

HANOI BEER ALCOHOL AND
BEVERAGE JOINT STOCK
CORPORATION
**HANOI - THANH HOA BEER
JOINT STOCK COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Thanh Hoa, April, 2025

REGULATIONS ON NOMINATION, CANDIDACY, AND ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF SUPERVISORS’ (Term 2025 – 2030)

Pursuant to:

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 and implementing documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 amended and supplemented by Law No. 56/2022/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 and implementing documents;
- Pursuant to the Company’s Charter of Hanoi - Thanh Hoa Beer Joint Stock Company;

Regulations on nomination, candidacy, and election of additional members Board of Supervisors’ member (term 2025-2030) at the 2025 Annual General Meeting of Shareholders of Hanoi - Thanh Hoa Beer Joint Stock Company as follows:

I. Explanation of terms/abbreviations

- Company : Hanoi - Thanh Hoa Beer Joint Stock Company
- BOD : Board of Directors
- BOS : Board of Supervisors
- OC : Organizing Committee
- GMS : General Meeting of Shareholders
- Delegate : Shareholders, authorized representatives of shareholders

II. Chairman at the Meeting

The Chairman at the Meeting is responsible for presiding over the election with the following specific tasks:

- Introduce the list of nominees for the Board of Supervisors;
- Preside over the vote to approve the List of nominations and candidacies;
- Resolve election complaints (if any);

III. Election principles

- Comply with the provisions of law and the Company's Charter.
- The Ballot Counting Committee is nominated by the Chairman and approved by the Meeting. Members of the Ballot Counting Committee may not be on the list of nominees or candidates for the Board of Supervisors.

IV. Numbers, terms and criteria for membership of the Board of Supervisors

1. Number of additional members of the Board of Supervisors elected : 01 member (In case the General Meeting of Shareholders approves the Proposal regarding approval of the dismissal of 01 Board of Supervisors due to the end of the term and electing an additional member of the Board of Supervisors for the 2025 - 2030 term).

2. Term of office of newly elected members: 2025 – 2030.

3. Maximum number of Board of Supervisors candidates: Unlimited

4. Candidates for the Board of Supervisors must satisfy the Standards and conditions of Supervisors as prescribed in Clause 1, Article 169 of the Enterprise Law 59/2020/QH14 and Clause 2, Article 38 of the Company's Charter, specifically:

a. 21 years of age or older, with full civil act capacity and not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

b. Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors suitable for the business operations of the enterprise;

c. Not a family member of a member of the Board of Directors, Director and other managers;

d. Not a company manager; not necessarily a shareholder or employee of the company, otherwise provided in the Company's Charter;

e. Not working in the accounting or finance department of the Company;

f. Not a member or employee of an independent auditing firm that audited the company's financial statements in the previous 3 consecutive years. Good health, good moral character, honesty, integrity, understanding and awareness of law compliance, and professional capacity and qualifications in finance, accounting and business administration.

V. Nomination and Candidacy as a candidate for the Board of Supervisors

Shareholders holding voting shares have the right to aggregate their voting rights to nominate candidates for the Board of Supervisors at the following ratio:

Percentage of voting shares (%)	Maximum number of nominees (people)
From 5% to less than 10%	01
From 10% to less than 30%	02
From 30% to less than 50%	03
From 50% to under 65%	04
65% or more	Enough candidates

VI. Application for nomination and candidacy for election to the Board of Supervisors (BOS)

1. Nomination documents for Board of Supervisors

- Shareholders/groups of shareholders specified in Section V of this Regulation can apply for election to the Board of Supervisors.

- Application documents for candidacy and nomination of candidates for election to the Board of Supervisors include:
 - + Nomination form or Candidacy form for the Board of Supervisors (*as sample*);
 - + Candidate's resume (*according to form*);
 - + Notarized copy of one of the following documents of the candidate : ID Card/Passport/ Permanent residence registration;
 - + Certificates of educational and professional qualifications (*if any*);
 - + Minutes of Meeting of the group nominating candidates for the Board of Supervisors (if any).
 - + Notarized copy of one of the following documents of the shareholder/group of shareholders participating in nominating candidates: ID card/Passport/Permanent residence registration (for individuals), Business registration certificate (for organizations);

(The form has been posted on the Company's website: <http://biathanhhoa.com.vn/web/> from 04/04/ 2025)
- Nominees/candidates for the Board of Supervisors must be responsible before the law and the General Meeting of Shareholders for the accuracy and honesty of the content in their documents.

2. Location and deadline for receiving nomination and candidacy applications

- Candidacy profile/ Nominations must be sent to the Organizing Committee of the Hanoi - Thanh Hoa Beer Joint Stock Company Meeting ***before 5:00 p.m. on Tuesday, April 15, 2025*** at the following address: No. 152 Quang Trung, Ngoc Trao Ward, Thanh Hoa City according to the Meeting Invitation (if any).
- In case candidates are nominated by shareholder groups at the General Meeting, please send the nomination documents to the General Meeting Secretary before starting the election process. Only nomination/candidate documents that meet the nomination/candidate requirements and candidates that meet the corresponding requirements of the Board of Supervisors' members will be included in the list of candidates announced at the General Meeting.

VII. Candidate List

- Based on the Candidacy and nomination documents of shareholders, shareholder groups and the attached documents of the candidates, the Secretary of the General Meeting will prepare a list of candidates who meet the prescribed conditions to elect additional members of the Board of Supervisors.
- In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough, then: The incumbent Board of Supervisors shall nominate additional candidates. The nomination of candidates by the incumbent Board of Supervisors must be clearly announced and must be approved by the General Meeting of Shareholders before the election according to the provisions of the Company's Charter and Internal Regulations on corporate governance.
- The list of candidates for the Board of Supervisors includes full names on the ballot.

VIII. Election method

- Implement by cumulative voting method (*According to Clause 5, Article 21 of the Company's Charter*);

- Accordingly, each delegate has a total number of votes corresponding to the total number of voting shares (including owned and authorized) multiplied by the number of elected members of the Board of Supervisors approved by the General Meeting of Shareholders.
- Delegates can cast all their votes for one person or several people, but not exceeding the number of members of the Board of Supervisors approved by the General Meeting of Shareholders.
- In case of additional candidates appearing on the day of the Meeting, the Meeting agrees to record the full name of the new candidate on the ballot before putting it in the ballot box.

IX. Election Ballot

1. Contents of the Election Ballot

- The Election ballot for the election of the Board of Supervisors (hereinafter referred to as “ballot”) is a ballot containing the delegate code, full name of the delegate, number of votes owned, number of votes authorized, total number of votes represented, total number of votes for members of the Board of Supervisors and stamped with the Company’s seal. In which:
 - + “Total number of representative votes”: is understood as the number of votes with voting rights including the number of votes owned by the Delegate and/or authorized by one or more other Delegates;
- + “Total number of votes of Board of Supervisors’ member”: is understood as the total number of representative votes multiplied (x) by the number of elected Board of Supervisors’ members.
- Each delegate will be given 01 Election ballot for the Board of Supervisors. When given the ballot, the delegate must check the information on the ballot. If there is any error, the ballot must be immediately notified to the Ballot Counting Committee.

2. Instructions for Filling Out the Election Ballot

Each Election ballot allows voting for a maximum number of members as specified in Clause 1, Section IV of this Regulation (01 person). Delegates shall cast their votes according to the following guidelines:

- Case 1: If the delegate votes for one (01) candidate:

The delegate marks the checkbox in the “Cumulative Voting” column for the selected candidate.

- Case 2: If the delegate does not vote for any candidate:

The delegate leaves the ballot blank, WITHOUT marking or writing any symbol in the “Cumulative Voting” column for all candidates.

3. Validity and invalidity of election ballots

- Valid election ballot: is an election ballot according to the pre-printed form issued by the organizing committee, without erasures, scratches, or any other content other than the regulations for the election ballot (except for adding the full name of the additional election candidate and being on the election list approved by the Meeting); must have the signature and full name of the attending delegate.
- The following ballots will be considered invalid:
 - + The ballot includes additional information (except for the full name of the additional election candidate who is included in the election list approved by the Meeting);
 - + Ballots filled out using a pencil;

- + Ballots that have crossed out the candidates' names;
- + Ballots that do not follow the pre-printed form issued by the Organizing committee, do not have the company's seal, or have been erased, scratched, edited, or have additional content written outside the regulations for the ballot;
- + The number of candidates elected by the delegates is greater than the number of members of the Board of Supervisors approved by the General Meeting of Shareholders for election;
- + The ballot has the total number of votes for the candidate of the delegate not equal to the “ Total number of votes for the Board of Supervisors’ member” is recorded on the ballot;
- + Ballots are submitted after the Ballot Counting Committee has opened the sealed ballot box;
- + The ballot does not have full signatures and does not clearly state the full name of the attending delegate.

4. Voting and Counting

- In case of errors, delegates can contact the Ballot Counting Committee to request a new ballot and must return the old ballot (before putting it in the ballot box).
- Delegates put their ballots into sealed ballot boxes supervised by the Ballot Counting Committee. The ballots must be signed and clearly state the full name of the delegate.
- After the voting is over, the counting of votes will be conducted under the supervision of the Board of Directors or shareholder representative.
- The Ballot counting committee is responsible for making Minutes of the vote counting, announcing the results and, together with the Chairman, resolving questions and complaints from delegates (if any).
- Ballots after being counted will be stored according to regulations.

5. Principles for selecting candidates *(According to Clause 5, Article 21 of the Company’s Charter)*

- Elected members of the Board of Supervisors are determined by the number of votes from high to low, starting with the candidate with the highest number of votes until the required number of members is reached.
- In case there are two (02) or more candidates receiving the same number of votes for the final member of the Board of Supervisors, a re-election will be held among candidates with an equal number of votes.
- If the first election results do not have enough members for the Board of Supervisors, elections will be held until the required number of members are elected.

X. Effective Implementation

- This Charter comes into effect immediately upon approval by the General Meeting of Shareholders.
- This Charter will expire when the 2025 Annual General Meeting of Shareholders of Hanoi - Thanh Hoa Beer Joint Stock Company ends.

- Above is the entire regulation on nomination, candidacy, and election of additional members of the Board of Supervisors of Hanoi - Thanh Hoa Beer Joint Stock Company for the term 2025 - 2030 at the Company's 2025 Annual General Meeting of Shareholders.

Respectfully submit to the General Meeting of Shareholders for consideration and approval.

**O/B. BOARD OF DIRECTORS
CHAIRMAN**

Bui Truong Thang