

TRAPHACO JSC
No: ... /2024/TTr-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, , 2024

STATEMENT
2024 ANNUAL GENERAL MEETING
re: approving the Nomination/ Self-Nomination/ Election Regulations of
additional member for the Board of Directors and Board of Supervisors
in 2021 – 2025 term of Traphaco JSC

To: the 2024 Annual General Meeting of Traphaco JSC

To conduct the 2024 Annual General Meeting, the Board of Directors of Traphaco JSC respectfully submits to the General Meeting to approve the Nomination/ Self-Nomination/ Election Regulations of additional member for the Board of Directors and Board of Supervisors in 2021 – 2025 term of Traphaco JSC.

The Draft was attached to this Statement.

Best regards!

Recipients:

- 2024 AGM;
- BoD, BoS, BoM;
- Archive: BoD Office, Office.

B/O. THE BOARD OF DIRECTORS
CHAIRMAN
(signed)

Chung Ji Kwang

**NOMINATION/ SELF-NOMINATION/ ELECTION REGULATIONS
OF ADDITIONAL MEMBER FOR THE BOARD OF DIRECTORS AND
BOARD OF SUPERVISORS IN 2021-2025 TERM OF TRAPHACO JSC**
(Issued together with Statement No.... /2024/TTr-HĐQT of BoD of Traphaco JSC)

- Pursuant to the Enterprise Law 2020 and guiding documents;
- Pursuant to the Securities Law 2019 and guiding documents;
- Pursuant to the Corporate Charter of Traphaco JSC;
- Pursuant to the Internal Regulation on Corporate Governance, Traphaco JSC.

The regulation of nomination, self-nomination and election of additional member of the Board of Directors and Board of Supervisors in 2021 – 2025 term at the 2024 AGM of Traphaco JSC is as follows:

Article 1: Abbreviations

- “Company”: Traphaco Joint Stock Company
- “BoD”: Board of Directors
- “AGM” or “General Meeting”: General Meeting of Shareholders
- “Organizing Committee”: Organizing Committee of General Meeting of Shareholder
- “BoS”: Board of Supervisors
- “Ballot”: Election Ballot

Article 2: Number of additional members of BoD, BoS and term of members of BoD, BoS

2.1. The number of additionally elected member to BoD and term of members of BoD

- a. The number of additionally elected member to BoD in 2024 AGM is 01 member.
- b. The term of additionally elected member of BoD is the remainder of the term 2021 - 2025.

2.2. The number of additionally elected member to BoS and term of members of BoS

- a. The number of additionally elected member to BoS in 2024 AGM is 01 member.
- b. The term of additionally elected member of BoS is the remainder of the term 2021 - 2025.

Article 3: Criteria and conditions for Board Membership

3.1. Criteria and conditions for BoD

3.1.1. Members of BoD must meet the following criteria and conditions:

- a. Not being subjects that is not allowed for corporate management as regulated by Clause 2, Article 17 of the Enterprise Law No. 59/2020/QH14;
- b. Having professional qualifications and experience in business management or in the field, line of business of the Company and not necessarily being a shareholder of the Company;
- c. Having good health, good moral qualities, being honest, incorruptible and knowledgeable in law;
- d. A member of BoD can concurrently be a member of BoD at a maximum of five (05) other companies;
- e. Other standards and conditions according to the provisions of the Enterprise Law, the Securities Law and guiding documents.

3.1.2. An independent BoD member is a member of the BoD, who meets the following requirements and qualifications:

- a. Not being a person working for the Company, a subsidiary of the Company; not a person who has worked for the Company, its subsidiary for at least three years before;
- b. Not being a person receiving salaries or remuneration from the Company, except for the allowances that members of the Board of Directors are entitled to as prescribed;
- c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adoptive child, biological brother/sister are a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;
- d. Not being a person directly or indirectly owning at least 01% of the total number of voting shares of the Company;
- e. Not a person who used to be a member of BoD, BoS of the Company for at least 05 years before, except for the case of being appointed continuously for 02 consecutive terms.

3.2. Criteria and conditions for BoS (Supervisor)

- a. Having full civil act capacity and are not banned from managing and establishing enterprises according to the provisions of the Enterprise Law 2020 and relevant laws;
- b. Supervisors must be trained in one of the following majors in economics, finance, accounting, auditing, law, business administration or a major suitable to the Company's business activities.;
- c. The supervisor is not a person in the accounting or finance department of the Company and is not a member or employee of an independent auditing company approved to audit the Company's financial statements in 3 consecutive years before that;
- d. Not allowed to hold management positions in the Company; not necessarily a shareholder or employee in the Company;
- e. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adoptive child, biological brother/sister of members of BoD, CEO and other managers; people who are being prosecuted for criminal liability or are having to accept prison sentences or have their right to practice their profession revoked by the Court for committing crimes of smuggling, counterfeiting, illegal business, tax evasion, deceiving customers and other crimes as prescribed by law.

Article 4: Nominating/ Self-nominating candidates to the BoD, BoS

1. Shareholders who have been holding voting shares have the right to group the number of voting rights of each person to nominate candidates to the BoD, BoS. Ordinary shareholders who form groups to nominate candidates to the BoD, BoS must notify the formation prior to the opening of the General Meeting of Shareholders;
2. **Nominating/ Self-nominating candidates to the BoD:** Shareholders or groups of shareholders holding from 5% to less than 10% of the total number of voting shares may nominate one (01) candidate; from 10% to less than 25% may nominate up to two (02) candidates; from 25% to less than 35% may nominate up to three (03) candidates; from 35% to less than 51% may nominate up to four (04) candidates; from 51% to less than 65% may nominate up to five (05) candidates; from 65% to less than 75% may nominate up to six (06) candidates; from 75% or more can nominate for a sufficient number of candidates corresponding to the number of members of the BoD of the Company;

3. **Nominating/ Self-nominating candidates to the BoS:** Shareholders or groups of shareholders holding from 5% to less than 10% of the total number of voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% or more can nominate for a sufficient number of candidates corresponding to the number of members of the BoS;

4. In case that the number of candidates for members of the BoD, who are nominated and self-nominated, is still insufficient, the ruling BoD may nominate more candidates or nominate candidates according to the mechanism following the Company's regulation. The nomination mechanism or procedures by which the ruling BoD nominates candidates to members of the BoD must be clearly announced and approved by the General Meeting of Shareholders prior to any nomination.

5. In case that the number of candidates for members of the BoS, who are nominated and self-nominated, is still insufficient, the ruling BoS may nominate more candidates or nominate candidates according to the mechanism following the Company's regulation. The nomination mechanism or procedures by which the ruling BoS nominates candidates to members of the BoS must be clearly announced and approved by the General Meeting of Shareholders prior to any nomination.

6. Candidates must submit valid and timely candidacy and nomination documents as prescribed in Article 5 of these Regulations.

Article 5: Applications for Members of the BoD, BoS

1. The application for members of the BoD, BoS includes:

- a. Letters of nomination or self-nomination for being members of the BoD in the form prescribed by Traphaco;
- b. Curriculum vitae according to the form issued by Traphaco (certified by managing organization);
- c. A commitment to join the BoD, BoS according to the form issued by Traphaco;
- d. A notarized copies of the following documents: ID card (or passport if the candidate is an overseas Vietnamese, foreigner);

2. Address for receiving the application for members of the BoD, BoS

In order to facilitate the preparation of the election, the application for nomination/self-nomination for member of the Board of Directors should be sent to the address of Traphaco Joint Stock Company before April 02, 2024:

Recipients: Human Resource - Administration Department, Traphaco Joint Stock Company - Lane 15, Ngoc Hoi Street, Hoang Liet, Hoang Mai District, Hanoi.

Phone: (84.24) 3 734 1797

Fax: (84.24) 3681 4910

(If fax, email the original must be submitted when one registers to attend before the meeting).

Article 6: Selection of candidates

Based on the candidates' applications and other related documents from shareholders, the Company shall select candidates who satisfied the qualifications and requirements as regulated to be included in the nomination list to announce before the General Meeting of Shareholders.

In case candidates have been identified in advance, information related to the candidates for the BoD and BoS will be included in the documents of the General Meeting of Shareholders and announced at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company website so that shareholders can learn about these candidates before voting.

Article 7: Election method

1. The voting of additional members to the BoD, BoS is carried out with secret ballot by the method of cumulative voting;
2. Each shareholder has a total number of votes corresponding to the total number of voting shares multiplied by the number of elected members;
3. **Election for BoD:** Shareholders can select up to 01 candidate from among the candidates introduced at the General Meeting to vote for. The total number of votes for the candidates must not exceed the total number of votes of shareholders / representatives of shareholders.
4. **Election for BoS:** Shareholders can select up to 01 candidate from among the candidates introduced at the General Meeting to vote for. The total number of votes for the candidates must not exceed the total number of votes of shareholders / representatives of shareholders.

Article 8: Ballot for electing and method to elect BoD and BoS' members

1. Election ballot (Ballot) for electing BoD, BoS members

- Shareholders / representatives of shareholders are issued the ballot for electing BoD/BoS members;
- The ballot is uniformly printed, with the total number of votes is in accordance with the attendance code, issued by the Organizing Committee with the seal of Traphaco JSC;
- On each ballot, there are attendance code, total number of votes is corresponding to the total number of voting shares of each shareholder / representative of shareholder multiplied by the number of elected members;
- In case that new candidates are qualified and approved by the AGM out of the List already printed in the ballot, shareholders / representatives of shareholders shall write down the name of the new candidate in the ballot for the election;
- Shareholders / representatives of shareholders, when being hand-in the ballot, must double check the number of shares and the total number of votes written on the ballot, errors, if any, must be notified immediately at the time of receipt of the ballot;
- Shareholders / representatives of shareholders can choose maximum of 01 candidate for BoD from the list of candidates introduced at the General Meeting (including candidates whose names were on the pre-printed list in the ballot and candidates only qualified and approved by

the General Meeting of Shareholders in addition to the list printed in the ballot) to conduct the election;

- Shareholders / representatives of shareholders can choose maximum of 01 candidate for BoS from the list of candidates introduced at the General Meeting (including candidates whose names were on the pre-printed list in the ballot and candidates only qualified and approved by the General Meeting of Shareholders in addition to the list printed in the ballot) to conduct the election;

- In case shareholder makes a mistake, he/she may request the Election Committee for a replacement ballot;

- Shareholders / representatives of shareholders must sign the ballot before putting it in the ballot box;

- The ballot will be put in the sealed ballot box prior to the vote count.

2. Guidance for BoD, BoS ballot fill-in

- If agreeing to elect a candidate, shareholder / representative of shareholder shall write his/her desired number of votes in the column "Number of votes" at the row corresponding to the name of the candidate;

- If not agreeing to elect any candidate, shareholder / representative of shareholder shall write the number "0" (zero) in the column "Number of votes" at the row corresponding to the name of the candidate (or left blank);

- The total number of votes for the candidates must not exceed the total votes of the shareholders / representatives of shareholders (= the number of voting shares x the number of elected members).

3. The invalid ballot

- The ballot does not follow the standard form provided by the Company, without the seal of the Company;

- The ballot is not stamped with the information of shareholder/representative of shareholder;

- The ballot has been erased, amended, additional writing or fill-in of incorrect names of candidates, not included in the list of candidates approved by the AGM before voting;

- The ballot has the total number of votes for candidates in excess of the total number of votes of shareholders / representatives of shareholders;

- The ballot electing for more than the fixed number of BoD members as approved by the AGM;

- The ballot does not select any candidate;

- The ballot has no signature of shareholders / representatives of shareholders.

Article 9: Vote-counting method:

The counting shall be conducted by the Election Committee nominated by the Chair of the Meeting and approved by the AGM.

1. Elections committee:

- The Election Committee shall:
 - + Guide electing method for shareholders / representatives of shareholders;
 - + Hand out the ballot;
 - + Conduct the counting of votes;
 - + Make a minutes and announce the results of vote counting to the General Assembly.
- Members of the Election Committee are not nominated and self-nominated candidates for election to BoD, BoS.

2. Rules of voting and counting of votes

- The Election Committee shall examine the ballot box in front of the shareholders;
- Voting begins when the handing out of ballots and election guides are completed;
- The time for voting ends after the Head of Election Committee declares the end of voting time (the Head of Election Committee reminds shareholders to perform election duty and asks 3 times before the end of voting);
- The counting of votes shall be made immediately after the voting is closed;
- The result of vote-counting shall be made in writing and announced by the Head of Election Committee to the General Meeting.

Article 10: Principles of Election & Winning for member of the BoD, BoS

1. Election principle:

- The election is carried out by cumulative voting method with the number of members elected equal to the number of additional members needed to be elected during the Congress.

2. Winning principle:

- The winning members to BoD, BoS is determined by the number of votes cast from high to low;
- In case that the election result has two or more candidates with the same number of votes for the last member of the BoD, candidates with the same number of votes will be re-elected until sufficient desired members;
- If the re-election has not yet reached the results, the AGM may vote to vacate BoD member and to have an additional election in next AGM.

Article 11: Effectiveness

This Regulation takes effect immediately upon approval by the General Assembly of Shareholders. All complaints about the election result shall be considered only at the General Meeting. If there is a complaint, the Election Committee will check and ask for the General Meeting's decision.

Recipients:

- 2024 AGM;
- BoD, BoS, BoM;
- Archive : BoD Office.

B/O. THE BOARD OF DIRECTORS

CHAIRMAN

(signed)

Chung Ji Kwang