

Cam Pha, April 25, 2025

Number: /QC-DHDCDTN2025

DRAFT

**REGULATIONS ON NOMINATION, CANDIDACY, AND
SUPPLEMENTARY ELECTION OF INDEPENDENT MEMBER OF THE
BOARD OF DIRECTORS FOR THE 2020 – 2025 TERM
CAO SON COAL JOINT STOCK COMPANY**

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Cao Son Coal Joint Stock Company approved by the 2023 Annual General Meeting of Shareholders on April 26, 2023 ;

The General Meeting hereby announces the Regulations on Nomination, Candidacy, and Supplementary Election of Board Members for the 2020 - 2025 term at the 2025 Annual General Meeting of Shareholders of Cao Son Coal Joint Stock Company as follows:

I. Explanation of terms/ abbreviations

- Company: Cao Son Coal Joint Stock Company
- BOD: Board of Directors
- BOS: Board of Supervisors
- OC: Organizing Committee
- GMS: Annual General Meeting of Shareholders 2025
- Delegate: Shareholders, authorized representatives

II. Chairman at the General Meeting:

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

- Introducing the list of nominees and candidates for the position of Independent Member of the Board of Directors to the Board of Directors;
- Addressing any complaints related to the election process (if any) .

III. Election principles

- The election must comply 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 shall not be included in the list of nominees or candidates for the Board of Directors.

IV. Number, term, conditions for independent members of the BOD and criteria for election as independent members of the BOD

- Number of additional BOD members to be elected : 01 person
- Term : 2020 - 2025
- Maximum number of nominees and candidates for the BOD election: Unlimited
- Election standards for Independent Board Members: As stipulated in Clauses 1, 2, and 3 of Article 155 of the Law on Enterprise No. 59/2020/QH14.

- + Must be at least 21 years old, possess full civil act capacity, and not fall under any category prohibited from establishing or managing enterprises under the law;
- + Must have professional qualifications and experience in business management of the company and are not necessarily required to be a shareholder, unless otherwise specified by the company's Charter;
- + Member of the BOD of a company must not concurrently be a member of the BOD of more than 05 other companies;

V. Nomination of Candidates:

- The nomination of Board of Directors (BOD) candidates shall comply with Clause 2, Article 25 of the Company's 2023 Charter as follows: Shareholders have the right to aggregate their votes to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 50% may nominate up to two (02) candidates; from 50% to less than 65% may nominate up to three (03) candidates; from 65% or more may nominate the full number of candidates.

VI. Application for nomination and candidacy for Independent member of the BOD

VI.1 Application for candidacy and nomination to the BOD

- Shareholders who meet the qualifications and conditions for the member of BOD as stipulated in Sections IV and V may submit an application for nomination or candidacy to the Board of Directors .
- The application for nomination or candidacy for the Board of Directors must include:
 - A nomination or candidacy application form for the BOD;
 - Candidate's CV certified by the working agency or local authorities;
 - Copies of the following documents: ID/ Passport .
 - Certificates of cultural and professional qualifications (if any)
 - Documents confirming the ownership ratio of shareholders/groups of shareholders, meeting the nomination conditions as prescribed in this Charter.
- The nominee/candidate for the BOD must be responsible before the law and the General Meeting of Shareholders for the accuracy and truthfulness of the information of their profile.

VI.2 Location and deadline for receiving nomination documents

- To facilitate the organization of the General Meeting, candidates please submit their application before 4:30 p.m. on April 22, 2025.

Cao Son Coal Joint Stock Company

Address: Group 1, Cao Son 2 Area, Cam Son Ward, Cam Pha City, Quang Ninh Province

Phone: (0203) 3 862 33 or 091 3 025 256

Email: phamphumy64@gmail.com

VII. List of candidates

- Based on the nomination documents of shareholders, shareholder groups and the attached documents of the candidates, the Organizing Committee of the General Meeting will prepare a list of candidates who meet the eligibility criteria to elect additional independent

members of the Board of Directors for the 2020-2025 term and submit it to the Election Committee on the day of the General Meeting.

- The list of candidates for Independent Board of Directors members is arranged in alphabetical in alphabetical order by name, with full names written on the ballot.

VIII. Election method

The election will be conducted by the cumulative voting method (*Article 42 - Company Charter*) :

- Each shareholder has a total number of votes equal to the total number of shares they own multiplied by the number of board members to be elected. Board members are elected based on the highest vote count, starting from the candidate with the most votes until the required number of members is reached as per the Company Charter. In the case where two or more candidates receive the same number of votes, a re-vote will be conducted among those candidates, or a selection will be made based on the election regulations.
- A delegate may allocate all or part of their total votes to a single candidate but cannot exceed their total voting power and cannot vote for more than the number of members approved by the General Meeting of Shareholders.

IX. Election Ballot

1. Contents of the Election Ballot

- The election ballot (ballot paper) contains the delegate's code, the number of shares owned and/or represented, and bears the company's official stamp;
- Each delegate will receive one Election Ballot for the Independent Board Member position. Upon receiving the ballot, the delegate must verify the information on it. If there are any errors, they must immediately notify the Election Committee.

2. How to fill out the Election Ballot

- The instructions for filling out the election ballot are as follows:
- + Delegates may vote for a maximum number of candidates equal to the number of elected positions;
- + Delegates must mark the "Cumulative Voting" box for the corresponding candidate;
- + Delegates may specify the number of votes in the "Number of Votes" box for each candidate. This number may be less than the total shares owned or authorized;
- + If a delegate both marks the "Cumulative Voting" box and writes a number in the "Number of Votes" box, the result will be determined based on the number specified in the "Number of Votes" box.

3. Validity and invalidity of Election Ballots

- Valid ballot: A valid ballot is one that follows the official template issued by the Organizing Committee, remains free from erasures, alterations, or additional content beyond the prescribed format. It must bear the signature and full name of the participating delegate.
- The following ballots shall be deemed invalid:
- + Ballots containing additional content beyond the prescribed format;
- + Ballots completed using a pencil;
- + Ballots in which candidate names have been crossed out;
- + 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;
- + Ballots in which the number of candidates selected exceeds the number of independent Board of Directors (BOD) members approved for supplementary election by the General Meeting of Shareholders for the 2020–2025 term;

- + Ballots where the total number of votes allocated to candidates by a shareholder or their proxy exceeds the total votes permitted;
- + Ballots submitted after the Ballot Counting Committee has opened the ballot box;
- + Ballots without the signature of the participating delegate.

4. Voting and Ballot Counting

- In case of errors, delegates can contact the Election Committee to request a new ballot and must return the old ballot (before putting it in the ballot box).
- Delegates shall cast their ballots into a sealed ballot box under the supervision of the Vote Counting Committee. The ballots must be signed and clearly state the full name of the delegate.
- After the voting is completed, the vote counting shall be conducted under the supervision of the Board of Supervisors or shareholders' representatives.
- The Vote 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. Election Principles for Selecting Candidates *(According to the Company's Charter)*

- The elected independent members of the Board of Directors shall be determined based on the number of votes received, ranked from highest to lowest, starting with the candidate who has obtained the most votes until the required number of members, as stipulated in the Company's Charter, is fulfilled.
- In the event that two or more candidates receive an equal number of votes for the final position on the Board of Directors, a re-election shall be conducted among those candidates, or the selection shall be made based on the criteria outlined in the election regulations.

X. Effectiveness of Implementation

- This election regulation shall take effect immediately upon approval by the General Meeting of Shareholders.
- This Charter will expire when the 2025 Annual General Meeting of Shareholders of Cao Son Coal Joint Stock Company ends.
- Above is the entire regulation on candidacy, nomination, and election of additional independent members of the Board of Directors for the 2020-2025 term of Cao Son Coal Joint Stock Company at the 2025 Annual General Meeting of Shareholders.

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

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

VU VAN KHAN