

Hanoi, April 14th, 2025

Draft

**ELECTION REGULATIONS FOR MEMBERS OF THE BOARD OF
DIRECTORS – TERM 2022–2027
C.E.O GROUP JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020, as amended and supplemented, and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26th, 2019, and its guiding documents;
- Pursuant to the Charter of C.E.O Group Joint Stock Company;
- Pursuant to the Company's internal corporate governance regulations.

The General Meeting of Shareholders (“GMS”) of C.E.O Group Joint Stock Company conducts the election of members of the Board of Directors (“BOD”) for the 2022–2027 term in accordance with the following provisions:

Article 1. Scope of Application, Principles, and Eligible Voters

- 1.1. These Regulations apply to the election of replacement members of the Board of Directors for the 2022–2027 term of C.E.O Group Joint Stock Company (“CEO Group”) at the 2nd Annual General Meeting of Shareholders in 2025.
- 1.2. Principles of Election
 - a. The election shall be conducted in accordance with the law, the Charter of CEO Group, and these Regulations to ensure democracy and protect the lawful rights of all shareholders;
 - b. The election shall be conducted openly via secret ballot at the General Meeting.
- 1.3. Eligible voters: are shareholders owning voting shares or their authorized representatives attending the General Meeting (according to the shareholder list prepared by the Vietnam Securities Depository and Clearing Corporation on March 10th, 2025) and present at the General Meeting.

Article 2. Number and Eligibility Criteria for Board of Directors Candidates

- 2.1. Number of BOD members to be elected as replacements for the 2022–2027 term: 01 member;
- 2.2. Eligibility criteria for BOD members:

Candidates for the Board of Directors must meet the qualifications and conditions prescribed in Article 155 of the Law on Enterprises, the Charter of CEO Group, and the Company’s internal regulations (if any), specifically:

 - Must have full legal capacity and not fall under any category prohibited from establishing or managing enterprises under the Law on Enterprises;

- Must possess qualifications and experience in business administration or in the field/industry in which the Company operates;
- Must not concurrently serve as a member of the Board of Directors in more than five (05) other companies;
- Must meet other standards and conditions as prescribed by law, the Charter of CEO Group, and the Company's internal regulations (if any).

Article 3. Nomination and Candidacy for the member of the Board of Directors

The nomination and candidacy for members of the Board of Directors shall be conducted as follows:

- 3.1. The number of candidates to be elected to the Board of Directors: At least 01 person.
- 3.2. Shareholders or groups of shareholders holding 10% or more of the total voting shares have the right to nominate candidates for election to the Board of Directors
- 3.3. In cases where shareholders/groups of shareholders do not nominate a sufficient number of candidates, or if the nominated candidates do not meet the eligibility requirements, the incumbent Board of Directors shall have the right to nominate additional candidates in accordance with the Law on Enterprises, the Charter of CEO Group, and the Company's internal governance regulations. The list of candidates nominated by the incumbent Board of Directors shall be announced at the General Meeting of Shareholders prior to the election.
- 3.4. Shareholders or groups of shareholders nominating or candidating for the Board of Directors shall be legally and personally responsible to the General Meeting of Shareholders for the accuracy and truthfulness of the nomination or candidacy documents

Article 4. Dossier for Nomination and Candidacy for the member of the Board of Directors

- 4.1. A nomination/candidacy dossier must include:

- Nomination/Candidacy Letter for the member of the Board of Directors (as per the prescribed form);
- Curriculum Vitae (CV) self-declared by the candidate (as per the prescribed form);
- A certified copy of the Citizen Identity Card/Passport of the nominating shareholder and the candidate, or a certified copy of the Business Registration Certificate (for nominating shareholders being organizations);
- Certified copies of degrees and certificates proving the candidate's professional qualifications.

Form of the CV and Nomination/Candidacy Letter are available on the Company's website: www.ceogroup.com.vn, Investor Relations/Information Disclosure /General Meeting of Shareholders.

- 4.2. Nomination/Candidacy dossiers **must be submitted to the General Meeting Organizing Committee no later than 17:00 PM on March 28th, 2025**, at the following address:
 - Organizing Committee of the 2025 Annual General Meeting of Shareholders - CEO Group

- Address: 5th Floor, CEO Tower, HH2-1, Me Tri Ha New Urban Area, Pham Hung Street, Me Tri Ward, Nam Tu Liem District, Hanoi, Vietnam
- Phone: (+84 24) 3787 5136 (Extensions: 143 or 107) Fax: (+84 24) 3787 5137

The dossier envelope must be clearly marked:

“Nomination/Candidacy Dossier for Member of the Board of Directors – Term 2022–2027”

Only nomination/candidacy dossiers that meet all conditions, are submitted by the deadline above, and whose candidates fully satisfy the eligibility criteria for BOD members under applicable laws, the Charter of CEO Group, the Company’s internal governance regulations, and other internal regulations (if any), will be included in the official list of candidates for the Board of Directors for the 2022–2027 term.

Article 5. Election Method

- 5.1. The election of the Board of Directors members shall be conducted by secret ballot at the General Meeting of Shareholders using the cumulative voting method. Under this method, each shareholder or authorized representative attending the meeting will have a total number of votes equal to the number of shares they own or represent multiplied (x) by one (1) - which is the number of Board of Directors members to be elected, as specified in Clause 2.1, Article 2 of these Regulations.
- 5.2. Shareholders or their authorized representatives may allocate all or part of their total votes to a single candidate or distribute them among multiple candidates. However, the total number of votes cast must not exceed the total number of votes they are entitled to.

Example:

- *A shareholder owning 1,000 shares of CEO Group will have:
1,000 (shares) × 1 (BOD member to be elected) = 1,000 votes
(The number of votes each shareholder is entitled to will be pre-filled on the ballot by CEO Group)*
- *The shareholder may choose to allocate all 1,000 votes to one candidate or distribute them among several candidates, provided that the total number of votes cast does not exceed 1,000.*

Article 6. Voting Procedure

6.1. Election Ballots:

The election ballot of members of the Board of Directors is issued by CEO Group. It contains the shareholder ID code, number of shares owned, and number of votes (calculated based on the number of BOD members to be elected), as well as the list of candidates nominated for the Board of Directors.

6.2. Regulations on Completing and Validating the Election Ballots

- a. A valid election ballot must meet all the following criterias:
 - Issued by the General Meeting Organizing Committee and stamped with CEO Group’s seal;
 - Signed by the shareholder or their authorized representative;

- Must not be torn, crossed out, erased, or altered.
 - b. An invalid election ballot is one that has any of the following issues:
 - Not issued by the General Meeting Organizing Committee;
 - Does not bear the stamp of CEO Group;
 - Torn, crossed out, erased, altered, or contains added names not on the approved candidate list;
 - Lacks the signature of the shareholder or authorized representative;
 - Contains extra information or symbols;
 - The total number of votes for candidates exceeds the number of votes the shareholder is entitled to;
 - The number of candidates voted for exceeds the number of BOD members to be elected;
 - Submitted to the Vote Counting Committee after the ballot box has been sealed.
- Invalid election ballots will not be counted in the election results.
- c. Instructions for Completing the Election Ballot
 - To vote for a candidate, the shareholder writes the number of votes they wish to assign in the "Number of Votes" column corresponding to that candidate's name;
 - If not voting for a candidate, the shareholder may write "0" or leave the "Number of Votes" column blank for that candidate;
 - Shareholders or their authorized representatives may allocate their votes to one or more candidates or may choose not to vote for any candidate;
 - If a shareholder makes a mistake while filling out the election ballot (and has not yet placed it in the ballot box), they may directly contact the Head of the Vote Counting Committee to request a new election ballot to ensure their voting rights are protected.

6.3. Voting Principles

- Before voting begins, the Vote Counting Committee shall inspect the ballot box in the presence of shareholders;
- Voting will begin at the signal of the Head of the Vote Counting Committee and will conclude either when the last shareholder has cast their vote or 30 minutes from the start time—whichever comes first;
- Shareholders or their authorized representatives shall place their ballots into the box. Once voting ends, the ballot box will be sealed by the Vote Counting Committee;
- Vote counting will be carried out immediately after the ballot box is sealed.

6.4. Vote Counting Regulations:

- a. The Vote Counting Committee shall include one (01) Head and other members nominated by the Chairman and approved by the General Meeting of Shareholders to carry out the vote counting for the election of BOD member.
- b. The Vote Counting Committee shall conduct vote counting in accordance with the following rules:
 - The Vote Counting Committee shall operate in a separate room or area;

- The Vote Counting Committee may use electronic tools and technical staff to assist with vote counting;
 - Check the validity of each election ballot;
 - Examine each election ballot in sequence and record the results;
 - Seal all election ballots and hand over to the Head of the Vote Counting Committee.
- c. Preparation and Announcement of the Vote Counting Minutes:
- Upon completion of the vote counting, the Vote Counting Committee shall prepare the Vote Counting Minutes, which must include the following:
 - + Time, location of the vote counting session;
 - + Members of the Vote Counting Committee;
 - + Total number of shareholders attending the meeting;
 - + Total number of shareholders who participated in the voting;
 - + Number and percentage of valid and invalid election ballots;
 - + Number and percentage of votes received by each candidate;
 - + Signatures of all Vote Counting Committee members.
 - The vote counting results shall be announced by the Vote Counting Committee before the General Meeting

Based on the Vote Counting Minutes, the election results shall be officially announced and included in the Meeting Minutes and Resolution of the General Meeting.

Article 7. Election Result Determination for member of the BOD

- 7.1. Candidates elected to the Board of Directors shall be determined in descending order of votes received, starting from the candidate with the highest number of votes until the required number of Board members is met as specified in these Regulations.
- 7.2. In the event of a tie between two or more candidates for the final BOD member, the General Meeting shall conduct a re-vote among the tied candidates. The candidate with the higher number of votes shall be elected.

Article 8. Complaints Regarding Voting and Counting

Any complaints related to the voting or vote counting process shall be resolved by the Chairman of the Meeting and recorded in the Minutes of the General Meeting.

Article 9. Effectiveness

These Regulations consist of 09 Articles and shall take immediate effect upon approval by the General Meeting of Shareholders and only apply for the election of member of the Board of Directors for the 2022–2027 term at the 2nd Annual General Meeting of Shareholders in 2025 of CEO Group.

**ON BEHALF OF
THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN**

Doan Van Binh

Note: *This document may be amended and supplemented appropriately and submitted to the General Meeting of Shareholders for considering and approving at the General Meeting.*