

VIETNAM NATIONAL COAL &
MINERAL INDUSTRIES HOLDING
CORPORATION LIMITED
**VINACOMIN - COAL IMPORT EXPORT
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, April 26, 2025

**REGULATIONS ON ELECTION
OF MEMBERS OF THE BOARD OF DIRECTORS
AND SUPERVISORY BOARD OF VINACOMIN - COAL IMPORT EXPORT
JOINT STOCK COMPANY**

Article 1. Purpose, Scope of Regulation, and Applicable Entities

This Regulation is established to specify the principles and procedures for the election of Members of the Board of Directors and Supervisory Board of Vinacomin - Coal Import Export Joint Stock Company (the Company) for the term 2025 - 2030 at the Annual General Meeting of Shareholders in 2025 (General Meeting).

This Regulation shall apply to all Shareholders owning shares of the Company (as of the record date of the list of shareholders on March 20, 2025) and duly authorized representatives present at the General Meeting of Shareholders.

Article 2. Rights and Obligations of Shareholders and Authorized representatives attending the 2025 Annual General Meeting of Shareholders:

Each Shareholder and authorized representative attending the General Meeting shall receive one ballot paper for the election of the Board of Directors (BOD) and one ballot paper for the election of Supervisory Board (SB). The ballot paper shall clearly indicate the number of shares held by the Shareholder or the authorized representative of the Shareholder, along with the corresponding number of voting rights to be used in the election.

Shareholders shall comply with the conditions and procedures specified in this Regulation and the guidance of the Chairman of the General Meeting and the Vote Counting Committee.

Article 3. Selection of Candidates

Based on the Nomination Letter and Candidacy Letter from Shareholders and groups of Shareholders and accompanying dossiers of candidates, the Organizing Committee of the General Meeting shall compile a list of candidates who meet the prescribed conditions to be elected as members of the Board of Directors and members of Supervisory Board.

Article 4. Election Principles

The election of members of the Board of Directors and Supervisory Board shall be conducted in accordance with the following principles:

- Complying with current laws on enterprises in Vietnam;

- Ensuring publicity, democracy and legitimate interests of all shareholders.

Article 5. Persons with the Right to Vote

Persons with the right to vote at the General Meeting are Shareholders who own shares or persons authorized by Shareholders to attend the General Meeting on their behalf.

Article 6. Forms and Methods of Election

The election of members of the Board of Directors and Supervisory Board of the Company shall be conducted in the form of direct and secret ballot at the General Meeting by the method of cumulative voting.

Each delegate attending the General Meeting shall be provided with 02 (two) Election Ballots by the Organizing Committee: one (01) Election Ballot for electing members of the Board of Directors and one (01) Election Ballot for electing members of Supervisory Board. Delegates shall be responsible for verifying the information on the votes, if there are any errors, they shall immediately report them to the Chairman and the Vote Counting Committee of the General Meeting.

The ballot shall clearly list the candidates in alphabetical order; delegate number, number of shares owned or represented, number of voting rights, and shall bear the Company's seal.

Each Shareholder shall have a total number of ballot papers corresponding to the total number of shares owned and represented (including the number of shares owned, and/or authorized) multiplied by the number of members to be elected to the Board of Directors or the number of members to be elected to Supervisory Board. Specifically, according to the following formula:

(i) Election of members of the Board of Directors:

$$\begin{array}{ccccc} \text{Total number} & & \text{The total} & & \text{Number of} \\ \text{of Ballot} & & \text{number of} & & \text{Members} \\ \text{papers} & & \text{shares} & & \\ & = & & \times & \text{to be elected} \\ & & \text{with voting} & & \text{to the Board} \\ & & \text{rights} & & \text{of Directors} \end{array}$$

(ii) Election of members of Supervisory board:

$$\begin{array}{ccccc} \text{Total number} & & \text{The total} & & \text{Number of} \\ \text{of Ballot} & & \text{number of} & & \text{Members} \\ \text{papers} & & \text{shares} & & \\ & = & & \times & \text{to be elected} \\ & & \text{with voting} & & \text{to supervisory} \\ & & \text{rights} & & \text{board} \end{array}$$

Shareholders may allocate all of their total number of votes to one (01) candidate, or distribute the total number of votes equally among all candidates, or apply only a portion of their total number of votes to vote for specific candidates based on their level of trust, or abstain from voting (cast a blank vote).

The total number of votes cast for candidates by a shareholder shall not exceed the total number of votes entitled to that shareholder (calculated as the number of shares owned multiplied by the number of members to be elected).

(Please refer to the detailed examples of the method of accumulating votes in the Appendix attached to this Regulation)

Article 7. Organization and Supervision of the Election

7.1. The Vote Counting Committee:

a) The organization and supervision of the election shall be conducted by the Chairman and the Vote Counting Committee on behalf of the General Meeting in strict accordance with the provisions of this Regulation;

b) The Vote Counting Committee shall consist of one (01) Head of the Committee and other members appointed through voting by the General Meeting at the request of the Chairman.

c) Members of the Vote Counting Committee shall not be the persons on the list of candidates for members of the Board of Directors and members of Supervisory Board;

7.2. The Vote Counting Committee shall ensure integrity, objectivity, and confidentiality of the information related to the vote counting and election process.

7.3. The Vote Counting Committee shall have the following duties:

a) Verifying and announcing the list of candidates for the Board of Directors and Supervisory board;

b) Providing guidance on the election regulations and methods for Shareholders;

c) Collecting the ballot papers;

d) Monitoring the voting process of Shareholders and Shareholders' representatives;

dd) Conducting the ballot papers counting, taking the ballot papers counting minutes, and announcing the results to the General Meeting;

e) Handing over the ballot papers counting minutes and all ballot papers to the Secretary of the General Meeting;

g) Collaborating with the Chairman of the General Meeting to review and resolve any complaints or protests related to the candidates or the election results (if any) and reporting the matter for the General Meeting's decision;

h) Other related tasks;

i) The Vote Counting Committee shall be fully responsible before law and the General Meeting for the compliance of this Regulation and for the accuracy of the vote counting results.

Article 8. Election Ballots and Election Ballots Filling

8.1. Election Ballots:

a) Election Ballots shall be issued by the Company, printed in a uniform format, bear the Company's seal, the Shareholder code and the total number of shares owned/authorized to represent, total number of voting cards;

b) Shareholders/authorized representatives of Shareholders shall be issued at the same time 01 Election Ballot for members of the Board of Directors and 01 Election Ballot for members of the Board of Directors according to the participation code (owned and authorized);

c) Shareholders or authorized representatives of Shareholders, upon receiving the Election Ballot, shall verify the information inscribed on the Election Ballot. If there are any errors, Shareholders shall immediately notify the Vote Counting Committee to exchange for a corrected Election Ballots;

8.2. Instructions for filling out Election Ballots:

a) Shareholders/authorized representatives of Shareholders shall vote for a maximum number of candidates equal to the number of members to be elected to the Board of Directors/Supervisory board;

b) If Shareholders/authorized representatives of the Shareholders allocate all their votes to a single candidate or distribute their votes equally among multiple candidates, they shall mark the "**Equal distribution of cumulative votes**" box for the corresponding candidate. The total number of votes shall then be either allocated entirely to one candidate (in the case of choosing a single candidate) or distributed equally among the selected candidates (in the case of choosing multiple candidates).

When Shareholders/authorized representatives of the Shareholder mark the box "**Equal distribution of cumulative votes**", the number of votes shall be equally distributed among the selected candidates. In this case, the number of votes each candidate receives shall be rounded down to the nearest whole number, and any decimal part of the number that may arise shall be automatically discarded.

c) If votes are not distributed equally among multiple candidates, the Shareholder/authorized representative of the Shareholder shall specify the exact number of votes in the box "**Number of votes**" for each corresponding candidate. For candidates who are not selected, the Shareholder/authorized representative of the Shareholder shall fill in the number "**0**" or cross out the box "**Number of votes**".

d) The total number of votes for candidates of a Shareholder/authorized representative of a Shareholder shall not exceed the total number of votes entitled to that Shareholder/authorized representative of that Shareholder (calculated as the number of shares owned multiplied by the number of members to be elected).

e) In case of an error in filling out the vote, the Shareholder shall request the Organizing Committee to exchange the vote for a new one.

g) The Shareholder/authorized representative of the Shareholder shall sign and specify their full names in the vote for confirmation.

8.3. An Election Ballot shall be valid when the following conditions are fully met:

a) The Election Ballot for candidates whose names appear on the list;
b) The total number of Election Ballot are less than or equal to the total number of voting rights entitled to that Shareholder (calculated as the number of shares owned multiplied by the number of members to be elected);

c) The Election Ballot does not fall under the cases specified in Clause 11.4 of this Regulation.

8.4. An Election Ballot shall be invalid if it falls under any of the following circumstances:

a) The Election Ballot is not issued by the Company and/or does not bear the Company's seal;

b) The Election Ballot contains erasures, corrections, or additions that do not follow the prescribed regulations (if there is an error, a new vote must be requested);

c) The Election Ballot includes additional names or names that do not appear on the list of candidates approved by the General Meeting before the voting process;

d) The Election Ballots with the total number of votes cast for candidates exceeds the total number of voting rights entitled to the Shareholders (including ownership and authorized voting rights);

e) The Election Ballot is not signed or lacks the full name of the Shareholder/authorized representative of the Shareholder;

g) The Election Ballot simultaneously marks the "**Equal distribution of cumulative votes**" box and specifies the number of votes in the "**Number of votes**" box.

h) The ballot papers does not indicate the number of votes cast for any candidate.

Article 9. Voting and Vote Counting

The voting process shall end when the last shareholder casts their vote in the ballot box;

The Vote Counting Committee shall proceed with checking the ballot box in the presence of Shareholders;

Shareholders shall only cast their votes in the ballot box supervised by the Vote Counting Committee;

The vote counting shall be conducted by the Vote Counting Committee immediately after the voting process ends; Before opening the ballot box, the Vote Counting Committee shall count, take the minutes, and seal the unused votes. The Vote Counting Committee is not allowed to cross out or correct the votes.

Article 10. Principles for Determining Election Results

The candidates elected as members of the Board of Directors/independent members of the Board of Directors/members of Supervisory Board shall be determined pursuant to the number of votes, starting with the candidate receiving the highest number of votes, down to the required number of members as decided by the General Meeting.

In case there are two or more candidates with the same number of votes for the last position on the Board of Directors or supervisory board, the candidate who owns or

represents the shareholder with more shares will be selected. If the number of shares owned or represented is the same, or if all such candidates are not shareholders of the Company, a re-election will be held among the candidates with the same number of votes to determine the selection.

Article 11. Establishment and Minutes of vote counting

11.1. After counting votes, the Vote Counting Committee shall take the minutes of vote counting.

11.2. The vote counting minutes shall contain the following principal contents:

- a) Time and place to take the vote counting minutes;
- b) Composition of the Vote Counting Committee;
- c) Purpose and contents of voting;
- d) The total number of votes issued, the total number of votes collected, the number and percentage of valid votes, invalid votes and blank votes;
- e) Election results;
- g) Signatures of members of the Vote Counting Committee.

11.3. The full text of the vote counting minutes shall be announced by the Vote Counting Committee before the General Meeting and recorded in the Resolution of the General Meeting.

Article 12. Right to Question

Shareholders/Shareholders' representatives shall have the right to question and file complaints regarding the election and vote counting process. The Chairman of the General Meeting and the Vote Counting Committee shall be responsible for addressing and clarifying the questions raised by Shareholders/Shareholders' representatives, and these responses shall be recorded in the minutes of the General Meeting.

Article 13. Effect of the Regulation

This Regulation shall take effect immediately after being approved by the General Meeting and shall apply solely to the candidacy, nomination and election of members of the Board of Directors and Supervisory Board for the term 2025 - 2030 at the Company's Annual General Meeting of Shareholders in 2025.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Bui Van Tuan

DETAILS

**GUIDELINES FOR THE ELECTION OF MEMBERS OF THE BOARD OF
DIRECTORS AND SUPERVISORY BOARD FOR THE TERM 2025 - 2030
USING THE METHOD OF CUMULATIVE VOTING**

1. Types of Election Ballot

There are 02 types of Election Ballot to elect members of the Board of Directors and Supervisory board

2. Voting Process

Shareholders/Representatives of Shareholders shall cast their votes for the election of members of the Board of Directors and Supervisory board into the ballot box.

3. Instruction to Fill out the Election Ballots

- Each shareholder has a total number of voting rights corresponding to the total number of shares with voting rights (including owned and authorized shares) multiplied by the number of members to be elected to the Board of Directors or Supervisory board.
- Shareholders may distribute their total voting rights among the candidates they select, or allocate all their voting rights to one or more candidates, provided that the total number of votes for the candidates does not exceed the shareholder's total voting rights; and the number of candidates selected by the shareholder to vote for should not exceed the number of members to be elected to the Board of Directors/Supervisory board (as approved by the General Meeting).

Example:

The General Meeting has voted to approve the selection of 05 members of the Board of Directors for the term 2025-2030 out of a total of 06 candidates.

Shareholder Nguyen Van A holds **1,000 voting shares** (including both owned and authorized shares). Therefore, the total number of votes of Shareholder Nguyen Van A is $1000 \times 5 = \mathbf{5,000 \text{ votes}}$.

Shareholder Nguyen Van A shall be entitled to select a maximum of 06 candidates out of 06 candidates to elect to the Board of Directors, and the total number of votes allocated to the selected candidates shall not exceed 5,000 votes.

Shareholder Nguyen Van A can allocate the cumulative votes by the following method:

*** Situation 1:**

Shareholder Nguyen Van A shall distribute his total number of votes equally among several candidates of his selection (in the case of the example below, it is distributed among 05 candidates - equivalent to 1,000 votes):

No.	Candidate's full name	Equal distribution of cumulative votes	Number of votes
1	Candidate 1	<input checked="" type="checkbox"/>	
2	Candidate 2	<input checked="" type="checkbox"/>	
3	Candidate 3	<input checked="" type="checkbox"/>	
4	Candidate 4	<input checked="" type="checkbox"/>	
5	Candidate 5	<input checked="" type="checkbox"/>	
6	Candidate 6		0

* Situation 2:

Shareholder Nguyen Van A shall allocate all his his votes to 01 candidate (equivalent to that candidate receiving all 5,000 votes):

No.	Candidate's full name	Equal distribution of cumulative votes	Number of votes
1	Candidate 1		0
2	Candidate 2		0
3	Candidate 3	<input checked="" type="checkbox"/>	
4	Candidate 4		
5	Candidate 5		0
6	Candidate 6		0

* Situation 3

Shareholder Nguyen Van A shall distribute the votes among several candidates but unequally, in the case below, the number of votes shall be distributed between 2 candidates, Candidate 1 (2000 votes) and Candidate 5 (3000 votes):

No.	Candidate's full name	Equal distribution of cumulative votes	Number of votes
1	Candidate 1		2.000
2	Candidate 2		0
3	Candidate 3		0
4	Candidate 4		0
5	Candidate 5		3.000
6	Candidate 6		0

4. Invalid Ballots

The cases of invalid voting ballots are specified in Clause 4, Article 10 of this Regulation. Specifically including the following cases:

- The ballot is not issued by the Company and/or does not bear the Company's seal;

- The ballot contains erasures, corrections, or additions that do not follow the prescribed regulations (if there is an error, a new vote must be requested);

- The ballot includes additional names or names that do not appear on the list of candidates approved by the General Meeting before the voting process;

- The ballot with the total number of votes cast for candidates exceeds the total number of voting rights entitled to the Shareholders (including ownership and authorized voting rights);

- The ballot is not signed or lacks the full name of the Shareholder/authorized representative of the Shareholder;

- The ballot simultaneously marks the "**Equal distribution of cumulative votes**" box and specifies the number of votes in the "**Number of votes**" box. In such case, the result shall be determined pursuant to the number of votes in the "**Number of votes**" box

- The ballot papers does not indicate the number of votes cast for any candidate.

5. The election of members of Supervisory Board shall also be conducted in the same way as the election of members of the Board of Directors, except for the number of candidates and members selected for Supervisory Board.