



**DRAFT: GENERAL RULES OF THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

- Pursuant to Law on Enterprises No. 68/2014/QH13 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2014 (“**Enterprises Law**”) and other documents guiding the implementation of Law on Enterprises 2014;
- Pursuant to the Charter of the VietJet Aviation Joint Stock Company (the Charter).

General rules at General meeting of shareholders (“the Rules”) is approved by General Meeting of Shareholders of VietJet Aviation Joint Stock Company (“the Company”) at the 2016 Annual General Meeting of Shareholders dated 20<sup>th</sup>, April 2017

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1. Scope, Regulated entities**

1. This Rules deals with the organization and operation of the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders (“General Meeting”) of the VietJet Aviation Joint Stock Company.
2. This Rules regulates the rights and obligations of Shareholders, representatives of Shareholders and participants of the General Meeting, conditions and procedures for conducting the General Meeting and voting on matters within the authority of the General Meeting.
3. Shareholders, representatives of shareholders and participants of the General Meeting shall comply with the provisions of this Rules.

**Article 2. Principles of implementation**

1. Creating favorable conditions for the *General Meeting* to be successful in accordance with the provisions of the Charter, the provisions of law and ensuring the legitimate rights and interests of all shareholders of the Company.
2. Ensuring the principle of publicity and transparency

## **CHAPTER II**

### **RIGHTS AND OBLIGATIONS OF PARTICIPANTS IN THE GENERAL MEETING**

#### **Article 3. Conditions for Shareholders to attend the General Meeting**

Individual shareholders, authorized representatives of shareholders are organizations named in the list of shareholders on the day Vietnam Securities Depository (VSD) confirmed closing the list of attendance General Meeting have the right to attend the General Meeting or authorize other persons in writing to participate in the meeting according to the provisions of this Rules and the provisions of law.

#### **Article 4. Rights and obligations of Shareholders when attending the General Meeting**

1. Rights of Shareholders, authorized representatives of Shareholders when attending the General Meeting:
  - a. Directly attend or authorize others to attend the General Meeting in writing using the form provided by Company;
  - b. Discuss and vote on all matters falling within the competence of the General Meeting in accordance to the provisions of the Enterprise Law, other relevant legal documents and the company's Charter;
  - c. Accept the announcement relating to the content and agenda of General Meeting;
  - d. Each shareholder or authorized representatives attending the General meeting will receive a voting card/ballot and the documents immediately after registration with the shareholders' examination committee;
  - e. Shareholders or authorized participants who arrive the meeting late when the General Meeting has not finished, have the right to register and participate in the voting right at the General Meeting on the issues not yet voted, then the Chairman is not responsible to stop the General Meeting and the effect of the issues voted on previously shall remain unchanged
2. Obligations of Shareholders, authorized representatives of Shareholders when attending the General Meeting.
  - a. Shareholders or authorized representatives of Shareholders attending the meeting must bring the following documents:
    - Invitation or announcement about meeting;
    - Original ID card or Passport;
    - Power of attorney in the form attached to invitation or the announcement to the meeting (if authorized to attend the meeting). If the Shareholder is an individual, the written authorization must be signed by such Shareholder and the signature of

the authorized person. If the Shareholder is a juridical persons/organization, the written authorization must be stamped and signed by the legal representative of juridical persons/organization and signature of the authorized person;

- b. Shareholders can officially attend and vote at the General Meeting after carrying out procedures for registration and proof of shareholder status and / or authorized representative of shareholder status is valid with the shareholders' examination committee;
3. Shareholder authorizes another person without written notice of cancellation, such Shareholder shall not receive a voting card at the General Meeting if their authorized person procedure to receive the voting card.
4. The delegate is not allowed to re-authorize the third party
5. During the General Meeting, shareholders and representatives of Shareholders must strictly abide by this Rules, comply with the guidance and control of the Chairman, respect the performance of the General Meeting, polite, not disorderly. As follows:
  - Formal clothes;
  - The recording of the General Meeting must be publicly announced and approved by the Chairman of the General Meeting;
  - Register speech at the General Meeting as regulations, comply with the speech time, the content of speech within the General Meeting program;
  - Speaking and voting in accordance with the guidance of the Organizing Committee of the General Meeting and comply with the direction of the Chairman of the General Meeting;
  - There must be no obstruction or disorder causing the meeting to be conducted in a fairly and legally;
  - Do not disturb, prevent the normal course of the General Meeting;
  - Comply with the Chairman of the General Meeting;
  - Seriously observe this Rules, respect the results of work at the General Meeting
6. Shareholders, authorized representatives of Shareholder must strictly abide by this Rules, if the breach, depending on the specific level, the chairman shall consider and take the form of handling in accordance with the provisions of the Enterprise Law.
7. For personal reasons, the Shareholder has to leave the meeting before the General Meeting votes, the Shareholder shall contact the vote counting committee to inform his/her opinion in writing on voting issues at the General Meeting. In case shareholders leave the meeting before voting but do not notify the vote counting committee, the Shareholders agree with all issues voted at the General Meeting.

## **Article 5. Presidium and Secretary Board**

1. Conducting the General Meeting is the Presidium consisting of the Chairman and members nominated by the Board of Directors and approved by the General Meeting. Head of Presidium shall be the Chairperson of General Meeting of Shareholders. The Chairman is the person who presides over the General Meeting (the Chairman). The Presidium shall work on the principle of democratic centralism, in accordance with the provisions of law and Company's Charter and this Rules.
2. The Chairman's decision on issues, procedures, or events arising out of the program of the General Meeting shall be final.
3. The Chairman conducts the work deemed necessary to conduct the General Meeting in a valid and orderly manner; Or let the General Meeting reflect the wishes of the majority of shareholders attending.
4. Without the opinion of the General Meeting, the Chairman may at any time postpone the General Meeting to a different time (in accordance with the Enterprises Law and the Company's Charter) and at other places decided by the Chairman if found that:
  - a. The meeting venue does not have enough seats for all attendees
  - b. Some people attend meetings that obstruct or disturb the order, threatening to make the meeting not be conducted fairly and legally; or
  - c. Delay is necessary for the work of the General Meeting to be properly conducted
5. The Chairman has the right not to answer or only acknowledge opinions of the shareholders if the contents of the proposals are outside the agenda of the General Meeting.
6. The Chairman has the right to cut the opinions of the shareholders when the shareholders are speechless, not focused or past the stipulated time or opinions outside the agenda of the General Meeting,
7. The Chairman has the right to request the competent authority to maintain the order of the meeting; expulsion of persons who have manifested a disturbance, does not comply with the Chairman, precludes the normal course of the General Meeting.
8. The Secretary shall be nominated by the Chairman. The General Meeting of Shareholders shall vote and pass this nomination.
9. The Secretary Board has the responsibilities as below:
  - a) Recording fully and exactly the content of the General Meeting
  - b) Supporting the Presidium to announce the draft of Resolution of General Meeting of Shareholders and the announcement of Presidium upon request.
  - c) Receiving the questionnaire of Shareholders

#### **Article 6. Rights and obligations of the Vote Counting Committee**

1. The Vote Counting Committee shall consist of at least one (01) head and two (02) members proposed by the Chairman and approved by the General Meeting.
2. The Vote Counting Committee is responsible for guiding the way of voting, using voting cards, ballots and conducting counting, calculate and exclude non-voting shareholders (if any) for each voting issue.
3. The Head of the Vote Counting Committee reports to the General Meeting on the results of the vote count.
4. The Vote Counting Committee has the right to set up division to assist.
5. The Vote Counting Committee shall be responsible for the accuracy and truthfulness of the announced vote counting results.
6. The Vote Counting Committee is responsible for preserving, preserving and handing over all voting ballots, cards and vote counting minutes to the Board of Directors right after the end of the General Meeting.

### **CHAPTER III**

#### **PROCEDURES FOR CONDUCTING THE GENERAL MEETING**

#### **Article 7. Conditions to conduct the General Meeting**

1. The General Meeting is conducted when the number of Shareholders attends the meeting at least fifty one percent (51%) of the total number of voting shares in accordance with the list of Shareholders held by Vietnam Securities Depository (VSD) confirm the list of shareholders to attend the meeting. In cases more than 60 minutes from the time of the opening of the General Meeting (stated in the agenda items already sent to shareholders), the number of shareholders register to attend the General Meeting has not been sufficiently represented for at least fifty one percent (51%) of the total number of voting shares in the list of shareholders is made at the time of closing the list of shareholders, the meeting is considered as not eligible to proceed.
2. In cases where the General Meeting fails to meet the above-mentioned conditions, the convening and proceeding of the next General Meeting of shareholders be conducted in accordance with the provisions of the Company's charter and the Enterprise Law.

#### **Article 8. Through the decision of the General Meeting**

1. Except for the matters mentioned in Clause 2 of this Article, issues at the General Meeting of Shareholders shall be ratified when the Shareholder represents at least 51% (fifty one percent) of the total number of votes of all Shareholders attending the meeting.

2. A Resolution on one of the following issues shall be ratified when it is approved by a number of shareholders that represents at least 65% of votes of attending shareholders
  - a. Types of shares and total amount of each type;
  - b. Amendments to the company's charter;
  - c. Changes of business lines;
  - d. Change of the company's organizational structure;
  - e. Project of investment or sale assets of which the values are equal to or higher than 50% of the total asset value written in the latest financial statement of the company;
  - f. Restructuring or dissolution of the company.
3. Members of the Board of Directors and the Supervisory Board shall be elected by cumulative voting according to the voting criteria.

#### **Article 9. Voting Card**

1. Voting Card is sealed with the seal of the Company and issued by the Board of Checking Shareholder Status to the Shareholders or the Proxies attend the Meeting. Voting Card must contain Code of Shareholders; full name, signature of Shareholders or proxy; and other technical information for supporting the correctness and convenience of vote counting process.
2. The Number of Votes of a Voting Card are computed on the number of shares which Shareholder holding or representing.

#### **Article 10. Procedure of voting at the General Meeting of Shareholders**

Shareholders vote to pass the content of the Meeting by raising up the Voting Card. The Chairman of the Meeting shall declare the voting result at the General Meeting of Shareholders. Shareholders shall vote on each content of the Meeting when the Chairman ask for voting Approve/Disapprove/Abstentions. Shareholders shall raise up the Voting Card one time for one content asked and confirmed by checking/ticking one (01) of the three (03) corresponding squares (Approve/Disapprove/Abstentions) on the Voting Card and return it back to the Board of Organizing when required or at the closing time of the Meeting.

#### **Article 11. Raising a speech at the Meeting**

Shareholders or Proxies shall submit for approval (in the provided Form) prior to making a speech at the Meeting. In the provided Form, Shareholders shall state clearly the questions and the contents of the speech. The submitted Form shall be transfer to the Chairman for approval. Shareholders or Proxies shall make a speech when the Chairman allowed. The speech must be

concise and in accordance with the content of the Meeting. The time limit for a speech does not exceed 5 minutes. In case of over the time limit, the Chairman may require Shareholder to raise his/her concerns in a Letter Of Concern. The Secretary Board shall record such requirement and the BOD shall reply to the concerns within 5 (five) days from the date of receiving the Letter Of Concern. Shareholder must not raise the same concern and only the speech in line with the content of the Meeting will be recorded into the meeting minutes.

#### **Article 11. The Meeting Minutes**

1. The development of the Meeting shall be recorded in the meeting minutes. The Chairman and the minutes taker shall be responsible for the correctness and the faithfulness of the meeting minutes.
2. The meeting minutes shall be published and passed by the General Meeting of Shareholders prior to closing the Meeting.
3. The meeting minutes, the minutes of checking shareholders legal status, the minutes of counting the voting cards and other documents of the Meeting shall be filed.
4. The meeting minutes shall be sent to the Shareholders within fifteen (15) days from the date of closing the Meeting.
5. The meeting minutes is the framework for the resolutions of the General Meeting of Shareholders.

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

Pursuant to the result of the Meeting, the Chairman prepare the resolutions of the Meeting on the contents have been passed. The resolutions of the Meeting shall be read at the meeting for Shareholders' voting and shall be sent to all the Shareholders within fifteen (15) days from the date of closing the Meeting.

#### **Article 13. Implementation**

1. This Voting Policy includes 3 (three) Chapters 13 (thirteen) Articles and passed by the General Meeting of Shareholders.
2. This Policy may be amended, supplemented by the General Meeting of Shareholders basing on the proposal of the Board of Directors.
3. This Policy shall be taken effect when passed by the General Meeting of Shareholders and applied for all the Annual General Meeting of Shareholders and the Extraordinary meeting of the General Meeting of Shareholders from time to time.

**ON BEHALF OF  
THE GENERALMEETING OF SHAREHOLDERRS  
CHAIRWOMAN**

**NGUYEN THANH HA**