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DRAFT RULES OF PROCEDURE
FOR THE ANNUAL GENERAL MEETING 2024
NAM BAY BAY INVESTMENT CORPORATION

Pursuant to the Law on Enterprises No. 59/2020/QH14 issued on June 17, 2020;

Pursuant to the Charter of Nam Bay Bay Investment Corporation.

Chapter I:

GENERAL PROVISIONS

Article 1. Scope of Application

- These rules apply to the organization and conduct of the Annual General Meeting (AGM) for the financial year of 2024 (hereinafter referred to as the "Meeting") of Nam Bay Bay Investment Corporation, scheduled for April 29, 2025.
- The rules define the rights and obligations of participants in the Meeting, as well as the conditions and procedures for conducting it.
- Shareholders and participants are responsible for complying with these rules.

Article 2. Objectives

- Ensure principles of openness and transparency.
- Facilitate the work of the Organizing Committee and the conduct of the Meeting, in compliance with state regulations and the Company's Charter.

Chapter II:

PARTICIPANTS IN THE MEETING

Article 3. Presiding Board and Chair of the Meeting

- The Chairman of the Board of Directors serves as the Chair of the Meeting or delegates another member to chair it.
- The Presiding Board and Chair are nominated and approved by the Meeting.

Article 4. Secretariat

- The Secretariat consists of 02 members, nominated and approved by the Meeting, responsible for recording the Meeting's proceedings and assisting the Presiding Board in managing documentation.

Article 5. Voting Committee

- The Voting Committee consists of 04 members, nominated and approved by the Meeting.

Chapter III:

RIGHTS AND OBLIGATIONS OF PARTICIPANTS IN THE MEETING

Article 6. Rights and Obligations of the Presiding Board

- Preside over the Meeting;
- Present the agenda and contents for voting;
- Guide discussions and voting on agenda items;
- Present drafts and conclusions for voting;
- Respond to issues raised by the Meeting;
- Conduct the Meeting legitimately, reflecting the majority's wishes.
- The Chair has the right to:
  + Request checks or security measures for attendees;
  + Maintain order during the Meeting.

Article 7. Rights and Obligations of the Secretariat

- Record the Meeting's proceedings accurately.
- Assist in announcing drafts, conclusions, minutes, and resolutions, and communicate with shareholders as needed.

Article 8. Rights and Obligations of the Voting Committee

- Supervise the voting process of shareholders or authorized representatives.
- Conduct vote counting for agenda items.
- Prepare and announce vote results to the Meeting.
- Store all voting ballots.

Article 9. Rights and Obligations of Shareholders

Conditions for Participation:

- All shareholders listed as of March 25, 2025, may participate in the Meeting.
- Each shareholder or authorized representative must bring personal identification and the meeting invitation for verification to receive voting ballot(s).
- An authorized representative must present the Power of Attorney and identification and cannot re-authorize a third party.

Rights and Obligations of Shareholders:

- Shareholders must comply with the guidance of the Presiding Board, and not disrupt order.
- Violations will be reviewed by the Presiding Board for action under the Law on Enterprise.

- Late shareholders may register and vote but will not disrupt the Meeting's proceedings.
- Shareholders leaving before voting concludes without notifying the Secretariat will be deemed to agree with all voted issues.
- Eligible shareholders have the right to vote and express opinions as specified in Article 12.

Chapter IV:

AGENDA OF THE MEETING

Article 10. Conducting the Meeting

- The Meeting will be held when at least 51% of the voting shares, according to the shareholders' list, are represented by attending shareholders. The Verification Committee will announce the number of participating shareholders.

Article 11. Agenda of the Meeting

- The agenda includes:
  - Welcome shareholders;
  - State the purpose;
  - Report the percentage of participating shareholders;
  - Approve the Presiding Board, Secretariat, Voting Committee, Rules of Procedure, and Nomination and Election Regulations;
  - Opening remarks;
  - Discuss and vote on items;
  - Address shareholders' inquiries;
  - Announce voting results;
  - Vote and approve the draft Resolution;
  - Closing remarks.

Article 12. Speaking at the Meeting

- Shareholders attending the Meeting may express their opinions, raising their hands to request to speak with the Presiding Board's consent.
- Shareholders should keep their speeches brief and focused on essential topics relevant to the approved agenda. The Presiding Board has the right to remind or request shareholders to concentrate on key points to save time and ensure quality discussions.

Article 13. Voting Procedures at the Meeting

- Principle: All agenda items must be approved through direct voting.
- Voting Forms: Shareholders (or authorized representatives) vote using one of two forms: Raise cards or Secret ballot

Raise Card Voting:

+ Shareholders vote by raising a Voting Ballot (white) high. The Voting Committee records the shareholder ID and corresponding opinion (Agree, Disagree, No Opinion).

+ Items voted on by raising cards include:

  - Approving the Presiding Board and Chair, Secretariat, Voting Committee;
  - Approving the draft Rules of Procedure and draft Resolution;
  - Other items (if any).

Secret Ballot Voting:

+ Items voted on by secret ballot include those presented by the Board of Directors.

+ Types of ballots:

  - Voting Ballot: Yellow for items presented at the Meeting. The front includes the shareholder ID, name, and number of shares entitled to vote; the back contains the items for voting. Shareholders fill in the Voting Ballot with one of three opinions: Agree; Disagree; No Opinion for each item to be voted on, sign the Voting Card, and place it in the ballot box.
  - Candidate Pink for Board of Directors and Blue for Board of Supervisors. The front includes the shareholder ID, name, and number of shares entitled to vote; the back lists candidates for the Board of Directors and Board of Supervisors. Shareholders indicate the number of votes for each candidate, sign the Ballot, and place it in the ballot box.

- Approval of Voting Items at the Meeting:

  + Each share corresponds to one voting unit.

  + Except as provided in Clause 2, Clause 3 of Article 20 of the Company Charter and the provisions in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprise, resolutions are approved when more than 50% of the shareholders represented by the total voting cards of all shareholders entitled to vote present directly or through authorized representatives at the Meeting agree.

Article 14. Meeting Minutes and Draft Resolutions

- Meeting Minutes: The Secretariat will record all proceedings in the Meeting minutes.
- Draft Resolution: Based on the minutes and vote counting results, the Secretariat will prepare the draft Resolution, which will be read and approved before adjournment.

Chapter V:

IMPLEMENTATION PROVISIONS

Article 15. Implementation Provisions

- The Rules of Procedure for the Annual General Meeting of the financial year 2024 of Nam Bay Bay Investment Corporation consists of 5 Chapters and 15 Articles. These rules take effect immediately after approval by the Meeting.
- The Presiding Board is responsible for conducting the Meeting according to these rules.
- Shareholders or authorized representatives must comply with these rules.