

DRAFT



**REGULATION
ELECTION OF BOARD MEMBERS
AND MEMBERS OF THE SUPERVISORY BOARD FOR THE TERM 2026 –
2031**

The 2026 Annual General Meeting of Shareholders of Dua Fat Group Joint Stock Company (DFF) will elect members of the Board of Directors and members of the Supervisory Board for the term 2026 – 2031 according to the following contents:

Article 1. Election Subjects

Shareholders owning shares have voting rights and authorized representatives of shareholders owning shares have voting rights (according to the list of shareholders of the Company closed on 08/06/2026).

Article 2. Criteria and conditions for being a member of the Board of Directors and the Control Board

2.1. Criteria and conditions for being a member of the Board of Directors

- a) Members of the Board of Directors have full civil act capacity and must meet the criteria and conditions specified in Clause 1, Article 155 of the Law on Enterprises and the company's charter.
- b) Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- c) Having professional qualifications and experience in business administration or in the company's business fields, lines and lines and not necessarily being a shareholder of the company;
- d) A member of the Board of Directors of a public company may only be a member of the Board of Directors at a maximum of 05 other companies;

2.2. Criteria and conditions for being a member of the Control Board

Members of the Control Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and the company's charter and not fall into the following cases:

- a) Work in the accounting and finance department of the company;
- b) Being a member or employee of an auditing organization approved to audit the company's financial statements for the previous 03 years.

Article 3. Nomination and candidacy for members of the Board of

Directors/members of the Supervisory Board and the number of elected members

3.1. *Nomination of candidates for members of the Board of Directors/ members of the Supervisory Board*

- a) Shareholders or groups of shareholders owning 10% or more of the total ordinary shares (As of 08/06/2026) have the right to nominate and nominate persons to the Board of Directors/Supervisory Board in accordance with the provisions of the Law on Enterprises and the Charter.

3.2. *Documents for candidacy and nomination to the Board of Directors/ Control Board*

- Nomination or nomination of candidates to join the Board of Directors/Control Board;
- Document of group meeting (in case of nomination by a group of shareholders);
- Curriculum vitae declared by the candidate himself (According to the form);
- Copy of valid ID card/CCCD/Passport;
- Valid copies of the candidate's relevant qualifications (if any).

❖ **Note:** *Persons nominated or nominated for the Board of Directors or the Control Board must be responsible before law and the General Meeting of Shareholders for the accuracy and truthfulness of the contents of their candidacy or nomination dossiers.*

3.3. *Number and term of office of elected members of the Board of Directors/ Supervisory Board*

- The number of members of the Board of Directors for the term 2026 – 2031 elected at the Annual General Meeting of Shareholders in 2026 is 03 (three) members.
- The number of members of the Supervisory Board for the term 2026 – 2031 elected at the Annual General Meeting of Shareholders in 2026 is 02 (two) members.

Article 4. Voting and recording votes

4.1. *List of candidates for the Board of Directors/ Supervisory Board*

- Sorted in ABC order by name, with full name and first name on the ballot.

4.2. *Voting and recording votes*

- The ballot is printed uniformly, with the total number of voting rights according to the Shareholder Code;
- Shareholders or authorized representatives are simultaneously issued 01 vote for the Board of Directors and 01 vote for the Supervisory Board according to the Shareholder Code (owned and authorized);
- In case of incorrect recording, the shareholder shall request the Vote Counting Board to change other votes;

- Shareholders must themselves write the number of voting rights for each candidate in the blank box of that candidate on the ballot. In case of valid authorization (with a power of attorney), the authorized person has full voting rights.

4.3. Cases of Invalid Voting

- The slip does not follow the form prescribed by the Company, does not bear the Company's seal;
- The slip is crossed out, corrected, added or incorrectly named or not on the list of candidates approved by the General Meeting of Shareholders before voting;
- The vote has the total number of voting rights for the shareholder's candidates that exceeds the total number of voting rights owned or authorized by that shareholder;
- The ballot does not have the signature of the shareholder/shareholder representative.

Article 5. Election method

- The voting for the election of members of the Board of Directors/members of the Supervisory Board shall be carried out directly by secret ballot by the method of cumulative voting.
- Each shareholder has total voting rights corresponding to the total number of voting shares (including ownership and authorization) multiplied by the number of elected members of the Board of Directors/Supervisory Board.

(Details are in the Appendix to the Guidance on Accumulating Vote attached to this Regulation)

Article 6. Vote Counting Committee, Voting Principles and Vote Counting

6.1. Vote Counting Committee

- The vote counting committee is nominated by the Chairman and approved by the General Meeting of Shareholders;
- The vote counting committee shall submit to the General Meeting of Shareholders:
 - Approval of the Election Regulation;
 - Approval of the list of candidates;
 - Introducing votes, distributing votes and instructing how to record votes;
 - Counting votes;
 - Announcement of election results before the Congress.
- Members of the Vote Counting Committee must not be named in the list of nominations and candidates for the Board of Directors/Control Board;

6.2. Voting and vote counting principles

- The vote counting committee conducts an inspection of the ballot box in the presence of shareholders;

- Voting begins when the distribution of election ballots is completed and ends when the last shareholder casts their votes in the ballot box;
- The counting of votes must be conducted immediately after the voting is over;
- The results of vote counting shall be made in writing and announced by the Head of the Vote Counting Committee before the Congress.

Article 7. Principles of cumulative voting, principles of electing members of the Board of Directors and members of the Control Board

7.1. Principles of cumulative voting: According to the Appendix to the Guidance on Cumulative Voting attached to this Regulation.

7.2. Principles of election:

- The elected members of the Board of Directors/Supervisory Board are determined according to the number of votes from high to low until the number of votes to be voted in.
- In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors/Control Board, a re-election will be conducted among the candidates with the same number of votes.

Article 8. Preparation and publication of vote counting minutes

- After counting the votes, the vote counting committee must make a record of vote counting. The contents of the vote counting record include: The total number of votes issued, the total number of votes collected, the number of valid votes, invalid votes, blank votes; the number of votes for each candidate to the Board of Directors/Supervisory Board;
- The full text of the vote counting minutes must be announced before the Congress.

Article 9. Complaints about the election and vote counting will be resolved by the chairman of the meeting and recorded in the minutes of the General Meeting of Shareholders.

This Regulation consists of 09 articles, which are read publicly before the General Meeting of Shareholders and take effect immediately after being voted and approved by the General Meeting of Shareholders.

**GENERAL MEETING OF
SHAREHOLDERS
, CHAIRMAN OF THE BOARD OF
DIRECTORS**

APPENDIX

INSTRUCTIONS FOR ACCUMULATING VOTES

(Attached to the Regulation on the election of members of the Board of Directors, members of the Supervisory Board for the term 2026 – 2031 at the 2026 Annual General Meeting of Shareholders of Dua Fat Group Joint Stock Company)

Suppose the General Meeting of Shareholders votes to select 03 members of the Board of Directors out of 03 candidates. Shareholder Nguyen Van A holds (including ownership and is authorized) 1,000,000 shares with voting rights. At that time, the total number of voting rights of shareholder Nguyen Van A was:

$$1,000,000 \times 3 = 3,000,000 \text{ votes}$$

Shareholder Nguyen Van A can vote by the following method:

1. Allocate 3,000,000 voting rights to 01 candidate for a member of the Board of Directors.
 2. Equally divide 3,000,000 voting rights to 03 candidates for members of the Board of Directors (equivalent to each candidate receiving $3,000,000/03$ voting rights of shareholder Nguyen Van A).
 3. To exercise 3,000,000 votes for each candidate for the Board of Directors in different proportions, but the total number of votes for such candidates shall not exceed 3,000,000 votes.
- ***The votes of shareholder Nguyen Van A will be invalid in the following cases:***
 - The slip does not follow the form prescribed by the Company, without the Company's seal.
 - The total voting rights for those candidates of shareholder Nguyen Van A exceeded 3,000,000 votes.
 - The slip is deleted, corrected, added or incorrectly named or not on the list of candidates approved by the General Meeting of Shareholders before voting.
 - The ballot does not have the signature of the shareholder/shareholder representative.
 - Other cases specified in the Election Regulation.

