

DRAFT

REGULATIONS

On the Additional Election of Members to the Board of Directors for the 2024–2029 Term

Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020, and its guiding documents;

Pursuant to the Charter on the Organization and Operation of Viet Tri Chemical Joint Stock Company approved by the General Meeting of Shareholders on August 21, 2024, and effective from February 17, 2025;

The General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company (the “GMS”) shall conduct the additional election of members to the Board of Directors for the 2024–2029 term in accordance with the following regulations:

Chapter I. GENERAL PROVISIONS

Article 1. Purpose, scope, and subjects of application

1. These Regulations stipulate the principles and procedures for the nomination, self-nomination, and additional election of members to the Board of Directors of Viet Tri Chemical Joint Stock Company for the 2024-2029 term at the 2025 Annual General Meeting of Shareholders.

2. These Regulations apply to shareholders holding shares of the Company as of the final registration date, March 24, 2025, and their duly authorized representatives.

Article 2. Rights and obligations of shareholders

1. Each shareholder and their authorized representative attending the General Meeting will receive a ballot for the additional election of Board members, indicating the number of shares held and the corresponding voting rights to be used in the election.

2. Obligations of Shareholders Attending the General Meeting

- Comply with the election conditions and procedures set forth in these Regulations and the instructions of the Election Committee and the Presidium.

- Complete the registration procedures for attending the General Meeting with the organizing committee

- Verify the number of shares on the ballot and immediately notify the organizing committee of any discrepancies upon receiving the ballot.

- Strictly adhere to the election regulations and respect the voting results.

Chapter II. REGULATIONS ON THE NOMINATION AND SELF-NOMINATION FOR THE ELECTION OF ADDITIONAL MEMBERS TO THE BOARD OF DIRECTORS FOR THE 2024–2029 TERM

Article 3. Number and Qualifications of Board Members

1. Number of Additional Board Members to be Elected: One (01) member (due to the resignation of one member of the Board of Directors).

2. Qualifications and Requirements

Members of the Board of Directors must meet the following qualifications and eligibility requirements:

- Possesses full legal capacity and is not classified among individuals prohibited from managing enterprises as stipulated in Clause 2, Article 17 of the Law on Enterprises and other relevant regulations;

- Possess professional qualifications and experience in business administration or relevant fields of the Company, and are not required to be shareholders thereof

- May concurrently serve as a member of the Board of Directors of other companies but not in more than five (05) other companies;

- Must not have family relationships with the Chairman of the Board, other members of the Board of Directors, the General Director, and other managers of the Company.

Article 4. Rights to nomination and self-nomination

Shareholders or groups of shareholders holding at least 10% of the total common shares are entitled to nominate candidates for the Board of Directors, in accordance with the provisions of the Enterprise Law and the Company's Charter. Voting rights might be pooled to nominate candidates.

Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares are entitled to nominate one (1) candidate; from 20% to less than 30%, up to two (2) candidates; from 30% to less than 40%, up to three (3) candidates; from 40% to less than 50%, up to four (4) candidates; from 50% to less than 60%, up to five (5) candidates; from 60% to less than 70%, up to six (6) candidates; from 70% to 80%, up to seven (7) candidates; and from 80% to less than 90%, up to eight (8) candidates.

Article 5. Nomination and candidacy documents

1. The application dossier for nomination or candidacy shall include:

a. Nomination or self-nomination Letter for election using the prescribed form (*Appendix 1, Appendix 2*).

b. Curriculum Vitae of the candidate (1 original) with photo as per the template (*Appendix 3*).

c. Certified copies of ID card/Passport/Residence registration (or long-term temporary residence certificate); all degrees, diplomas, and certificates listed in the Curriculum Vitae.

d. Power of Attorney or Group Meeting Minutes (if the candidate is authorized by the group).

2. Nomination and candidacy documents must be submitted to the Company by 17:00 AM on April 17, 2025, at the following address:

- Ms. Nguyen Thu Huong, Secretary of Viet Tri Chemical Joint Stock Company

- Address: Song Thao Street, Tho Son Ward, Viet Tri City, Phu Tho Province

- Tel: 0948141886

- Email: huongnt@vitrichem.vn

In case the documents are sent by fax or scan, the original documents must be submitted during registration before the General Meeting begins.

Chapter III. NOMINATION TO ADDITIONAL MEMBER OF THE BOARD OF DIRECTORS FOR THE 2024 – 2029 TERM

Article 6. Selection of Candidates

Based on the nomination and candidacy forms and the accompanying documents, the Organizing Committee will compile a list of qualified candidates to be included in the Board of Directors election list.

Article 7. Election Procedures and Methods

- The election of Board of Directors members will be conducted through a direct, secret ballot at the General Meeting using a cumulative voting method.

- The ballot will list the candidates in alphabetical order, the number of shares owned/represented, the number of voting rights, and will be stamped with the Company's seal.

- Each shareholder is entitled to vote in proportion to the number of shares owned (including both owned and/or authorized shares) multiplied by the number of Board members to be elected.

- Shareholders may allocate all of their voting rights to one candidate or distribute them among several candidates.

- The total votes cast for candidates by a shareholder must not exceed the total voting rights.

Article 8. Election Organization and Supervision

1. Vote Counting Committee:

a. Represents the General Meeting of Shareholders (GMS) in organizing and supervising the election in accordance with this Regulation.

b. Comprises one Head and other members elected by the GMS.

c. Shall not include any person nominated or self-nominated as a candidate for the Board of Directors (BOD), or any related person as defined by the Law on Enterprises.

2. The Vote Counting Committee must ensure integrity, objectivity, and confidentiality throughout the voting and vote counting process.

3. Duties of the Vote Counting Committee:

a. Prepare ballot boxes, disseminate the Election Regulation, candidate list, voting procedures, and provide voting instructions.

b. Guide shareholders in casting votes in accordance with the Regulation.

c. Supervise the voting process.

d. Summarize and report results to the Chairing Panel and Secretariat.

e. Collect ballots, count votes, and report the election results to the GMS.

Article 9. Ballot and Voting Instructions

1. Ballot:

a. The ballot shall be uniformly printed, bear the Company's seal, and be issued by the Organizing Committee.

b. Shareholders or authorized representatives shall be provided with ballots.

c. Upon receipt of the ballot, shareholders or authorized representatives must verify the information thereon. Any errors must be immediately reported to the Vote Counting Committee for replacement.

d. A ballot shall be considered valid if it satisfies the following conditions:
- Votes are cast for candidates listed in the official candidate list and within the approved number of Board members to be elected;

- The total votes do not exceed the voting rights of the shareholder;
- It does not fall under any of the invalid cases listed in Clause below.

e. A ballot shall be deemed invalid if:

- It is not in the prescribed format or does not bear the Company's seal;
- It contains erasures, unauthorized corrections, or additions;
- It includes the name(s) of candidate(s) not on the approved list;
- The total number of votes cast exceeds the shareholder's voting rights;
- No number of votes is specified for any candidate;
- Votes are cast for more candidates than the number to be elected.

2. Voting Instructions:

Shareholders or authorized representatives shall fill in the number of votes for each candidate in the designated box on the ballot. For candidates they do not wish to vote for, the number "0" must be recorded.

Article 10. Voting and Vote Counting

1. Voting shall commence after all ballots have been distributed and end when the last shareholder casts their vote.

2. The Vote Counting Committee shall inspect the ballot box in the presence of the shareholders.

3. Votes may only be cast into sealed ballot boxes under the supervision of the Vote Counting Committee.

4. Vote counting shall be conducted immediately after voting concludes; ballots must not be altered or corrected.

Article 11. Principles for Determining Election Results

- The elected candidate for the Board of Directors (BOD) is determined by the number of votes, starting from the candidate with the highest vote count until the required number of members is reached.

- If two or more candidates have the same number of votes for the last position, a re-election will be held among those candidates.

- If the required number of BOD members is not reached after the first election, a second election will be held for the remaining candidates.

- If the number of members is still insufficient after the second election, a third election will be held, or the position will remain vacant until a supplementary election at the next General Meeting, as decided by the Presidium.

Article 12. Voting Record and Announcement

- After the vote counting, the Election Committee must prepare the voting record and announce the results.

- The full voting record must be published before the General Meeting and recorded in the Meeting's Minutes and Resolutions.

- The Election Rules, voting record, and valid/invalid ballots will be archived at the Vietnam Tri Chemical Joint Stock Company as evidence for the supplementary election of BOD members for the 2024-2029 term.

Article 13. Effectiveness

- This election regulation takes effect immediately upon approval by the General Meeting of Shareholders of Viet Tri Chemicals Joint Stock Company and is only applicable to the election of additional members to the Board of Directors for the 2024-2029 term at the Annual General Meeting of Shareholders in 2025.

- This regulation consists of 03 chapters and 13 articles and will be publicly read at the General Meeting of Shareholders for voting approval.

Recipients:

- All Shareholders;
- Filing: Archives, Company Secretary

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRPERSON**

Dao Trong Cuong

Appendix 1: Application for Self-Nomination to the Board of Directors

THE SOCIALIST REPUBLIC OF VIET NAM
Independence - Freedom - Happiness

**APPLICATION FOR SELF-NOMINATION
TO THE BOARD OF DIRECTORS FOR THE 2024-2029 TERM**

To: The Board of Directors of Viet Tri Chemical Joint Stock Company

Shareholders' name:

ID number:..... Issued by:..... on:

Address:.....

Professional qualification: Major:.....

I am a shareholder of Viet Tri Chemical Joint Stock Company, currently holding.....shares (In words), accounting for% of the Company's total voting shares.

After reviewing the Draft Regulation on the additional election of members of the Board of Directors for the 2024-2029 term of Viet Tri Chemical Joint Stock Company, I would like to self-nominate for the position on the Board of Directors for the 2024–2029 term.

I hereby certify that all the above information and the attached documents are truthful and accurate to the best of my knowledge. If elected, I commit to fulfilling all responsibilities and exercising my rights in accordance with the law and the Company's Charter.

....., Month (day), 2025

Attachments:

- 1.....
- 2.....
- 3.....
- 4.....
- 5.....

Shareholders
(Signature and Full name)

Appendix 2: Nomination Application – Board of Directors (2024–2029 Term)

THE SOCIALIST REPUBLIC OF VIET NAM
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NOMINATION APPLICATION
TO THE BOARD OF DIRECTORS FOR THE 2024-2029 TERM

To: The Board of Directors of Viet Tri Chemical Joint Stock Company

I am shareholder (We are shareholders) of Viet Tri Chemical Joint Stock Company, holding.....shares (In words), accounting for% of the Company’s total voting shares, the details as below:

No.	Full name	ID/ Passport number	Number of shares held	The date of shareholding commencement	Signature
1					
2					
3					
	Total shares				

After reviewing the Draft Regulation on the Additional Election of Members of the Board of Directors for the 2024–2029 term of Viet Tri Chemical Joint Stock Company, I/We hereby nominate the following individual(s) for election to the Board of Directors for the 2024–2029 term. The nominated candidate(s) have been included in the official List of Candidates:

No.	Full name	ID number, issue date and place	Address	Educational background	Number of shares held
1					
2					
3					

We also unanimously appoint (*applicable in case of a group of shareholders making the nomination*)

Mr./Ms.:.....

Shareholder code (if any):

.....

ID/Passport number: Issued on (date).....by (Issuing Authority)

to act as the representative of our group to carry out nomination/self-nomination procedures for the election of a member of the Board of Directors for the 2024–2029 term at the 2025 Annual General Meeting of Shareholders of Viet Tri Chemical Joint Stock Company, in accordance with the Regulations on Additional Election of Members of the Board of Directors.

I/We take full responsibility for this nomination and commit to complying with the current provisions of law, the Company’s Charter, and the Regulations on Additional Election of Members of the Board of Directors for the 2024-2029 term.

....., *Month (day), 2025*

Shareholders

(Sign and full name)

Appendix 3: Curriculum vitae

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CURRICULUM VITAE

(For Candidates for the Board of Directors of Viet Tri Chemical Joint Stock Company)

1. Full name:
2. Gender: Male Female
3. Date of birth:
4. Nationality:
5. ID number: on (date): by (authority):
6. Permanent address:
7. Phone number:
8. Educational background:
9. Professional qualification:

Degree title	Major	Year of graduation	Training period	Training institution

10. Employment history:

From (year)... to (year)...	Organization	Position

I hereby certify that the above information is true and accurate, and I take full legal responsibility for the information provided.

....., Month (day), 2025

Attachments: (ID card, degrees, etc.)

1.
2.
3.
4.
5.

Candidate
(Signature and full name)