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Ho Chi Minh City,

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RULES OF VOTING AND ELECTION OF MEMBERS OF BOARD OF DIRECTORS AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2018 OF VIETNAM DAIRY PRODUCTS JOINT STOCK COMPANY

- Based on Law on Enterprise No. 68/2014/QH13 dated 26/11/2014;
- Based on the Charter of Vietnam Dairy Products Joint Stock Company (“*Vinamilk*” or “*Company*”) approved by the General Meeting of Shareholders (“*Charter*”).

The Board of Directors of Vietnam Dairy Products Joint Stock Company promulgated the Rules of Voting and Election of Members of the Board of Directors at the Annual General Meeting of Shareholders 2018 (“**Rules**”) of Vietnam Dairy Products Joint Stock Company as follows:

ARTICLE 1. PURPOSE OF PROMULGATING

This Rules was established for specifically defining principles and methods for voting and election in the Agenda at the Annual General Meeting of Shareholders according to regulations of the Charter and the Regulations on Corporate Governance of the Company.

ARTICLE 2. SCOPE OF APPLICATION

This Rules shall be applied to voting for some contents in the Agenda and election of members of the Board of Directors (hereinafter abbreviated as “BOD”), at the Annual General Meeting of Shareholders 2017.

ARTICLE 3. DEFINITION OF TERMS

In this Rules, the terms below shall be defined as follows:

1. **Voting:** Shareholders exercise their rights to vote for specific matters in order to determinate if those matters meet the condition to be passed by the General Meeting of Shareholders (abbreviated as “**General Meeting**”) or not.
2. **Election:** Shareholders exercise their rights to choose one or more than one Candidates to be member(s) of BOD.
3. **Agenda:** Contents included in the General Meeting which are proposed by the BOD for the Shareholders to exercise their voting rights.
4. **Charter:** the Charter of Vietnam Dairy Products Joint Stock Company approved by the General Meeting of Shareholders on 15th April 2017.

ARTICLE 4: GENERAL PROVISIONS FOR VOTING AND ELECTION

1. Subjects having rights for voting and election:

Shareholder who owns ordinary shares of the Company shall have the rights for voting and election when satisfying one (01) of the two (02) following conditions: (i) exercising the rights of voting and election at the General Meeting; or (ii) exercising via remote vote once satisfying the following conditions:

- 1.1 Completing the registration and qualification checking at the General Meeting or satisfying procedures for remote vote.
- 1.2 The voting and election shall be exercised at the time when the General Meeting completed the collection of votes of the Shareholders.

2. The Voting Counting Committee:

- 2.1 The counting of votes shall be carried out by the Voting Counting Committee. The Steering Committee shall prepare and propose the Voting Counting Committee, which shall be responsible for checking attendance qualification and the collection of votes. The Voting Counting Committee shall be approved by attending Shareholders by way of public voting.
- 2.2 The number of the members of the Voting Counting Committee shall not exceed three (03) members. Units and responsibilities of the Voting Counting Committee include:
 - a) **Head of Voting Counting Committee:** being responsible for procedure, order and legality of conducting the voting and election at the General Meeting.
 - 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 collection and process of votes:** being responsible for supervising the execution of the Voting Counting Committee. The General Meeting may assign another person as replacement for such members or as additional member if necessary.
- 2.3 General Meeting may choose delegate (s) among the attending Shareholders for supervision of the execution of the Voting Counting Committee.

3. Tools supporting for voting and election:

3.1 Voting Ballot, Election Ballot :

- a) Shareholders/authorized representatives shall exercise their rights of voting and election by way of using Voting Ballot and Election Ballot in compliance with the templates issued by the Company with main contents stipulated in this Rules.
- b) Shareholders receiving Voting Ballot and Election Ballot through:
 - **In case where Shareholders attending in person at the General Meeting:** Voting Ballot and Election Ballot shall be printed and distributed to attending Shareholders once the Shareholders finish their registration.
 - **In case where Shareholders participating by way of remote voting:** In accordance with the Rules.

3.2 Ballot-box:

Voting Ballot and Election 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 kept by the Voting Counting Committee.

3.3 Remote vote:

In case where Shareholders do not attend the General Meeting, the Shareholders may exercise their right of voting and election by way of remote vote. The remote vote shall be implemented in chronological order as follows:

- a) Shareholder shall be provided a bar-code sent with the Invitation letter. This code is encoded for assuring that each Shareholder owns only one bar-code which is different from the others.
- b) Shareholders access to the Voting Counting Committee via email address: bankiemphieu@vinamilk.com.vn to register the remote voting and to obtain the Voting Ballot and Election Ballot.
- c) After having received the Voting Ballot and Election Ballot, Shareholders can print Voting Ballot, Election Ballot and start to vote and elect upon the guidance at this Rules.
- d) Shareholders send Voting Ballots and Election Ballots concluded in accordance with instructions at this Rules to the email address: bankiemphieu@vinamilk.com.vn or send via Fax: (84 28) 54 161 203 or via enhanced message service (EMS) to the Company by **[.] of the date 30/03/2018.**

Formation of sending via enhanced message service shall be conducted as follows: Voting Ballot, Election Ballot and Invitation Letter (original copy) are required to put in a stacked and sealed envelope before sending to the Company, with detailed information of sender and recipient. The information of recipient is as follows:

VOTING BALLOT, ELECTION BALLOT

VIETNAM DAIRY PRODUCTS JOINT STOCK COMPANY

Recipient: THE BOARD OF MANAGEMENT

Address: 10 Tan Trao, Tan Phu Ward, District 7, HCMC

Tel: (84 28) 54 155 555 Fax: (84 28) 54 161 203

- e) All information of the Voting Ballot, Election Ballot shall be kept in strict confidentiality until the General Meeting conducts the voting counting.
- f) At the beginning of registration, checking attendance qualification of the Shareholders at the General Meeting, Steering Committee will open the Voting Ballot, Election Ballot of the Shareholders who acting their rights of remote vote in order to check attending qualification of Shareholders. For the Shareholders whose eligibility qualified, their Voting Ballot, Election Ballot shall be put into the Ballot-box and shall be examined and collected together with the Voting Ballot, Election Ballot distributed at the General Meeting in accordance with this Rules.

4. 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. Voting Ballot :

Voting Ballot shows the following information:

- Bar-code of the Voting Ballot (code of the delegate)
- Name of delegate.
- Name of authorized person(s) (if any).
- Total number of shares owned/represented.
- Voting content.
- Voting status:
 - Approved
 - Not approved
 - Abstain

2. Principals, method for voting and determining the voting rate:

- 2.1 The voting shall be based on the principal that one share is equivalent to one Voting Ballot.
- 2.2 Forms of voting including secret voting and public voting at the General Meeting.
- 2.3 For separate content in the Voting Ballot, Shareholders/authorized person(s) may choose one of three (03) kind of voting/ voting status and mark (X) for the selected voting status.
- 2.4 Voting contents which decided to be under the form of public voting by the General Meeting: Steering Committee shall distribute separate Voting Ballot for these contents so that the Shareholder/ Authorized Person(s) execute the public voting as instructed by the Voting Counting Committee.

3. Classification of Voting Ballot

3.1 Valid Voting Ballot must:

- a) Follow the template of and having number controlled by the Steering Committee .
- b) Not be erased, changed the printed contents. In case of having any content needs to be supplemented, the order of such contents must be written exactly, additional contents shall not be acceptable except for the contents required by the Steering Committee .
- c) For separate content, choose one (01) of three (03) voting status shown on Voting Ballot.

3.2 **Invalid Voting Ballot:** is the one which does not meet one of the above conditions for the valid Voting Ballot, though the remained voting contents which proved to be valid shall be counted and recognized.

3.3 **Blank vote:** is the one distributed at the General Meeting but not be sent back to the Voting Counting Committee.

4. Collection of Voting Ballot

- 4.1 For the Voting Ballot sent to the BOD before the open day of the General Meeting according to distance voting method, the collection shall be executed when the General Meeting satisfies the conditions to be opened.
- 4.2 For the Voting Ballot distributed at the General Meeting, the collection shall be executed when the Shareholders/Authorized person(s) finish their voting.
- 4.3 The Voting Ballots collected shall be stored in sealed Ballot-box.

5. Conditions for the voting contents to be passed:

The voting contents deemed to be approved once reaching the minimum voting rate specifically stipulated in Articles 17.2 and 17.3 of the Charter.

6. Check and synthesis of results

6.1 Voting Ballot after being collected will be checked for validity as stipulated in this Rules. 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 Ballots distributed at the General Meeting.

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

6.3 In case of arising new contents need to be voted or modification of existing contents at the General Meeting, the Shareholders who vote from distance shall be considered Absent for the contents. Voting rate shall be counted based on the Shareholder attending at the General Meeting.

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

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

6.6 The Minutes must cover the following:

- a) Total number of representing shares voting for each content, including the voting rate for the voting status: *Approved, Not approved and Abstain*.
- b) The Head of the Voting Counting Committee shall, on behalf the Chairman, declare the voting results at the General Meeting.

ARTICLE 6: RULES FOR ELECTING THE MEMBERS OF BOD:

1. The Election Ballot

The Election Ballot shall contain the following particulars:

- The code of vote (code of delegates)
- Name of delegates
- Name of Authorized Representatives (if any)
- The shares possess/authorization
- The vote(s) correspondence (the share (s) * the number of members need to elected)
- The list of candidates
- The vote (s) of each candidates
- The election situation:
 - Removal the name

- Non – removal the name

2. The principals, methods of electing and determination of being elected

- 2.1 The voting to elect members of the BOD must be implemented by the method of cumulative voting, under which each Shareholder shall have his/her total votes corresponding to the total shares he or she owns multiplied by the number of members to be elected to the BOD or the Shareholders, and each Shareholder shall have the right to accumulate all of his or her votes for one or more candidates.
- 2.2 The Shareholder can allocate the vote for each candidate according to the vote or specific rate or equilateral allocation for selection dedicate. In case equilateral allocation, the Shareholder does not fill in the vote, the Shareholder only selects the candidate under the form stipulated in this Rules.
- 2.3 The Shareholders exercise to select the candidates by way of *keeping intact* the selection candidates and *strikethrough* the non-selection candidates. The number of selection candidates must not be exceeded the number of members of BOD allowed to elect.
- 2.4 Pursuant to the number of members of BOD are approved, the General Meeting of Shareholders shall rely on the rate of votes calculated in descending order, starting from the candidates wining the highest number of votes until a sufficient number of members are obtained.
- 2.5 Candidate elected to the BOD must have at least one (01) vote.

3. Classification of Election Ballot:

3.1 The valid Election Ballot:

- a) According to the standard form and the form has the inspection code of Steering Committee.
- b) The vote must not be rubbed out, adjusted the printing contents. In case supplementary contents, the shareholder fills according to the instruction of Steering Committee, does not fill additional contents, except according to the requirement of Steering Committee.
- c) To exercise election to conform to the principles of cumulative voting.

3.2 **The invalid votes:** the votes do not match according to the stipulation of valid votes.

3.3 **Blank votes:** the votes are not sent to the Voting Counting Committee.

4. Collection of Election Ballots:

- 4.1 For the Election Ballots sent to the BOD before the open day of the General Meeting according to distance voting method, the collection shall be executed when the General Meeting satisfies the conditions to be opened.
- 4.2 For the Election Ballots distributed at the General Meeting, the collection shall be executed when the Shareholders/Authorized person(s) finish their voting.
- 4.3 The Election Ballots collected shall be stored in sealed Ballot-box.

5. Checking and synthesis of results

- 5.1 After checking and inputting data in vote-counting program, the Election Ballots shall be synthesized to determine the result of counting the votes.
- 5.2 For the case of remote election, the check of those Election Ballots includes check of seal and adequacy of enclosed documents. Those Election Ballots shall be checked along with Election Ballots distributed at the General Meeting.

- 5.3 The electing result shall be determined according to percentage (%) and be rounded up 2 (two) decimal places.
- 5.4 The Voting Counting Committee shall be responsible for synthesizing the voting result and made in minutes of the vote-counting. The minutes of the vote-counting shall be signed by members of Voting Counting Committee to confirm the accuracy, transparency and in concordance with the principles and procedure of counting the votes.
- 5.5 The minutes of the vote-counting must contain the following particulars:
 - The voting shares elect each candidate.
 - The total of voting shares present at the General Meeting.
 - The rate of votes for each candidate is counted based on the total of voting shares presenting at General Meeting.
- 5.6 The Head of the Voting Counting Committee can, on behalf the Chairman, declare the voting results at the General Meeting.

ARTICLE 6. CLAIMS:

All claims in terms of voting or selecting shall be collected by Steering Committee and transfer to the Chairman of the General Meeting for resolving.

ARTICLE 7. EXECUTION PROVISION:

This Rules shall be effective from the date the Chairman of BOD signed on promulgation and this Rules be applied at the annual General Meeting 2018 held on 31st March 2018./.

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTOR
CHAIRWOMAN**

LE THI BANG TAM