

*Da Nang, April 3<sup>rd</sup>, 2025*

**REGULATION**  
**ON ORGANIZATION OF THE ANNUAL GENERAL MEETING OF**  
**SHAREHOLDERS IN 2025 OF DEO CA TRAFFIC INFRASTRUCTURE**  
**INVESTMENT JOINT STOCK COMPANY**

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**CHAPTER I**  
**GENERAL PROVISIONS**

**ARTICLE 1. SCOPE OF APPLICATION**

1. This Regulation regulates the organization of the 2025 Annual General Meeting of Shareholders of Deo Ca Traffic Infrastructure Investment Joint Stock Company (hereinafter referred to as "General Meeting") in the form of online meetings and voting by electronic voting method.
2. This Regulation specifically stipulates the conditions and procedures for conducting the General Meeting; the rights and obligations of the parties participating in the General Meeting.
3. Shareholders, the Company and parties related to the General Meeting are responsible for complying with and implementing this Regulation.

**ARTICLE 2. TERMS**

In this Regulation, the following terms are defined as follows:

1. **Shareholder:** an individual or organization that owns at least one share of Deo Ca Traffic Infrastructure Investment Joint Stock Company (stock code: HHV), , whose name is on the list of shareholders entitled to attend the GMS as of March 20, 2025 provided by the Vietnam Securities Depository and Clearing Corporation (VSDC) (hereinafter referred to as the "List of shareholders attending") and has been granted a login account to participate in the General Meeting and/or vote electronically.
2. **General Meeting/Online General Meeting:** The 2025 Annual General Meeting of Shareholders, organized in an online format through the application of modern technology to transmit the images and sounds of the meeting, enabling shareholders/representatives of shareholders from different locations to participate, observe, discuss, vote on the presented items, and exercise their election rights during the meeting.
3. **Venue of the General Meeting:** the location where the Chairman of General Meeting attends and presides over the General Meeting.
4. **Online General Meeting System:** the software/application/website used by the Company to facilitate the organization of the General Meeting and electronic voting.
5. **Electronic voting:** the act of shareholders/representatives of shareholders casting votes before or during the General Meeting via the Online General Meeting System, including voting in elections held at the meeting .



6. **Registration to Attend the General Meeting** : the process by which shareholders/representatives of shareholders confirm their attendance on the Online General Meeting System, notifying the Company of their intention to participate in the meeting .
7. **Login information:** including the Login Code (the registration number as stated in the invitation to the meeting) and the OTP code sent to the registered phone number and/or email address of the shareholder/representative .
8. **Opening time of the Online General Meeting System/voting portal:** the time for Shareholders/Shareholder representatives to log in, confirm attendance at the meeting (check-in), authorize, view documents, submit discussion comments (if any) and vote on the contents presented at the General Meeting (except for the contents that must be voted on after the opening of the General Meeting).
9. **Closing time of the Online General Meeting System/voting portal:** the time when the Online General Meeting System closes access, locks voting,... according to the announcement of the Chairman of General Meeting.
10. Abbreviations:
  - GMS:** General Meeting of Shareholders;
  - BOD:** Board of Directors;
  - BOS:** Board of Supervisors;
  - Company/HHV:** Deo Ca Traffic Infrastructure Investment Joint Stock Company

### **ARTICLE 3. CONDITIONS FOR ATTENDING THE GENERAL MEETING**

Shareholders whose names are on the List have the right to attend the General Meeting or authorize others to attend on their behalf, and have been granted a login account to the Online General Meeting System in order to participate in the General Meeting.

### **ARTICLE 4. FORM OF ATTENDANCE**

1. Shareholders/representatives of Shareholders are considered to have attended the General Meeting validly and fully when performing in one of the following forms:
  - a) Attending and voting electronically via the Online General Meeting System.
  - b) Conduct electronic voting but do not attend the online meeting in case the Online General Meeting System is opened before the official commencement of the General Meeting;
  - c) Successfully logging into the Online General Meeting System to register attendance (check-in procedure) but not participating in electronic voting.
  - d) Not attending and/or not voting electronically on the Online General Meeting System but submitting a Voting Form to the General Meeting. In this case, the Voting Form will only be opened at the time of checking the attendance rate to commence the General Meeting.
2. Methods for attending the online General Meeting:
  - a) Each Shareholder/Shareholder representative will be given only 01 (*one*) login account to access the Online General Meeting System. The Company provides login information and instructions for Shareholders/Shareholder representatives in the Meeting Invitation and in the General Meeting documents.



- b) A Shareholders/Shareholder representatives are considered to validly attend the General Meeting if the Shareholders/representatives has successfully logged into the account provided by the Company.
- c) The online General Meeting officially opens from **08:00 a.m on April..., 2025** (Vietnam time) for Shareholders/Shareholder representatives to log in and exercise their rights. For the content that must be voted on in the General Meeting and election, the electronic voting portal is opened according to the decision of the Chairman when conducting the General Meeting.

## **CHAPTER II**

### **RIGHTS AND OBLIGATIONS OF PARTIES RELATED TO THE GENERAL MEETING**

#### **ARTICLE 5. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS OR AUTHORIZED REPRESENTATIVES**

##### **1. Rights of Shareholders/Shareholder Representatives:**

- a) Shareholders/Shareholder Representatives have the right to attend the General Meeting, vote on all contents presented at the General Meeting and exercise other rights according to the provisions of law, the Charter and the Company's internal regulations.
- b) Shareholders/Shareholder Representatives log in to the Online General Meeting System at: <https://www.AGM2025.hhv.com.vn>, enter the login code (ownership registration number registered with VSDC) and OTP code (sent to registered phone number, email address) to participate online and vote electronically.
- c) Shareholders/Shareholder Representatives have the right to log in, register for participation and vote on the contents presented after the commencement of the General Meeting. The General Meeting is not in charge of halting or re-voting on issues that have already been decided.
- d) Shareholders have the right to authorize another person or the Chairman of the BOD, the Chief Executive Officer of the Company to attend and vote at the General Meeting by submitting an Authorization Letter via postal service or secure delivery to the Company's headquarters. Shareholders are fully responsible for the authorization information provided to the Company.

##### **2. Obligations of Shareholders/Shareholder representatives:**

- a) During the General Meeting, Shareholders/Shareholder Representatives must comply with the regulations of the General Meeting, respect the direction of the Presidium; behave civilly in the online environment and do not intentionally interfere, causing errors or interrupting the progress of the General Meeting.
- b) During the online discussion session, shareholders or shareholder representatives are required to dress formally.
- c) Shareholders/Shareholder Representatives participating the Online General Meeting System are responsible for: using appropriate equipment with a stable internet connection to continuously monitor the General Meeting; securing login information and being responsible for any risks and disputes related to participation using the login account granted. Shareholders ensure that their representatives (if any) will comply with the regulation in the same manner as the Shareholders.



- d) Regularly updating information about phone number, contact address, email address accurately, completely, honestly at the securities depository to receive login information and be responsible for this registered information.

**ARTICLE 6. PRESIDIUM, SECRETARIAT, VOTING AND ELECTION COMMITTEE, SHAREHOLDER QUALIFICATION VERIFICATION COMMITTEE, OTHER RELEVANT PARTIES AT THE MEETING VENUE**

The Presidium, Secretariat, Vote Counting and Election Committee, Shareholder Qualification Verification Committee, and other relevant parties when attending or serving the organization of the General Meeting at the main location (where the Chairman conducts the General Meeting) are responsible for:

1. Comply with the arrangements of the Organizing Committee; strictly comply with regulations on safety, disease prevention hygiene, fire prevention and other requirements of the Organizing Committee.
2. Subject to the management of the Chairman of the General Meeting (Presidium); maintaining order; minimizing noise; avoiding disruption the transmission line. Recording, photographing, filming or live streaming is only permitted with the approval of the Chairman.

**ARTICLE 7. RIGHTS AND OBLIGATIONS OF THE SHAREHOLDER QUALIFICATION VERIFICATION COMMITTEE**

1. The composition, duties and powers of the Shareholder Qualification Verification Committee are prescribed in the Charter and Internal Regulations on Corporate Governance.
2. Verification method: based on login information from the Shareholder/Shareholder Representative account, data is aggregated and extracted from the Online General Meeting System.
3. After reporting at the General Meeting, the Shareholder Qualification Verification Committee is required to document the results of the shareholder qualification verification and report to the Presidium.

**ARTICLE 8. RIGHTS AND OBLIGATIONS OF THE CHAIRMAN OF THE GENERAL MEETING AND THE PRESIDIUM**

1. The Presidium approved by the General Meeting consists of the Chairman and no more than 04 (*four*) other members to conduct the General Meeting.
2. The Presidium has the rights and obligations as prescribed by law, the Company's Charter and Regulations, and the following powers:
  - a) Follow the authorized agenda and execute the required actions to ensure that the general meeting is conducted lawfully, sensibly, and in a way that satisfies the desires of the majority of shareholders present;
  - b) Presenting or assigning personnel to present content at the General Meeting;
  - c) Conducting the General Meeting discussion; responding or assigning people to respond to issues raised at the General Meeting.
3. The decision of the Chairman of the General Meeting on issues arising outside the meeting agenda (if any) will have the most ultimate judgment.



## **ARTICLE 9. RIGHTS AND OBLIGATIONS OF THE SECRETARIAT**

1. The Secretariat of the General Meeting consists of the Company Secretary as Head and others appointed by the Chairman if necessary.
2. The Secretariat of the General Meeting has the duties and powers prescribed by law, the Charter, internal regulations of the Company and performs other tasks assigned by the Chairman of the General Meeting.

## **ARTICLE 10. RIGHTS AND OBLIGATIONS OF THE VOTE COUNTING AND ELECTION COMMITTEE**

1. The establishment of the Vote Counting and Election Committee is carried out in accordance with the provisions of the Charter and internal regulations on corporate governance.
2. Duties and powers of the Vote Counting and Election Committee:
  - a) Disseminating and guiding on voting and election methods at the General Meeting;
  - b) Synthesizing and recording voting results in the Minutes of Vote Counting honestly, accurately, completely and report to the General Meeting;
  - c) Verifying and announcing the list of Supervisor candidates for election at the General Meeting;
  - d) Assisting the Presidium in reviewing, resolving, and responding to recommendations and complaints about voting and election results (if any) and reporting to the GMS for decision;
  - e) Other duties and responsibilities assigned.

## **ARTICLE 11. RIGHTS AND OBLIGATIONS OF ONLINE GENERAL MEETING ORGANIZATION SERVICE PROVIDERS**

1. Fully and correctly perform obligations under the contract signed with the Company;
2. Proactively participate in handling and immediately resolving incidents (if any) with the highest responsibility so that the General Meeting is conducted objectively, legally, and on schedule;
3. Ensuring confidentially and transferring all related information, records and documents after the General Meeting;
4. Other rights and obligations as prescribed by law and signed contracts.

## **CHAPTER III PROCEDURE FOR CONDUCTING THE GENERAL MEETING**

### **ARTICLE 12. METHOD OF CONDUCTING THE GENERAL MEETING**

1. The general meeting must be opened at the scheduled time and in the form announced in the invitation letter, and it must be proceed according to the approved meeting agenda.
2. The general meeting shall discuss and vote on all items on the agenda, including election procedures.

### **ARTICLE 13. AGENDA, WORKING CONTENT OF THE GENERAL MEETING**

1. The meeting agenda must be approved by the GMS in the opening section and must clearly specify the time for each content in the meeting. Only the GMS has the right to decide to change the meeting agenda.



2. In case the Chairman of the General Meeting proposes to change the agenda, it must be approved by the GMS.

#### **ARTICLE 14. DISCUSSION AT THE GENERAL MEETING**

1. Discussion at the General Meeting shall be conducted in accordance with the provisions of law, the Charter and Article 7 of the Internal Regulations on Corporate Governance.
2. The Presidium will select a suitable way of regulating the General Meeting discussion based on the number of shareholders or shareholder representatives present and the time allotted for the meeting.
3. The General Meeting agreed that the total speaking time of a Shareholder/Shareholder representative shall not exceed 05 minutes/time. After this time limit, the Chairman of the General Meeting may request Shareholders/representatives of Shareholders to prepare written discussion opinions and send them to the Secretariat of the General Meeting.

#### **ARTICLE 15. APPROVAL OF RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

1. The approval of resolutions of the GMS is carried out in accordance with the provisions of Article 147 of the Law on Enterprises, Article 22 of the Charter, Article 6 and Article 7 of the Internal Regulations on Corporate Governance.
2. The procedure for electing the Supervisor shall be implemented in accordance with the provisions of Chapter V of this Regulation and other relevant provisions.

#### **ARTICLE 16. ELECTRONIC VOTING**

1. Voting timeframe:
  - a) The voting portal (electronic voting) is opened before the commencement of the General Meeting for Shareholders/representatives of Shareholders to exercise their voting rights until the end of voting according to the decision of the Chairman of the General Meeting.
  - b) Shareholders/legal representatives of Shareholders can log in to the Online General Meeting System from **08:00 on April..., 2025** (Vietnam time) to conduct electronic voting, except for issues that must be voted on at the meeting.
  - c) Online voting procedures are carried out at the General Meeting according to the instructions of the Presidium.
2. Voting method:
  - a) Shareholders/Shareholder representatives log in to the provided login account to conduct electronic voting.
  - b) Voting method:
    - Shareholders/shareholder representatives vote by clicking on 01 (one) of 03 (three) corresponding boxes "Agree" or "Disagree" or "No opinion" for each issue, content of request for opinion and clicking the "Submit vote" button to save and send the voting results.
    - Online election procedures are carried out according to the provisions of Chapter V of this Regulation.
  - c) The Chairman must announce the closing time of the voting portal so that Shareholders /Shareholder representatives can exercise their rights. Shareholders /Shareholder representatives cannot change any content that has been successfully voted from the time



the voting portal is closed. The voting result recorded on the system is the final result and the Company is exempted from all responsibilities if there are any complaints or disputes arising related to this result.

3. Valid vote: A valid vote is a vote that participates in voting, selects a voting option and completes the voting submission on the online system.
4. Any other electronic voting-related matters not covered by this regulation will be handled in compliance with the law, the Charter, and internal regulations on corporate governance.

#### **ARTICLE 17. VOTING BY SUBMITTING VOTES TO THE GENERAL MEETING**

1. Procedures by submitting votes to the General Meeting shall comply with the provisions of law, the Charter and Article 7 of the Internal Regulations on Corporate Governance.
2. The results through the voting forms shall be valid as voting by electronic voting.

#### **ARTICLE 18. MINUTES OF MEETINGS AND RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

1. Minutes of the GMS must ensure the contents according to the provisions of the Enterprise Law, the Charter and Internal Regulations on Corporate Governance.
2. Minutes of the meeting and Resolutions of the GMS must be prepared, submitted for approval before the closing of the General Meeting and disclosed in accordance with regulations.

### **CHAPTER IV ELECTION**

#### **ARTICLE 19. PRINCIPLES AND ORGANIZATION OF ELECTIONS**

1. Election principles:
  - a) Comply with the law, Charter and Company Regulations; ensure equality, fairness, democracy, objectivity and respect for the legitimate rights of Shareholders.
  - b) The election of the Supervisor must be by cumulative voting, conducted by **online voting** on the Online General Meeting System. The online election is recognized by the GMS and has the same value as the direct election at the General Meeting.
2. Specific election organization work includes:
  - a) The General Meeting approves the number and term of Supervisors to be elected;
  - b) The General Meeting approved the list of candidates eligible for election;
  - c) Conduct elections;
  - d) Counting votes, preparing minutes of vote counting and announcing election results;
  - e) The Chairman of General Meeting considers complaints and denunciations related to the election work and reports to the General Meeting for decision (if any).
3. Other issues related to the procedure for electing the Supervisors that are not specified in this Regulation shall be implemented in accordance with the provisions of law, the Charter and the Internal Regulations on Corporate Governance.

#### **ARTICLE 20. LIST OF CANDIDATES**



1. The list of candidates for Supervisors is prepared based on valid nomination and candidacy records according to regulations and must be approved by the General Meeting before the election.
2. The company is in charge of nominating applications, verifying the legitimacy and legality of nominations and candidacies, and compiling and disseminating the list of applicants in order to guarantee regulatory compliance.

#### **ARTICLE 21. CUMULATIVE VOTING METHOD**

1. Each Shareholder/Shareholder representative has a total number of votes (voting) corresponding to the total number of shares owned (including the number of shares owned and/or authorized) multiplied (x) by the number of elected Supervisors. Specifically according to the following formula:

$$\begin{array}{ccccc} \text{Total number of votes of each} & = & \text{Total number of} & \times & \text{Number of elected} \\ \text{Shareholder/Shareholder} & & \text{voting shares} & & \text{Supervisors} \\ \text{representative} & & & & \end{array}$$

2. Shareholders/Shareholders representatives have the right to give all or part of their total votes to 01 (one) or several candidates.
3. The total number of votes for candidates of a Shareholder shall not exceed the total number of votes permitted by that Shareholder.

#### **ARTICLE 22. ELECTION ORGANIZATION AND SUPERVISION**

1. Before conducting the election, the Organizing Committee of the General Meeting is responsible for guiding and explaining how to vote online so that Shareholders can operate the system in a simple, convenient and correct manner.
2. Voting timeframe:
  - a) Shareholders conduct the election according to the direction of the Vote Counting and Election Committee after the General Meeting approves the number and term of Supervisors to be elected and the list of qualified candidates.
  - b) The election time is decided by the Chairman of the General Meeting but is at least 15 (fifteen) minutes.
  - c) Shareholders/Shareholder representatives still have the right to log in to vote after the online voting portal has opened, but the Company is not responsible for any objections or complaints related to the election procedure after it has been approved by the GMS.
3. Online voting procedure:
  - a) Shareholders/Shareholder representatives log in to the Online General Meeting System (at: <http://www.AGM2025.hhv.com.vn>) using the login code and OTP provided to participate in online voting.
  - b) The number of votes for each candidate is recorded on the system according to the number of votes directly entered by the Shareholder/legal representative of the Shareholder into the corresponding box for each candidate or divided equally among the total number of votes for one or more selected candidates if the Shareholder/legal representative of the Shareholder selects to vote equally.



- c) Once the shareholder or shareholder representative has finished and successfully submitted the vote results to the online voting system, the results cannot be altered. At the end of voting, the election results recorded on the system are the final results.
  - d) Validity of online voting action: A valid vote is the vote of a Shareholder/legal representative of a Shareholder who participates in the election using the login information provided by the Company, selects a voting option (clicks on cumulative voting or enters the number of votes) and completes sending the vote to the system.
  - e) In case the online election portal is interrupted due to technical errors (loss of connection due to transmission line errors, internet network errors, other technical errors), the Vote Counting and Election Committee must temporarily suspend the election period to fix the problem (if any). Once the disruption was fixed, online voting continued.
4. Election supervision
- a) The Vote Counting and Election Committee, on behalf of the GMS, organizes and supervises the election in accordance with the law, the Charter, internal regulations on corporate governance and this Regulation.
  - b) The Vote Counting and Election Committee is responsible for the honesty and accuracy of the election vote counting results.
5. The election vote counting results must be recorded by the Vote Counting and Election Committee with full content according to regulations; announced immediately at the General Meeting and recorded in the Resolution of the GMS.

## ARTICLE 23. RIGHT TO QUESTION

- 1. In the event that there is proof that the election at the General Meeting violates the law and the Company's Charter, shareholders or their legal representatives are entitled to voice concerns and questions regarding matters pertaining to election procedures and vote counting.
- 2. The Chairman of the General Meeting is responsible for answering and resolving questions and complaints (if any) and recording them in the Minutes of the GMS.

## CHAPTER V TERMS OF IMPLEMENTATION

### ARTICLE 24. TERMS OF IMPLEMENTATION

- 1. This Regulation consists of 05 Chapters, 24 Articles and must be approved by the GMS.
- 2. Any content pertaining to the 2025 Annual GMS of the Company that is not covered by this regulation will be carried out in compliance with the Charter, the Internal Regulations on Corporate Governance, the law, and any decisions made by the GMS.//.

ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN



Ho Minh Hoang