

No.: 01/QC-HDQT/2016

**RULES OF VOTING AT THE GENERAL MEETING OF SHAREHOLDERS 2016 OF
VIETNAM DAIRY PRODUCTS JOINT STOCK COMPANY**

- According to Law on Enterprises No 68/2014/QH13 on November 26th, 2014;
- According to the Charter of Vietnam Dairy Products Joint Stock Company (“Vinamilk”) adopted by the General Meeting of Shareholders;
- Board of Management of Vietnam Dairy Products Joint Stock Company enacts rules of voting at the Annual General Meeting of Shareholders 2016 of Vietnam Dairy Products Joint Stock Company as follows:

Article 1. Purpose of enacting:

The Rules are established for specifically defining principles and methods for voting the contents in the Agenda at the Annual General Meeting of Shareholders according to regulations of the Charter and Regulations on Corporate Governance.

Article 2. Scope of application

1. The Rules shall be applied to secret voting for some contents in the Agenda at the Annual General Meeting of Shareholders held on May 21st, 2016.
2. The Rules shall not be applied to collecting written opinions.

Article 3. Definition of words

In the Rules, below terms are understood as follows:

1. **Voting:** Shareholders exercise their rights to vote for specific contents, matters in order to determinate if whether those contents, matters meet the conditions for to be passed by the General Meeting of Shareholders (abbreviated as "General Meeting") or not.
2. **Agenda:** contents in the General Meeting of Shareholders that Board of Management (BoM) recommends for Shareholders to vote.
3. **Charter:** Charter of Vietnam Dairy Products Joint Stock Company adopted by the General Meeting of Shareholders on April 04th, 2016.
4. **Regulations on Corporate Governance:** Regulations on corporate governance of Vietnam Dairy Products Joint Stock Company adopted by BoM in October, 2013.

Article 4. General provisions for voting

1. **Conditions for exercise rights of voting:**

- 1.1. The General Meeting was convened in accordance with regulations of the Charter and the laws, except for the circumstances stipulated in Clause 7 Article 16 of the Charter;
- 1.2. The contents for being voted were officially submitted to General Meeting and were approved on Agenda;
- 1.3. The voting subjects must have rights for voting;
- 1.4. Voting in accordance with regulations in the Rules.

2. Subjects having rights for voting:

Shareholder who owns ordinary shares of the Company shall have the rights for voting when satisfying one of the following conditions:

- 2.1. Registering to attend the General Meeting in conforming to regulation published by the Company and granted with Voting Ballot.
- 2.2. Exercising via remote vote in conforming to the Rules and detailed guidance at the time of notice of the Meeting.

3. The Vote Counting Committee:

- 3.1. The counting of votes shall be carried out by the Vote Counting Committee. Organization Committee shall prepare and propose the Vote Counting Committee for the General Meeting's decision, which shall be responsible for checking attendance qualification and vote counting. The Vote Counting Committee shall be approved by attending Shareholders by way of public voting.
- 3.2. The number of the Vote Counting Committee's members shall not exceed three (03) members. Participants and responsibilities of the Vote Counting Committee include:
 - a) **Head of Vote Counting Committee:** being responsible for procedure, chronology and legalization of checking attendance qualification and the vote-counting. The Head of Vote Counting Committee shall also be responsible for checking conditions needed for carrying out the General Meeting as well as declare that the General Meeting satisfies all required conditions to be carried out as assigned by the Organization Committee.
 - b) **Members being responsible for data, statistic:** being responsible for ensuring the accuracy of data, including but not limited input of data, calculating, statistic data relating to the implementation of the General Meeting and voting data.
 - c) **Members supervising the process of vote counting:** being responsible for supervising the execution of the Vote Counting Committee. The General Meeting may assign another person as replacement for such members or as additional member if necessary.
- 3.3. General Meeting may choose delegate (s) among the attending Shareholders for supervision of the execution of the Vote Counting Committee.

4. Tools supporting for voting:

4.1. Voting Ballot:

- a) Shareholders/Authorized Representatives shall exercise their rights of voting and election by way of using Voting Ballot in accordance with the forms enacted by the Company with main contents stipulated in Clause 2 of Article 5 in the Rules.
- b) Shareholders receiving Voting Ballot through one of the following ways:
 - **In case where Shareholders attending in person at the General Meeting:** Voting Ballot shall be printed and distributed to attending Shareholders once the Shareholders finish their registration and eligibility checking.

- **In case where Shareholders participating by way of remote voting:** Implemented in pursuant to Clause 5 of this Article.

4.2. Ballot-box:

Voting Ballot concluded by Shareholders/ Authorized Representatives shall be collected in Ballot-box. The Ballot-box shall be locked, sealed before the beginning of voting procedure until this procedure finishes and shall be managed by the Vote Counting Committee.

5. Remote voting:

In case where Shareholders do not attend directly in the General Meeting, the Shareholders may exercise their rights of remote voting. The remote voting shall be conducted as the following procedures:

- 5.1.** Each Shareholder shall be provided a bar-code presented in the Invitation letter. This code is encoded to ensure the sole of the Shareholder.
- 5.2.** Shareholders access to the Vote Counting Committee at email address: bankiemphieu@vinamilk.com.vn for registering to exercise their rights of remote voting as well as receiving the Voting Ballot.
- 5.3.** After receiving the Voting Ballot, the Shareholders can print Voting Ballot and start to vote and elect upon the guidance in Clause 3 Article 5.
- 5.4.** Shareholders send Voting Ballots with voted contents of General Meeting to the email address: bankiemphieu@vinamilk.com.vn or via Fax number: **(84 8) 54 161 203** or via enhanced message service (EMS) to the Company's address **before 16:00 on May 20th, 2016.**

Sending by enhanced message service (EMS) should be implemented as follows: Voting Ballot and Invitation letter (original) are required to put in a sealed envelope, with detailed information of sender and recipient. The information of recipient is as follows:

<p>VOTING BALLOT</p> <p>VIETNAM DAIRY PRODUCTS JOINT STOCK COMPANY</p> <p>Recipient: THE BOARD OF MANAGEMENT</p> <p>Address: 10 Tan Trao Street, Tan Phu Ward, District 7, Ho Chi Minh City</p> <p>Tel: (84 8) 54 155 555 Fax: (84 8) 54 161 203</p>

- 5.5.** All information contained in the Voting Ballot is confidential until the General Meeting conducts the vote counting.
 - 5.6.** At the beginning of registration, checking the eligibility at the General Meeting, Organization Committee will open the Voting Ballot of those who exercise their remote voting in order to check their attendance qualification. For those whose Voting Ballots proven to be satisfied the required eligibility, then the remote Voting Ballots from such Shareholders which are still stacked and sealed shall be put in Ballot-box and shall be examined and counting at the same time the Voting Ballots distributed at the General Meeting in conjunction with Clause 7 Article 5.
- 6. Applying information technology in checking votes:**

In order to ensure that the recognition, collecting of information, data are accurate and timely and for the convenience of Shareholders, the collecting and classifying of

attendance of Shareholders, their votes and process information, data shall be done through the computer system and the software which specially designed in accordance with the principles of voting and electing.

Article 5. Rules for voting

1. Participating in voting:

1.1. Shareholders who own ordinary shares can vote by way of: (i) voting at the General Meeting; **or** (ii) remote voting.

1.2. In order to exercise this right, Shareholders must satisfy the following conditions:

- a) Fulfilling the registration and being checked their attending qualification at the General Meeting or meeting the procedures, formation of remote voting.
- b) Time for voting is by the time the General Meeting finishes collecting votes from Shareholders.

2. Voting Ballot:

Voting Ballot shows the following information:

2.1. Bar-code of Voting Ballot (is delegate's bar-code).

2.2. Name of delegate.

2.3. Name of the Authorized person(s) (if any).

2.4. Total number of shares owned/authorized.

2.5. Voting content.

2.6. Voting status:

- a) Approve vote
- b) Disapprove vote
- c) Abstention vote

3. Principles, method for voting:

3.1. Voting is based on the principle: one (01) share with voting right equals one (01) Voting Ballot.

3.2. For separate content stated in Voting Ballot, Shareholders/Authorized person(s) may choose only one of three voting status by marking (X) for the chosen voting status.

3.3. Voted contents shall be considered invalid if having more than one (01) voting status chosen or none of voting status is chosen. In such case, the other contents which confirm to regulations are still valid and counted in the voting final result.

4. Classification of Voting Ballot

4.1. Valid Voting Ballot must:

- a) Follow the template of and having number controlled by Organization Committee.
- b) Not be erased, amended the printed contents. In case of having any content needs to be supplemented, the chronology of such contents must be complied, additional contents shall not be acceptable except for the contents required by Vote Counting Committee.
- c) For each separate content, the Voting Ballot must have chosen one (01) of three (03) voting status shown on such content.

d) For Voting Ballot is applied by the remote voting, the additional conditions as below are required to be satisfied: Voting Ballot must cover detailed information such as name, number of ID card/ Passport and signature of individual Shareholder; name, signature of the Legal Representative or the Authorized Representative (s) and the specimen of seal of organization Shareholder.

4.2. Invalid Voting Ballot: is the one which does not meet one of the above conditions of a valid Voting Ballot.

4.3. Blank vote: is the vote distributed at the General Meeting but not be sent back to the Vote Counting Committee.

5. Collection of Voting Ballot

5.1. For the Voting Ballot sent to the BOM before the open day of the General Meeting according to remote voting method, the collection shall be executed when the General Meeting satisfies the conditions to be opened.

5.2. For the Voting Ballot distributed at the General Meeting, the collection shall be executed when the Shareholders/Authorized person(s) finish their voting.

5.3. The Voting Ballots collected shall be stored in sealed Ballot-box.

6. Conditions for the voting contents to be passed:

Voting contents shall be passed when they meet the minimum voting proportion stipulated in Clause 2 and Clause 3 of Article 17 of the Charter.

7. Check and synthesis of results:

7.1 Voting card after being collected will be checked for validity in accordance with regulations stipulated in Clause 4.1, Article 5 of this Rules herein. For the case of remote vote, the check of those cards includes check of seal and adequacy of enclosed documents. Those cards shall be checked along with Voting Ballot distributed directly at the General Meeting.

7.2 After Voting Ballot are checked and input into vote-counting program, they will be synthesized to determine the voting result. In the process of synthesis of voting result, Voting Ballots include: (i) *Invalid votes*; (ii) *Abstention votes*; (iii) *Blank votes* shall be treated as *Non-voting status*.

7.3 In case of arising new contents need to be voted or modifying of existing contents of Agenda during the General Meeting, the Shareholders who exercise the remote voting shall be considered absent for such contents. Voting rate shall be counted based on the Shareholder attending at the General Meeting.

7.4 The result of voting shall be determined for each separate content and calculated in the form of percentage (%) rounded up to two decimal places.

7.5 The Voting Counting Committee will collect, recognize the voting results and record them through the vote-counting minutes. The Minutes must be signed by all members of the Voting Counting Committee for its accuracy, clarity and in accordance with the principles and chronologies of vote-counting process.

7.6 The Minutes must cover the following:

a) Total number of shares voting for each content, including the voting rate for each type of voting status: Approve vote, Disapprove vote and Abstention vote.

b) The Head of the Voting Counting Committee shall, on behalf the Chairman, declare the voting results at the General Meeting.

Article 6. Enforcement term

The Rules shall be in effect immediately after being signed by the Chairwoman of BoM and shall be applied at the Annual General Meeting of Shareholders 2016 held on May 21st, 2016./.

**For and on behalf of
THE BOARD OF MANAGEMENT
CHAIRWOMAN**

(Signed and Sealed)

LE THI BANG TAM