set forth in these regulations.

#### **II. RIGHTS AND OBLIGATIONS OF MEETING PARTICIPANTS**

##### **Article 4: Conditions for Attending the Meeting**

All shareholders who are individuals, authorized representatives of institutional shareholders holding common shares of the Company (as per the shareholder list finalized on 12 March 2025), or legally authorized representatives of individual shareholders may attend the meeting.

##### **Article 5: Regulations on Authorization**

5.1 The authorization for a representative to attend the General Meeting must be made in writing using the Company's prescribed form and must include the required signatures as follows:

- In the case of an individual shareholder granting authorization, the document must be signed by both the shareholder and the authorized representative attending the meeting.
- In the case of an institutional shareholder's authorized representative granting authorization, the document must be signed by both the legally authorized representative and the authorized representative attending the meeting.
- In other cases, the authorization document must bear the signature of the shareholder's legal representative and the authorized representative attending the meeting.

5.2 Authorization documents that are not prepared using the Company's prescribed form will be subject to the sole discretion of the Chairperson of the meeting regarding their validity.

5.3 One person may act as an authorized representative for one or multiple shareholders.

5.4 Authorized representatives attending the General Meeting of Shareholders must submit their written authorization documents before entering the meeting room.

## **Article 6: Rights and Obligations of Shareholders Attending the General Meeting**

### **6.1 Rights of Shareholders Attending the Meeting**

- Shareholders have the right to attend the meeting in person or authorize another person to attend on their behalf through a written proxy using the Company's prescribed form.

- Upon attending the Annual General Meeting of Shareholders, each shareholder or shareholder representative will receive voting ballots indicating the number of shares they hold, corresponding to their voting rights on matters discussed at the meeting.

- Shareholders have the right to speak, discuss, and vote on all matters within the authority of the General Meeting as prescribed by the Law on Enterprises, other relevant legal documents, and the Company's Charter.

- Shareholders will be informed by the Organizing Committee about the content and agenda of the General Meeting.

- Shareholders will receive materials related to the content and agenda of the General Meeting.

- Shareholders arriving late may register upon arrival and will have the right to participate and vote immediately. However, the Chairperson is not obligated to pause the meeting to accommodate such shareholders and the voting conducted before their arrival shall remain valid.

### **6.2 Obligations of Common Shareholders Attending the Meeting:**

- Comply with the provisions of the Law on Enterprises, the Company's Charter, and these Regulations.

- Shareholders or their authorized representatives attending the meeting must complete registration procedures with the Organizing Committee and present the following documents:

+ Invitation Letter (if applicable).

+ National ID card, Citizen ID card, or Passport.

+ Valid Authorization Letter (if attending as an authorized representative).

- Strictly adhere to the rules of conduct at the General Meeting of Shareholders and respect the proceedings and outcomes of the meeting.

- Speak and vote in accordance with the Organizing Committee's instructions and respect the authority of the Chairperson.

- Any recording or filming of the meeting must be publicly announced and approved by the Chairperson.

- Shareholders are responsible for their own expenses related to attending the meeting (e.g., travel, meals, accommodation, etc.).

## **Article 7: Rights and Obligations of the Chairperson and the Secretariat**

### **7.1. Rights and Obligations of the Chairperson**

- The Annual General Meeting of Shareholders (AGM) shall be presided over and conducted by the Chairwoman of the Board of Directors.

- The Chairperson's decisions on procedural matters, order of business, or any unforeseen issues arising during the AGM shall be final and binding.

- The Chairperson may take necessary measures to ensure the AGM is conducted legally and orderly, ensuring the meeting reflects the will of the majority of attending shareholders.

- The Chairperson has the right to decline or merely acknowledge shareholder contributions if the content of such contributions falls outside the scope of the AGM's agenda.

- The Chairperson shall appoint the Secretariat for the AGM.

- Without requiring shareholder approval, the Chairperson may postpone the AGM to another time (in compliance with the Law on Enterprises and the Company's Charter) and relocate it to a different venue if:

+ The conduct of attendees disrupts or is likely to disrupt the orderly proceedings of the meeting.

+ Postponement is necessary to ensure the AGM is conducted in a lawful manner. The maximum delay shall not exceed three days from the originally scheduled date.

### **7.2. Rights and Obligations of the AGM Secretariat**

- The AGM Secretariat is appointed by the Chairperson and approved by the shareholders through a direct voting process during the meeting.

- The Secretariat is responsible for drafting the Meeting Minutes and assisting in other tasks as assigned by the Chairperson.

### **Article 8: Vote Counting Committee**

- The Vote Counting Committee consists of one Head and committee members nominated by the Chairperson and approved by the General Meeting of Shareholders through a direct voting process at the AGM. Members of the Vote Counting Committee may or may not be shareholders of the Company.

- The Vote Counting Committee is responsible for overseeing and monitoring the voting process of shareholders and conducting the vote counting.

- The Vote Counting Committee is responsible for preparing a vote counting report, announcing the results at the AGM, and submitting the report along with all ballots to the Chairperson.

- The Vote Counting Committee must conduct all verification, reporting, and announcement of vote results honestly and accurately and shall be held accountable for the results.

## **III. CONDUCTING THE GENERAL MEETING**

### **Article 9: Conditions for Holding the General Meeting**

The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least 51% of the total shares with voting rights, based on the list of shareholders of Central Pharmaceutical CPC1. JSC as of 12 March 2025.

### **Article 10: Voting Procedures for Resolutions at the General Meeting**

All items on the meeting agenda must be approved by collecting votes from all attending shareholders using Voting Cards, corresponding to the number of shares they own or represent. The voting process will follow the decision of the Chairperson in a manner suitable to the meeting's progress, specifically:

#### **10.1. Voting by Ballot**

a. The voting contents are detailed on the Ballot Paper. Shareholders vote by marking the corresponding box (Agree, Disagree, or No Opinion).

b. Shareholders cast their votes based on the following principles:

- Voting begins upon the Chairperson's or the Head of the Vote Counting Committee's signal and ends when the last shareholder submits their ballot into the ballot box or after 30 minutes from the start of voting, whichever comes first. After voting

concludes, the ballot box is sealed, and shareholders who did not vote are considered to have no opinion.

- Vote counting is conducted immediately after voting concludes and the ballot box is sealed.

c. Invalid ballots shall not be counted, including:

- Ballots not issued by the Organizing Committee or lacking the Company's official seal.

- Torn, erased, altered, or defaced ballots. Ballots containing additional information or symbols.

- Ballots with multiple conflicting choices for the same voting item.

- Ballots lacking a signature or clear identification of the shareholder or authorized representative.

- Ballots where no option is selected or more than one option is marked for a single voting item.

The validity of votes for each item is assessed independently, and an invalid vote for one item does not affect the validity of votes for other items.

d. If a shareholder makes an error while filling out the Ballot Paper, provided they have not yet placed it in the ballot box, they may directly request a replacement from the Head of the Vote Counting Committee to ensure their rights are protected.

## **10.2. Voting by Raising "Voting Cards"**

Shareholders shall raise their Voting Cards at the General Meeting as requested by the Chairperson to vote on the following items: Agree, Disagree, or No Opinion, specifically:

- Approval of the composition of the Presidium, Secretariat, Vote Counting Committee, and the Meeting Agenda & Regulations.

- Approval of the Board of Directors' Report on 2024 performance and the 2025 plan.

- Approval of the Summary Report on 2024 activities and the 2025 plan.

- Approval of the Independent Board Member's Report on Audit Committee activities in 2024 and the 2025 activity plan.

- Approval of the 2024 Audited Financial Statements.

- Approval of the 2024 profit distribution plan and the 2025 profit distribution plan.

- Approval of the 2025 Board of Directors' remuneration plan.

- Approval of the selection of the auditing firm for the 2025 Financial Statements.

- Approval of the Meeting Minutes and Resolutions.

- Other items as per the actual proceedings of the General Meeting.

The Vote Counting Committee shall record the number of votes in favor, against, and abstaining, then announce the voting results to the General Meeting.

## **Article 11: Vote Counting Regulations for Ballot Voting**

### **11.1. Organization of Vote Counting**

The Vote Counting Committee must conduct the vote counting in a private room immediately after the voting process ends. The committee must not erase or modify any content on the ballot papers.

### **11.2. Announcement of Vote Counting Results**

- After the vote counting process is completed, the Vote Counting Committee shall prepare a vote counting report, which must be signed by all committee members.
- The Head of the Vote Counting Committee, on behalf of the committee, shall read the vote counting report before the General Meeting.

#### **Article 12: Speaking at the General Meeting**

Shareholders or authorized representatives attending the meeting must raise their Voting Card and obtain approval from the Chairperson before speaking. Shareholders or authorized representatives may register their speaking content with the Presidium through the Secretary of the Meeting using a question card. The person designated by the Chairperson will be allowed to speak. Speeches should be concise and relevant to the ongoing discussion at the General Meeting. Each speech should not exceed three (03) minutes. Shareholders should not repeat opinions already expressed by others, and only speeches relevant to the meeting agenda will be recorded in the Minutes of the Meeting.

#### **Article 13: Approval of Resolutions at the General Meeting**

- The resolutions of the General Meeting shall be approved when they receive the consent of shareholders with voting rights who are present in person or through their authorized representatives at the meeting, in accordance with the Company's Charter and the provisions of the Enterprise Law.

- Shareholders or authorized representatives attending the meeting shall vote to agree, disagree, or have no opinion on matters that require approval at the General Meeting, as stipulated in Article 11 of this Regulation.

- If no option is selected on the voting ballot, it shall be considered as having no opinion.

### **IV. CLOSING OF THE GENERAL MEETING**

#### **Article 14: Minutes of the General Meeting of Shareholders**

All contents discussed at the General Meeting of Shareholders must be recorded in the meeting minutes by the Secretary of the Meeting. The minutes shall be read and approved before the meeting is adjourned and shall be kept on record at the Company.

#### **Article 15: Resolutions of the General Meeting of Shareholders**

- Based on the results of the General Meeting, the Chairperson shall issue the Resolution of the General Meeting of Shareholders regarding the matters approved at the meeting.

- Shareholders, members of the Board of Directors, the Supervisory Board, and the General Director have the right to request a court or arbitration to review and annul part or all of the resolutions of the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises.

### **V. OTHER PROVISIONS**

#### **Article 16: Cases Where the General Meeting of Shareholders Cannot Be Held**

- If the first meeting fails to meet the conditions for proceeding as stipulated in Article 4 of this Regulation, a second meeting shall be convened within thirty (30) days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted if shareholders attending the meeting represent at least 33% of the total voting shares.

- If the second meeting also fails to meet the conditions for proceeding as stipulated in Clause 1 of this Article, a third meeting shall be convened within twenty (20) days from the scheduled date of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the number of shareholders attending.

**Article 17: Other Provisions**

After the meeting, the Chairman of the Board of Directors commits to effectively implementing the business plan and other matters approved at the General Meeting and declares the meeting adjourned.

**VI. ENFORCEMENT PROVISIONS**

**Article 18: Effectiveness**

This regulation consists of 6 sections and 18 articles, approved on April 17, 2025, and takes effect from the date of signing.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**

**Han Thi Khanh Vinh**