



**THE VIET NAM NATIONAL GENERAL EXPORT -  
IMPORT JOINT STOCK COMPANY NO.1**

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Draft



**REGULATIONS ON NOMINATION/CANDIDATE AND ELECTION  
MEMBERS OF THE BOARD OF DIRECTORS  
AND SUPERVISORY BOARD TERM 2026-2031**

*(Annual Shareholders' Meeting 2026)*

- Law on Enterprises No. 59/2020/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam at its 9th session on June 17, 2020, effective from January 1, 2021, and related implementing regulations.
- Law on Securities No. 54/2019/QH14 dated November 26, 2019, of the National Assembly of the Socialist Republic of Vietnam and its implementing regulations.
- Charter of Organization and Operation of The Vietnam National General Export Import Joint Stock Company No.1.

The 2026 Annual General Meeting of Shareholders of Vietnam General Import-Export Corporation I will elect members of the Board of Directors and members of the Supervisory Board for the term 2026 - 2031 according to the regulations below:

**ARTICLE 1: SUBJECTS OF ELECTION AND RIGHT TO VOTE**

All shareholders holding common shares with voting rights/legally authorized representatives of shareholders whose names are on the shareholder list as of March 24, 2026, of Vietnam General Import-Export Corporation I, have the right to attend the 2026 Annual General Meeting of Shareholders of the Company.

Voting rights: Each share corresponds to 01 voting right. Shareholders have a number of voting rights corresponding to the number of shares they own.

**ARTICLE 2: REGULATIONS ON NOMINATION AND CANDIDATE APPLICATION FOR MEMBERS OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD**

**A. For candidates applying to the Board of Directors:**

- Based on Article 35.2 of the Charter of Organization and Operation of The Vietnam National General Export Import Joint Stock Company No.1 I, the number of members of the Board of Directors is 3 and the term of the Board of Directors is 5 years;





- Number of candidates for the Board of Directors: 5 or more.

### **1. The right to nominate and run for election to Board of Directors members:**

Based on Articles 35.4 and 35.5 of the Charter of Organization and Operation of The Vietnam National General Export Import Joint Stock Company No.1:

- Shareholders holding less than 10% of the voting shares for a continuous period of at least six months have the right to combine their individual voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares for a continuous period of at least 6 months may nominate one member; from 20% to less than 30% may nominate two members; from 30% to less than 50% may nominate three members; from 50% to less than 65% may nominate four members; and if holding 65% or more, they may nominate the full number of candidates for the Board of Directors;

- If the number of candidates nominated and elected to the Board of Directors is insufficient, the incumbent Board of Directors may nominate additional candidates to meet the required number.

### **2. Standards and conditions for membership in the Board of Directors**

Based on Article 36 of the Charter of Organization and Operation of The Vietnam National General Export Import Joint Stock Company No.1 I, candidates for the Board of Directors must meet the following standards and conditions:

- Possess full civil capacity and not be subject to prohibitions from managing enterprises as stipulated in the Enterprise Law;

- Be a person with professional qualifications and experience in business management or in the main business sector of the Company.

### **B. For candidates participating in the Supervisory Board:**

- Based on Article 60 of the Charter on Organization and Operation of The Vietnam National General Export Import Joint Stock Company No.1 I: The number of members of the Supervisory Board is 3 and the term of the Supervisory Board is 5 years;

- Number of candidates for the Supervisory Board: 3 or more

### **1. The right to nominate and nominate candidates for election to the Supervisory Board:**

Based on Article 66 of the Charter on Organization and Operation of The Vietnam National General Export Import Joint Stock Company No.1 1:

- Shareholders holding at least 10% of the voting shares for a continuous period of at least six months may pool their votes to nominate candidates for the Supervisory Board. Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares for a continuous period of at least six months may nominate one member; from 20% to less than 30% may nominate two members; and from 30% or more may nominate the full number of candidates;



- Members of the Supervisory Board are elected by the General Meeting of Shareholders, the term of the Supervisory Board is not more than five (05) years; Members of the Supervisory Board may be re-elected for an unlimited number of terms.

## **2. Standards and conditions for becoming a member of the Supervisory Board (Article 65 of the Charter)**

- Must be 21 years of age or older, possess full legal capacity, and not be subject to any prohibitions on establishing and managing businesses as stipulated in the Enterprise Law;

- Must not be the spouse, father, adoptive father, mother, adoptive mother, child, adopted child, sibling, or other member of the Board of Directors, General Director, or other managers;

- Must not hold any management positions within the company.

## **ARTICLE 3. REGULATIONS ON APPLICATION DOCUMENTS AND DEADLINES FOR SUBMITTING APPLICATIONS:**

### **1. Candidate profiles for the Board of Directors and Supervisory Board:**

- Application form for the Board of Directors/Supervisory Board or Nomination form for candidates to participate in the Board of Directors/Supervisory Board, in the form bearing the seal of The Vietnam National General Export Import Joint Stock Company No.1 I, enclosed with the invitation letter;

- Curriculum vitae completed by the candidate (according to the form) with a photograph attached and certified by the local government or workplace within 6 months prior to the date of the Shareholders' Meeting;

- Valid copy of ID card/Citizen Identification Card or passport;

- Valid copies of diplomas, certificates, and qualifications certifying educational and professional qualifications;

- Confirmation of continuous shareholding for 6 months by the candidate or nominator up to the shareholder list closing date (March 24, 2026) or equivalent document from the securities company where the custody account is opened or from the Vietnam Securities Depository Center;

- Valid power of attorney (if the shareholder authorizes another person to make the nomination).

### **2. Application deadline:**

- The list and profiles of candidates for the Board of Directors and Supervisory Board must be submitted to the Company before 4:30 PM on April 16, 2026, at the following address:

**Office - The Vietnam National General Export Import Joint Stock Company No.1**

**2nd Floor - No. 46 Ngo Quyen Street, Cua Nam Ward, Hanoi City**

**Tel: 024. 38265190**

**Email: [gexim@gel.com.vn](mailto:gexim@gel.com.vn)**





- If the list and dossiers of candidates for the Board of Directors/Supervisory Board are sent via email, the originals must be sent by registered mail to the address above at least 10 days before the opening date of the General Meeting of Shareholders (based on the postmark) so that the Organizing Committee can compile the list and publicly post information about the candidates before the opening date of the General Meeting of Shareholders (according to Clause 3, Article 10 of Circular 96/2020/TT-BTC);

- If, by the above deadline, the number of candidates for the Board of Directors or Supervisory Board nominated and elected is insufficient, the incumbent Board of Directors or Supervisory Board may nominate candidates to be elected as members of the Board of Directors or Supervisory Board at the 2026 Annual General Meeting of Shareholders;

- Special cases will be applied according to the Company's Charter and current legal regulations.

#### **ARTICLE 4: BALLOTS AND BALLOT RECORDING**

##### **1. List of candidates for election to the Board of Directors/Supervisory Board:**

- The list of candidates is compiled based on nominations/applications from shareholders/groups of shareholders in accordance with the provisions of Article 2 above;

- The list of candidates includes their full names on the ballot.

##### **2. Ballots and Ballot Recording:**

- Ballots are printed uniformly on A4 color paper and stamped with the Company's seal at the top, containing the following information:

- Shareholder's full name, ID card/Passport/Business Registration number, shareholder code, and total number of voting rights based on the total number of shares owned by the shareholder;

- Shareholders acting as authorized representatives will receive ballots with their full name, shareholder code, and total number of voting rights;

- In case of errors, the shareholder may request the Ballot Counting Committee to exchange the ballot;

- Shareholders/authorized representatives must personally write the number of voting rights in the blank space for their chosen candidate, which is pre-printed on the ballot.

##### **3. Cases of invalid ballots:**

- Ballots not issued by the Ballot Counting Committee, not conforming to the Company's prescribed form, or lacking the Company's seal;

- Ballots that are crossed out, altered, have added to, or contain incorrect names, or are not on the list of candidates approved by the General Meeting of Shareholders before voting; ballots that do not comply with the regulations of this charter;

- Ballots that grant more voting rights to a candidate than the number of shares owned by the shareholder, or ballots that exceed the number of people allowed to vote.



## ARTICLE 5: ELECTION METHODS

1. The election of members of the Board of Directors and the Supervisory Board of General Import-Export Joint Stock Company I will be conducted in person, by secret ballot at the General Meeting using cumulative voting.

2. Each shareholder has a total number of votes corresponding to the total number of shares owned (including 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 the Supervisory Board. Specifically, according to the following formula:

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

$$\begin{array}{l} \text{Total number} \\ \text{of votes} \end{array} = \begin{array}{l} \text{Total number of} \\ \text{voting shares} \end{array} \times \begin{array}{l} \text{Number of elected} \\ \text{members of the Board of} \\ \text{Directors} \end{array}$$

### (ii) Bầu Thành viên Ban Kiểm soát:

$$\begin{array}{l} \text{Total number} \\ \text{of votes} \end{array} = \begin{array}{l} \text{Total number of} \\ \text{voting shares} \end{array} \times \begin{array}{l} \text{Number of members elected} \\ \text{to the Supervisory Board} \end{array}$$

3. Shareholders have the right to allocate all of their voting rights to a single candidate or to divide their total votes among several candidates.

4. The total number of votes a shareholder casts for any of their candidates shall not exceed the total number of votes permitted for that shareholder (equal to the number of voting shares multiplied by the number of members to be elected).

## ARTICLE 6: VOTING COMMITTEE, PRINCIPLES OF VOTING AND VOTING COUNTING

### 1. Vote Counting Committee:

- The Vote Counting Committee is nominated by the General Meeting Organizing Committee and approved by the General Meeting of Shareholders through direct voting at the meeting;

- The Vote Counting Committee is responsible for:

+ Announcing the list of candidates for election to the Board of Directors and the Supervisory Board for approval by the General Meeting;

+ Disseminating the Nomination/Candidate and Election Regulations;

+ Distributing/collecting ballots and providing instructions on filling out and casting ballots; answering shareholder questions regarding the election (if any);

+ Conducting vote counting and preparing a vote counting report;

+ Announcing the election results to the General Meeting;

+ Transferring documents and ballots to the Secretary of the Board of Directors for archiving as per regulations.



- Members of the Vote Counting Committee are not allowed to be on the list of nominees and candidates for the Supervisory Board.

## **2. Voting and Counting Principles:**

- The Vote Counting Committee shall inspect the ballot box in the presence of shareholder representatives (if any);

- Voting shall begin when the distribution of ballots is completed and end when the last shareholder casts their vote into the ballot box;

- Vote counting must be conducted immediately after voting ends;

- The results of the vote count shall be documented and announced by the Head of the Vote Counting Committee to the General Meeting.

## **3. Publication of the Vote Counting Minutes**

- The full text of the Vote Counting Minutes must be published before the General Meeting;

- The content of the Vote Counting Minutes includes: Total number of shareholders attending the meeting, total number of shareholders participating in the voting (total number of ballots issued and total number of ballots received), number and percentage of valid votes, invalid votes, and blank votes; number and percentage of voting rights for each candidate of the Supervisory Board;

## **ARTICLE 7: PRINCIPLES OF CLUSTERED VOTING AND PRINCIPLES OF ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND SUPERVISORY BOARD**

- **Cumulative voting principle:** As guided by the appendix attached to these Regulations.

- **Election principle:**

- Candidates elected to the Board of Directors or the Supervisory Board are determined by the highest number of votes received, starting from the candidate with the highest number of votes until the required number of members for the Board of Directors (5 people) and the Supervisory Board (3 people) is reached.

- In the event of a tie in the number of votes, priority will be given to the candidate with a larger number of voting shares; if the candidates have an equal number of voting shares, a separate election will be held among them to select the candidate with the higher number of votes;

- If, after two elections, the required number of members for the Board of Directors and Supervisory Board is still not elected, the General Meeting of Shareholders may vote to leave the positions vacant on the Board of Directors or Supervisory Board and elect additional members at the next General Meeting of Shareholders.



## **ARTICLE 8: PREPARATION AND PUBLICATION OF VOTE COUNTING RECORDS**

- After counting the votes, the Vote Counting Committee must prepare a vote counting report. The report must include: the total number of shareholders attending the meeting, the total number of shareholders participating in the voting, the percentage of voting rights of shareholders participating in the voting compared to the total number of voting rights of shareholders attending the meeting (according to the cumulative voting method), the number and percentage of valid votes, invalid votes, and blank votes; the number and percentage of voting rights for each candidate for the Board of Directors and the Supervisory Board;

- The full text of the Vote Counting Report must be published before the General Meeting.

**ARTICLE 9:** Complaints regarding the election and vote counting will be addressed by the meeting chairman and recorded in the minutes of the Shareholders' General Meeting.

This regulation consists of 9 articles and will be read publicly and voted on at the Shareholders' General Meeting before the election takes place.

### **Recipient:**

- Nomination/Application Letter Template
- Resume Template;

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

**NGUYEN VINH HUY**

