



## **DRAFT REGULATIONS ON THE NOMINATION, CANDIDACY, AND SUPPLEMENTARY ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS FOR THE 2025 – 2030 TENURE**

Pursuant to the Law on Enterprises of the Socialist Republic of Vietnam No. 59/2020/QH14  
issued on June 17, 2020;

Pursuant to the Charter of Nam Bay Bay Investment Corporation.

### **I. Terminology And Abbreviations**

- NBB : Nam Bay Bay Investment Corporation.
- BOD : The Board of Directors.
- BOS : The Board of Supervisors.
- Delegates : Shareholders or authorized representatives.

### **II. The Presidium At The Meeting**

The Chairman of the Meeting is responsible for presiding over the election process specifically:

- Introducing the list of nominees and candidates for the BOD;
- Resolving complaints regarding the election (if any).

### **III. Quantity, Tenure, And Standards For Board Members**

1. Number of Board members to be additionally elected: One (01) member.
2. Tenure: The remaining period of the 2025 – 2030 Tenure.
3. Maximum number of BOD candidates: Unlimited.
4. Candidate standards for the BOD: In accordance with the regulations in the “Announcement regarding the standards, conditions, and procedures for the nomination and candidacy for the supplementary election of members of the Board of Directors for the 2025 - 2030 Term”.

### **IV. Election Principles**

- Comply strictly with legal regulations and the Company's Charter.
- The Vote Counting Committee is nominated by the Chairman and approved by the General Meeting. Members of the Vote Counting Committee must not be included in the list of nominees or candidates for the BOD

### **V. Regulations on the nomination of Board members (According to Article 115 of the Law on Enterprises and Article 11 of the Company's Charter)**

Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates to the Board of Directors. The nomination process is as follows:

1. Ordinary shareholders forming a group to nominate candidates must notify the group meeting to the attending shareholders before the opening of the General Meeting of Shareholders;
2. Based on the number of Board members, the shareholders or groups of shareholders specified in this clause are entitled to nominate one or several individuals as decided by the General Meeting of Shareholders as BOD candidates.
3. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number they are entitled to nominate, the remaining candidates shall be nominated by the BOD, the BOS, and other shareholders.

## **VI. Dossier For Exercising Nomination/Candidacy Rights**

Shareholders or groups of shareholders meeting the conditions specified in the Announcement regarding the standards, conditions, and procedures for the nomination and candidacy for the supplementary election of members of the Board of Directors for the 2025–2030 Term must submit a dossier related to the nomination or candidacy for Board members to NBB. The dossier includes:

- Documents proving share ownership of the shareholder/group of shareholders;
- 03 original copies of the notice of voluntary group formation and nomination (Form 1) or self-nomination (Form 2);
- 03 original copies of the Curriculum Vitae (Form 3);
- 02 certified copies of a valid ID card/Citizen Identification Card (for Vietnamese) or Passport (for overseas Vietnamese or foreigners);
- 02 certified copies of degrees and certificates certifying educational and professional qualifications.

The form templates are available on NBB's website at: <http://nbb.com.vn>

### **Submission Information:**

The person nominating or applying for the Board of Directors position shall be legally responsible before the law and the General Meeting of Shareholders for the accuracy and truthfulness of the nomination/candidacy content.

Please send the dossier to the NBB office before the date of the Annual General Meeting of Shareholders for the 2025 financial year to the following address:

**NAM BAY BAY INVESTMENT CORPORATION**

**Address: CII TOWER, 152 Dien Bien Phu, Thanh My Tay Ward, Ho Chi Minh City**

**Phone: (028) 62 577 577 - Fax: (028) 62 615 577**

## **VII. Voting Method**

- Conducted via cumulative voting (According to Clause 3, Article 148 of the Law on Enterprises).

- Accordingly, each delegate has a total number of votes corresponding to the total number of shares owned or represented multiplied by (x) the number of Board members to be elected.
- Attending delegates have the right to concentrate all their votes for one or several candidates.
- Should additional candidates emerge on the day of the meeting, delegates may contact the Vote Counting Committee to request a new ballot and must return the old one (before placing it into the ballot box).

## VIII. Ballots

### 1. Content of the Ballots

- A ballot is a form indicating the Delegate Code, the number of shares owned and/or represented, and bears the Company's seal.
- Each delegate will be issued one (01) type of Ballot: Board of Directors Ballot (Pink color).
- Upon receiving the ballot, delegates must re-check the information recorded on it; any errors must be immediately reported to the Vote Counting Committee.

### 2. How to fill in the Ballots

- + Delegates elect a maximum number of candidates equal to the number of members to be elected.
- + To concentrate all votes for one or more candidates, delegates mark the "Cumulative Voting" box of the corresponding candidates.
- + To distribute votes unevenly among multiple candidates, delegates clearly record the number of votes in the "Number of Votes" box of the corresponding candidates.

**Note:** In case a delegate both marks the "Cumulative Voting" box and records a quantity in the "Number of Votes" box, the result will be based on the quantity in the "Number of Votes" box.

### 3. Validity and Invalidity of Ballots

- A valid ballot: is a pre-printed form issued by the organizing committee, without erasures, alterations, or additional content other than specified, and must bear the signature and full name of the attending delegate.
- The following ballots shall be considered invalid:
  - + Additional content written on the ballot;
  - + Content written in pencil;
  - + Crossing out the names of candidates;
  - + Ballots not using the pre-printed form issued by the organizer, lacking NBB's seal, or having erasures, alterations, or additional content;
  - + The number of candidates elected by the delegate exceeds the number of members to be elected;
  - + The total number of votes for candidates exceeds the total votes permitted;



- + Ballots submitted after the Vote Counting Committee has opened the sealed ballot box;
- + Ballots without the signature of the attending delegate.

#### **4. Voting and Vote Counting**

- In case of errors, delegates may contact the Vote Counting Committee to request a new ballot and must return the old one (before placing it into the ballot box).
- Delegates cast their ballots into the sealed ballot box under the supervision of the Vote Counting Committee.
- After the voting concludes, the counting process will be conducted under the supervision of the Board of Supervisors or shareholder representatives.
- The Vote Counting Committee is responsible for preparing the minutes of the vote counting, announcing the results, and, together with the Chairman, resolving shareholders' inquiries or complaints (if any).
- Ballots after counting will be archived in accordance with regulations.

#### **5. Principles for winning the election (According to Article 148 of the Law on Enterprises)**

- The winners of the BOD election are determined by the number of votes received from high to low, starting from the candidate with the highest number of votes until the required number of members is reached.
- If two (02) or more candidates receive an equal number of votes for the final seat on the BOD, a re-election shall be held among those candidates with equal votes.
- If the first election results do not yield enough Board members, the election process will continue until the required quantity is filled.

#### **6. Implementation Provisions**

These Election Regulations shall take effect immediately upon approval by the General Meeting of Shareholders.

These Regulations shall expire when the Annual General Meeting of Shareholders for the 2025 financial year of Nam Bay Bay Investment Corporation concludes.