

Bac Giang, April 02, 2025

No: 29/TTr-HĐQT

PROPOSAL

**Regarding the Approval of the Regulation on the Additional Election of a
Member of the Board of Supervisors
Ha Bac Nitrogenous Fertilizer & Chemicals Joint Stock Company, Term
2021–2026**

To: General Meeting of Shareholders

- Pursuant to the Law on Enterprises No. 59/2020/QH14;
- Pursuant to the Charter of Ha Bac Nitrogenous Fertilizer & Chemicals Joint Stock Company;

The Board of Directors of Ha Bac Nitrogenous Fertilizer & Chemicals Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the draft Regulation on the Additional Election of a Member of the Board of Supervisors of Ha Bac Nitrogenous Fertilizer & Chemicals Joint Stock Company for the 2021–2026 term (the draft Regulation is attached herewith).

Respectfully submitted for consideration and approval.

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



Nguyen Van Thieu

Bac Giang, April 2, 2025

DRAFT

**REGULATION
ON THE ADDITIONAL ELECTION OF A MEMBER OF THE BOARD OF
SUPERVISORS
HA BAC NITROGENOUS FERTILIZER & CHEMICALS JOINT STOCK
COMPANY
TERM 2021–2026**

*(Attached to Proposal No: /TTr-HĐQT dated March 31, 2025 of the Board of
Directors of Ha Bac Nitrogenous Fertilizer & Chemicals Joint Stock Company)*

Article 1. Scope of Regulation

This Regulation provides for the procedures of the additional election of a Member of the Board of Supervisors of Ha Bac Nitrogenous Fertilizer & Chemicals Joint Stock Company (hereinafter referred to as the "Company") for the 2021–2026 term.

Article 2. Applicable Subjects

This Regulation applies at the 2025 Annual General Meeting of Shareholders of the Company.

Article 3. Voting Rights

Shareholders and authorized representatives of shareholders holding voting shares and attending the meeting have the right to vote for the election of a Member of the Board of Supervisors in accordance with the Law on Enterprises, the Company's Charter, the internal governance regulations, and this Regulation.

Article 4. Number of Member of the Supervisors to be Elected

The number of additional members of the Board of Supervisors to be elected is 01 (one).

Article 5. List of Candidates

The list of candidates nominated or self-nominated by shareholders shall be compiled and alphabetically arranged by the Board of Directors and submitted to the General Meeting of Shareholders for approval before the election.

Article 6. Voting Method

1. The additional election of a Member of the Board of Supervisors shall be conducted by the cumulative voting method, under which each shareholder has a total number of votes equal to the number of shares they own or represent multiplied by the number of members to be elected:

The number of members of the Board of Supervisors to be elected is 01 (one); accordingly, the total number of votes for electing a member of the Board of Supervisors that each shareholder is entitled to shall be equal to the number of shares they own or represent multiplied (×) by 01 (one);

Example: A shareholder owns or represents 1,000 shares:

- The number of votes for electing a member of the Board of Supervisors is:
 $1,000 \times 1 = 1,000$ votes.

2. Voting method: Shareholders may allocate all their votes to one candidate or distribute votes among multiple candidates as they wish. The total number of allocated votes must not exceed the total number of votes they are entitled to.

3. The specific instructions on how to fill out the ballot shall be directly provided to shareholders at the General Meeting by the Head of the Voting Supervision Committee cum Election Committee (elected by the General Meeting) before the voting takes place.

4. Voting shall be conducted via secret ballot at the General Meeting, beginning upon the completion of ballot distribution and ending when the last shareholder casts their vote into the ballot box.

Article 7. Vote Counting and Announcement of Results

1. Vote counting will be conducted immediately after the voting session concludes.

2. The Voting Supervision Committee cum Election Committee is responsible for counting the ballots, preparing the vote counting minutes, publicly announcing the results at the General Meeting, and bearing responsibility before the General Meeting for the vote counting results.

Article 8. Principles for Determining the Elected Candidate

1. The elected Member of the Board of Supervisors shall be the candidate who receives the highest number of votes.

2. In the event that two (02) or more candidates receive the same highest number of votes, a re-election shall be conducted among those candidates.

3. If the first round of voting does not result in a sufficient number of elected members, additional voting rounds shall be conducted until the required number of members is elected.

Article 9. Regulations on Ballots

1. Valid ballots:

a) It is a ballot issued by the Company and bears the Company's seal;

b) The ballot is used to vote for candidates whose names are on the approved list and within the number of members to be elected;

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c) The total number of votes cast for the candidates must be equal to or less than the total number of votes the shareholder is entitled to;

d) The ballot does not fall under any of the invalid ballot cases specified in Clause 2 of this Article.

2. A ballot shall be deemed invalid if it falls under any of the following cases:

a) The ballot lists the name of a candidate who is not on the list of nominees approved by the General Meeting of Shareholders;

b) The number of votes cast exceeds the total number of votes the shareholder is entitled to;

c) The ballot is not signed and/or does not clearly state the full name of the shareholder;

d) The ballot does not cast a vote for any candidate;

đ) The ballot was not issued by the Organizing Committee of the General Meeting;

e) The ballot has been erased or altered.

Article 10. Effectiveness

1. This Regulation consists of 10 Articles and shall be publicly announced at the 2025 Annual General Meeting of Shareholders for voting and approval.

2. Any matters arising in connection with the additional election of a Member of the Board of Supervisors for the 2021–2026 term at the 2025 Annual General Meeting of Shareholders that are not specified in this Regulation shall be governed by the Law on Enterprises, the Company's Charter, and the Company's internal governance regulations.

