

DRAFT

REGULATIONS

REGULATIONS ON THE ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS FOR THE 2023–2028 TERM AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VICEM HOANG MAI CEMENT JOINT STOCK COMPANY

Chapter I: Nomination and Self-Nomination for Member(s) of the Board of Directors

Article 1. Criteria and Conditions for Members of the Board of Directors

- Not falling under the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
- Possessing professional qualifications and experience in business administration or in the Company's business lines and not necessarily being a shareholder of the Company, unless otherwise stipulated in the Company's Charter;
- A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors of no more than five (05) other companies;
- A member of the Board of Directors must not be a family member of the General Director and other managers of the Company; or of managers and persons having authority to appoint managers of the parent company;
- Satisfying other criteria and conditions in accordance with applicable laws.

Article 2. Nomination of Candidates for Election to the Board of Directors

- Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises.
- In the event that the number of candidates nominated and self-nominated for the Board of Directors remains insufficient, the incumbent Board of Directors shall introduce additional candidates who meet the required criteria and conditions for election to the Board of Directors in accordance with applicable regulations.

Article 3. Application Dossier for Nomination and Candidacy for Election to the Board of Directors

- Application for self-nomination or nomination to the Board of Directors (in the prescribed form);
- Curriculum Vitae declared by the candidate (in the prescribed form);
- Certified copy of Citizen Identity Card or equivalent valid legal identification documents;
- Certified copies of diplomas, degrees, and certificates evidencing educational and professional qualifications;

- Copy of the Enterprise Registration Certificate of companies where the candidate is currently holding managerial positions in the Board of Directors or Supervisory Board (if any).

Article 4. Selection of Candidates

Based on Nomination applications submitted by shareholders or groups of shareholders, the Organizing Committee of the 2026 Annual General Meeting of Shareholders of the Company shall prepare a list of candidates who meet the prescribed criteria and conditions for election to the Board of Directors. The list of candidates shall be submitted to the General Meeting of Shareholders for approval prior to the election. Information relating to the candidates shall be disclosed in accordance with the Company's Charter and applicable laws before the General Meeting proceeds with the election.

Chapter II: Election of Members of the Board of Directors

Article 5. Subjects Entitled to Vote

Shareholders holding voting shares and authorized representatives of shareholders holding voting shares of the Company shall be entitled to participate in the election.

Article 6. Ballots and Completion of Ballots

1. List of Candidates for the Board of Directors

- The list of candidates shall be arranged in alphabetical order by name, with full names clearly stated on the ballot.

2. Ballots and Completion of Ballots

- Ballots shall be uniformly printed and indicate the total number of voting shares corresponding to the attendance code;

- Each shareholder/authorized representative shall be provided with one (01) ballot for the election of members of the Board of Directors according to their attendance code (including owned and authorized shares);

- In case of any error in completing the ballot, the shareholder may request the Vote Counting and Election Committee to replace it with another ballot;

- Shareholders/authorized representatives shall select the option(s) provided on the ballot and sign their names accordingly.

3. Invalid Ballots

- Ballots not in the prescribed form issued by the Organizing Committee and not bearing the Company's seal;

- Ballots containing erasures, alterations, additional entries, or names that are incorrect or not included in the list of candidates approved by the General Meeting of Shareholders prior to voting;

- Ballots where the total number of votes exceeds the total number of voting shares multiplied by the number of Board of Directors members to be elected

Article 7. Voting Method

- The election of members of the Board of Directors shall be conducted using the cumulative voting method;

- Each shareholder shall have a total number of votes equal to the total number of voting shares (including owned and authorized shares) multiplied by the number of members of the Board of Directors to be elected;

- Shareholders may allocate all their votes to one candidate or distribute them among several candidates, but not exceeding the number of members approved by the General Meeting of Shareholders.

Article 8. Vote Counting and Election Committee, Voting and Vote Counting Principles

1. Vote Counting and Election Committee

a. The Vote Counting and Election Committee shall be nominated by the Chairperson and approved by the General Meeting of Shareholders;

b. The Vote Counting and Election Committee shall have the following responsibilities:

- Presenting the Election Regulations to the General Meeting of Shareholders for approval

- Distributing ballots and providing instructions on how to complete the ballots;

- Conducting vote counting;

- Announcing the election results before the General Meeting of Shareholders.

c. Members of the Vote Counting and Election Committee must not be included in the list of nominees or candidates for election to the Board of Directors.

2. Principles for Voting and Vote Counting

a. The ballot box shall be inspected by the Vote Counting and Election Committee in the presence of shareholders before voting begins;

b. Voting shall commence after the distribution of ballots is completed and shall end when the last shareholder has cast their ballot into the ballot box;

c. Vote counting shall be conducted immediately after the voting process is completed

d. The vote counting results shall be recorded in writing and announced by the Head of the Vote Counting and Election Committee before the General Meeting of Shareholders.

Article 9. Preparation and Announcement of Vote Counting Minutes

- After completing the vote counting, the Vote Counting and Election Committee shall prepare the vote counting minutes;

- The full text of the vote counting minutes shall be announced before the General Meeting of Shareholders.

Article 10. Principles for Determining Elected Candidates

The elected candidates shall be the two (02) candidates receiving the highest number of vote.

In the event that two or more candidates receive an equal number of votes for the final position, the General Meeting of Shareholders shall conduct a re-election among those candidates or make a selection in accordance with the decision of the General Meeting of Shareholders.

Article 11. Any complaints relating to the election and vote counting shall be resolved by the Chairperson of the meeting and recorded in the minutes of the General Meeting of Shareholders.

These Regulations consist of two (02) chapters and eleven (11) articles and shall be publicly presented to the General Meeting of Shareholders for consideration and approval./.

Recipients:

- As above;
- Filed at: Administration Office,
AGM Documents.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Le Trung Kien

APPENDIX: GUIDELINES FOR THE ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

(By Cumulative Voting Method)

1. Type of Ballot: *Pink ballot: Election of members of the Board of Directors*

2. Voting: *Ballots for electing members of the Board of Directors shall be placed into the sealed ballot box.*

3. How to Complete the Ballot:

- Each shareholder shall have a total number of votes equal to the total number of voting shares (including owned shares and authorized shares) multiplied by the number of Board of Directors members to be elected.

- Shareholders shall complete the ballot in accordance with the instructions on the ballot by choosing one of the following options:

+ Option 1: Vote for candidates with the total votes distributed equally among the selected candidates

+ Option 2: Allocate votes to each candidate by writing the number of votes in the corresponding box, ensuring that the total number of votes does not exceed the total number of voting shares multiplied by the number of Board of Directors members to be elected.

Example: *The General Meeting of Shareholders votes to elect 02 members of the Board of Directors from a total of 03 candidates. Shareholder Nguyen Van A holds (including ownership and authorized shares) 1,000 voting shares. In this case, the total number of votes of shareholder Nguyen Van A is:*

$$1,000 \text{ shares} \times 2 = 2,000 \text{ votes.}$$

Shareholder Nguyen Van A may cast cumulative votes as follows:

Case 1: *Shareholder Nguyen Van A distributes his total voting rights equally among the 02 candidates (equivalent to each candidate receiving 1,000 votes).*

Candidate's name	Number of ballots
1. Candidate 1	1.000
2. Candidate 2	1.000
3. Candidate 3	0
Total of ballots	2.000

Case 2: *Shareholder Nguyen Van A allocates all of his voting rights to one candidate.*

Candidate's name	Number of ballots
1. Candidate 1	2.000
2. Candidate 2	0
3. Candidate 3	0
Total of ballots	2.000

Case 3: Shareholder Nguyen Van A distributes his voting rights unevenly among the candidates.

Candidate's name	Số phiếu bầu
1. Candidate 1	1.200
2. Candidate 2	700
3. Candidate 3	100
Total of ballots	2.000

- Other cases as stipulated in the Election Regulations.